

HERSHA HOSPITALITY TRUST  
Form 10-K  
March 13, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2007

OR

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

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

Commission file number: 001-14765

HERSHA HOSPITALITY TRUST  
(Exact Name of Registrant as Specified in Its Charter)

Maryland  
(State or Other Jurisdiction of Incorporation or  
Organization)

251811499  
(I.R.S. Employer Identification No.)

44 Hersha Drive, Harrisburg, PA  
(Address of Registrant's Principal Executive Offices)

17102  
(Zip Code)

Registrant's telephone number, including area code: (717) 236-4400

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class  | Name of each exchange on which registered |
|--|---|
| Class A Common Shares of Beneficial Interest, par value \$.01 per share    | American Stock Exchange                   |
| Series A Cumulative Redeemable Preferred Shares, par value \$.01 per share | American Stock Exchange                   |

Securities registered pursuant to Section 12(g) of the Act:

None

(Title of class)



1

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
o Yes x No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  
o Yes x No

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. x

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer o Accelerated filer x  
Non-accelerated filer o Small reporting company o

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

The aggregate market value of the voting and non-voting common equity held by nonaffiliates of the registrant, as of June 30, 2007, was approximately \$484.5 million.

As of March 12, 2008, the number of Class A common shares of beneficial interest outstanding was 41,208,543.

Documents Incorporated By Reference: Portions of the proxy statement for the registrant's 2008 Annual Meeting of Shareholders are incorporated by reference into Part III of this Form 10-K.

## HERSHA HOSPITALITY TRUST

## INDEX

| Item No. |   | Form 10-K<br>Report<br>Page |
|----------|---|-----------------------------|
| PART I   |   |                             |
| Item 1.  | <u>Business</u>   | 4                           |
| Item 1A. | <u>Risk Factors</u>   | 12                          |
| Item 1B. | <u>Unresolved Staff Comments</u>  | 20                          |
| Item 2.  | <u>Properties</u>   | 21                          |
| Item 3.  | <u>Legal Proceedings</u>  | 23                          |
| Item 4.  | <u>Submission of Matters to a Vote of Security Holders</u>  | 23                          |
| PART II  |   |                             |
| Item 5.  | <u>Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u> | 24                          |
| Item 6.  | <u>Selected Financial Data</u>  | 27                          |
| Item 7.  | <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>                        | 29                          |
| Item 7A. | <u>Quantitative and Qualitative Disclosures About Market Risk</u>   | 43                          |
| Item 8.  | <u>Financial Statements and Supplementary Data</u>  | 45                          |
| Item 9.  | <u>Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>                         | 91                          |
| Item 9A. | <u>Controls and Procedures</u>  | 91                          |
| Item 9B. | <u>Other Information</u>  | 93                          |
| PART III |   |                             |
| Item 10. | <u>Trustees, Executive Officers and Corporate Governance</u>  | 94                          |
| Item 11. | <u>Executive Compensation</u>   | 94                          |
| Item 12. | <u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>               | 94                          |
| Item 13. | <u>Certain Relationships and Related Transactions, and Trustee Independence</u>                                     | 94                          |
| Item 14. | <u>Principal Accountant Fees and Services</u>   | 94                          |
| PART IV  |   |                             |
| Item 15. | <u>Exhibits and Financial Statement Schedules</u>   | 95                          |

Index

CAUTIONARY FACTORS THAT MAY AFFECT FUTURE RESULTS

This report contains 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, including, without limitation, statements containing the words, “believes,” “anticipates,” “expects” and words of similar import. Such forward-looking statements relate to future events, our future financial performance, and involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements or industry results to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Readers should specifically consider the various factors identified in this report including, but not limited to those discussed in the sections entitled “Risk Factors,” “Growth Strategy” and “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” that could cause actual results to differ. We disclaim any obligation to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future events or developments, except as required by law.

Item 1. Business

OVERVIEW

Hersha Hospitality Trust is a self-advised Maryland real estate investment trust, REIT, that was organized in 1998 and completed its initial public offering in January of 1999. Our common shares are traded on the American Stock Exchange under the symbol “HT”. We invest primarily in institutional grade hotels in central business districts, primary suburban office markets and stable destination and secondary markets in the Northeastern United States and select markets on the West Coast. Our primary strategy is to continue to acquire high quality, upscale, mid-scale and extended-stay hotels in metropolitan markets with high barriers to entry in the Northeastern United States and other markets with similar characteristics.

As of December 31, 2007, our portfolio consisted of 53 wholly owned limited and full service properties and 18 limited and full service properties owned through joint venture investments. Of the 18 limited and full service properties owned through our investment in joint ventures investments, three are consolidated. These 71 properties, with a total of 9,129 rooms, are located in Arizona, California, Connecticut, Delaware, Maryland, Massachusetts, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island and Virginia and operate under leading brands, such as Marriott®, Courtyard by Marriott®, Residence Inn®, Fairfield Inn®, Hilton®, Hilton Garden Inn®, Springhill Suites®, Hampton Inn®, Holiday Inn®, Holiday Inn Express®, Comfort Inn®, Mainstay Suites®, Sleep Inn®, Hawthorne Suites®, Homewood Suites®, Four Points by Sheraton® and Hyatt Summerfield Suites®.

We are structured as an umbrella partnership REIT, or UPREIT, and we own our hotels and our investments in joint ventures through our operating partnership, Hersha Hospitality Limited Partnership, or HHLP, for which we serve as general partner. Our hotels are managed by qualified independent management companies, including Hersha Hospitality Management, L.P., or HHMLP. HHMLP is a private management company owned by certain of our trustees, officers and other third party investors. We have leased all but one of our wholly owned hotels to 44 New England Management Company, or 44 New England, our wholly-owned taxable REIT subsidiary, or TRS. The hotel not leased to 44 New England is leased to an unrelated third party lessee. In addition, all of the hotels we own through investments in joint ventures are leased to TRSs owned by the respective venture or to corporations owned in part by our wholly owned TRS.

AVAILABLE INFORMATION

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Our address is 44 Hersha Drive, Harrisburg, PA 17102. Our telephone number is (717) 236-4400. Our Internet website address is: [www.hersha.com](http://www.hersha.com). We make available free of charge through our website our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, as soon as reasonably practicable after such documents are electronically filed with, or furnished to, the SEC. The information available on our website is not, and shall not be deemed to be, a part of this report or incorporated into any other filings we make with the SEC.

Index

## INVESTMENT IN HOTEL PROPERTIES

Our operating strategy focuses on increasing hotel performance for our portfolio. The key elements of this strategy are:

- working together with our hotel management companies to increase occupancy levels and revenue per available room, or "RevPAR", through active property-level management, including intensive marketing efforts to tour groups, corporate and government extended stay customers and other wholesale customers and expanded yield management programs, which are calculated to better match room rates to room demand; and
- positioning our hotels to capitalize on increased demand in the high quality, upper-upscale, upscale, mid-scale and extended-stay lodging segment, which we believe can be expected to follow from improving economic conditions, by managing costs and thereby maximizing earnings.

As of December 31, 2007, we owned interests in the following 71 hotels:

| Name                         | Rooms | Ownership % | Consolidated/<br>Unconsolidated |
|------------------------------|-------|-------------|---------------------------------|
| <b>Marriott</b>              |       |             |                                 |
| Mystic, CT                   | 285   | 66.7%       | Unconsolidated JV               |
| Hartford, CT                 | 409   | 15.0%       | Unconsolidated JV               |
| <b>Hilton</b>                |       |             |                                 |
| Hartford, CT                 | 393   | 8.8%        | Unconsolidated JV               |
| <b>Courtyard</b>             |       |             |                                 |
| Alexandria, VA               | 203   | 100.0%      | Consolidated                    |
| Scranton, PA                 | 120   | 100.0%      | Consolidated                    |
| Langhorne, PA                | 118   | 100.0%      | Consolidated                    |
| Brookline/Boston, MA         | 188   | 100.0%      | Consolidated                    |
| Norwich, CT                  | 144   | 66.7%       | Unconsolidated JV               |
| South Boston, MA             | 164   | 50.0%       | Unconsolidated JV               |
| Wilmington, DE               | 78    | 100.0%      | Consolidated                    |
| Warwick, RI                  | 92    | 66.7%       | Unconsolidated JV               |
| Ewing/Princeton, NJ          | 130   | 50.0%       | Unconsolidated JV               |
| <b>Hampton Inn</b>           |       |             |                                 |
| Brookhaven, NY               | 161   | 100.0%      | Consolidated                    |
| Philadelphia, PA             | 250   | 100.0%      | Consolidated                    |
| Chelsea/Manhattan, NY        | 144   | 100.0%      | Consolidated                    |
| Hershey, PA                  | 110   | 100.0%      | Consolidated                    |
| Carlisle, PA                 | 95    | 100.0%      | Consolidated                    |
| Danville, PA                 | 72    | 100.0%      | Consolidated                    |
| Selinsgrove, PA              | 75    | 100.0%      | Consolidated                    |
| Herald Square, Manhattan, NY | 136   | 100.0%      | Consolidated                    |
| Seaport, NY                  | 65    | 100.0%      | Consolidated                    |
| <b>Residence Inn</b>         |       |             |                                 |
| North Dartmouth, MA          | 96    | 100.0%      | Consolidated                    |
| Tysons Corner, VA            | 96    | 100.0%      | Consolidated                    |
| Danbury, CT                  | 78    | 66.7%       | Unconsolidated JV               |
| Framingham, MA               | 125   | 100.0%      | Consolidated                    |

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|                  |     |        |                   |
|------------------|-----|--------|-------------------|
| Greenbelt, MD    | 120 | 100.0% | Consolidated      |
| Mystic, CT       | 133 | 66.7%  | Unconsolidated JV |
| Southington, CT  | 94  | 44.7%  | Unconsolidated JV |
| Williamsburg, VA | 108 | 75.0%  | Consolidated JV   |
| Norwood, MA      | 96  | 100.0% | Consolidated      |
| Langhorne, PA    | 100 | 100.0% | Consolidated      |
| Carlisle, PA     | 78  | 100.0% | Consolidated      |

5

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Index

| Name                                    | Rooms | Ownership % | Consolidated/<br>Unconsolidated |
|---|-------|-------------|---------------------------------|
| <b>Summerfield Suites</b>               |       |             |                                 |
| White Plains, NY                        | 159   | 100.0%      | Consolidated                    |
| Bridgewater, NJ                         | 128   | 100.0%      | Consolidated                    |
| Gaithersburg, MD                        | 140   | 100.0%      | Consolidated                    |
| Pleasant Hill, CA                       | 142   | 100.0%      | Consolidated                    |
| Pleasanton, CA                          | 128   | 100.0%      | Consolidated                    |
| Scottsdale, AZ                          | 164   | 100.0%      | Consolidated                    |
| Charlotte, NC                           | 144   | 100.0%      | Consolidated                    |
| <b>Homewood Suites</b>                  |       |             |                                 |
| Glastonbury, CT                         | 136   | 48.0%       | Unconsolidated JV               |
| <b>Holiday Inn Express</b>              |       |             |                                 |
| Hauppauge, NY                           | 133   | 100.0%      | Consolidated                    |
| Cambridge, MA                           | 112   | 100.0%      | Consolidated                    |
| Hershey, PA                             | 85    | 100.0%      | Consolidated                    |
| New Columbia, PA                        | 81    | 100.0%      | Consolidated                    |
| Malvern, PA                             | 88    | 100.0%      | Consolidated                    |
| Oxford Valley, PA                       | 88    | 100.0%      | Consolidated                    |
| South Boston, MA                        | 118   | 50.0%       | Unconsolidated JV               |
| Chester, PA                             | 80    | 100.0%      | Consolidated                    |
| Manhattan, NY                           | 228   | 50.0%       | Unconsolidated JV               |
| <b>Hilton Garden Inn</b>                |       |             |                                 |
| JFK Airport, NY                         | 188   | 100.0%      | Consolidated                    |
| Edison, NJ                              | 132   | 100.0%      | Consolidated                    |
| Glastonbury, CT                         | 150   | 48.0%       | Unconsolidated JV               |
| Gettysburg, PA                          | 88    | 100.0%      | Consolidated                    |
| <b>Springhill Suites</b>                |       |             |                                 |
| Waterford, CT                           | 80    | 66.7%       | Unconsolidated JV               |
| Williamsburg, VA                        | 120   | 75.0%       | Consolidated JV                 |
| <b>Holiday Inn Express &amp; Suites</b> |       |             |                                 |
| Harrisburg, PA                          | 77    | 100.0%      | Consolidated                    |
| King of Prussia, PA                     | 155   | 100.0%      | Consolidated                    |
| <b>Four Points - Sheraton</b>           |       |             |                                 |
| Revere/Boston, MA                       | 180   | 55.0%       | Consolidated JV                 |
| <b>Mainstay</b>                         |       |             |                                 |
| Valley Forge, PA                        | 69    | 100.0%      | Consolidated                    |
| Frederick, MD                           | 72    | 100.0%      | Consolidated                    |
| <b>Holiday Inn</b>                      |       |             |                                 |
| Harrisburg, PA                          | 196   | 100.0%      | Leased(1)                       |
| Norwich, CT                             | 134   | 100.0%      | Consolidated                    |
| <b>Comfort Inn</b>                      |       |             |                                 |
| North Dartmouth, MA                     | 84    | 100.0%      | Consolidated                    |
| Harrisburg, PA                          | 81    | 100.0%      | Consolidated                    |
| Frederick, MD                           | 73    | 100.0%      | Consolidated                    |
| <b>Fairfield Inn</b>                    |       |             |                                 |
| Bethlehem, PA                           | 103   | 100.0%      | Consolidated                    |
| Laurel, MD                              | 109   | 100.0%      | Consolidated                    |
| <b>Hawthorne Suites</b>                 |       |             |                                 |

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|                               |       |         |              |
|-------------------------------|-------|---------|--------------|
| Franklin, MA<br>Independent   | 100   | 100.0%  | Consolidated |
| Wilmington, DE                | 71    | 100.0%  | Consolidated |
| Fifth Avenue, NY<br>Sleep Inn | 70    | 100.0%  | Consolidated |
| Valley Forge, PA              | 87    | 100.0 % | Consolidated |
| TOTAL                         | 9,129 |         |              |

(1) As of July 1, 2006, the Holiday Inn, Harrisburg, PA was leased to an unrelated party under a fixed lease agreement. Prior to July 1, 2006, operating results were included in our consolidated hotel operating results.

6

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Index

## INVESTMENT IN JOINT VENTURES

In addition to the direct acquisition of hotels, we may make investments in hotels through joint ventures with strategic partners. We seek to identify acquisition candidates located in markets with economic, demographic and supply dynamics favorable to hotel owners and operators. Through our extensive due diligence process, we select those acquisition targets where we believe selective capital improvements and intensive management will increase the hotel's ability to attract key demand segments, enhance hotel operations and increase long-term value.

As of December 31, 2007, we maintain ownership interest in the following 18 hotels through joint ventures with third parties:

| Joint Venture                            | Assets Owned by Joint Venture   | HHLP<br>Ownership<br>in Asset | HHLP<br>Preferred<br>Return | Consolidated/<br>Unconsolidated |
|--|---|-------------------------------|-----------------------------|---------------------------------|
| Mystic Partners, LLC                     | Hartford Marriott Downtown,<br>Hartford, CT                                 | 15.0%                         | 8.5%                        | Unconsolidated                  |
|  | Mystic Marriott Hotel & Spa,<br>Mystic, CT                                  | 66.7%                         | 8.5%                        | Unconsolidated                  |
|  | Danbury Residence Inn,<br>Danbury, CT                                       | 66.7%                         | 8.5%                        | Unconsolidated                  |
|  | Southington Residence Inn,<br>Southington, CT                               | 44.7%                         | 8.5%                        | Unconsolidated                  |
|  | Norwich Courtyard by Marriott<br>and Rosemont<br>Suites, Norwich, CT        | 66.7%                         | 8.5%                        | Unconsolidated                  |
|  | Warwick Courtyard by<br>Marriott, Warwick, RI                               | 66.7%                         | 8.5%                        | Unconsolidated                  |
|  | Waterford SpringHill Suites,<br>Waterford, CT                               | 66.7%                         | 8.5%                        | Unconsolidated                  |
|  | Residence Inn by Marriott<br>Hotel and Whitehall Mansion,<br>Stonington, CT | 66.7%                         | 8.5%                        | Unconsolidated                  |
|  | Hilton Hartford - Downtown,<br>Hartford, CT                                 | 8.8%                          | 8.5%                        | Unconsolidated                  |
|  | Hilton Garden Inn,<br>Glastonbury, CT                                       | 48.0%                         | 11.0%                       | Unconsolidated                  |
| HT/PRA Glastonbury, LLC                  | Homewood Suites,<br>Glastonbury, CT   | 48.0%                         | 10.0%                       | Unconsolidated                  |
| PRA Suites at Glastonbury,<br>LLC        | Courtyard by Marriott, South<br>Boston, MA                                  | 50.0%                         | 10.0% <sup>(1)</sup>        | Unconsolidated                  |
| Hiren Boston, LLC                        | Holiday Inn Express, South<br>Boston, MA                                    | 50.0%                         | 10.0% <sup>(1)</sup>        | Unconsolidated                  |
| SB Partners, LLC                         | Courtyard by Marriott, Ewing,<br>NJ   | 50.0%                         | 11.0%                       | Unconsolidated                  |
| Inn America Hospitality at<br>Ewing, LLC | Holiday Inn Express,<br>Manhattan, NY                                       | 50.0%                         | N/A                         | Unconsolidated                  |
| Metro 29th Street Associates,<br>LLC     | Four Points by Sheraton,<br>Revere, MA                                      | 55.0%                         | 12.0%                       | Consolidated                    |
| Logan Hospitality Associates,<br>LLC     | LTD Associates One, LLC   | 75.0%                         | 12.0% <sup>(2)</sup>        | Consolidated                    |

|                         |  |       |       |              |
|-------------------------|--|-------|-------|--------------|
|                         | SpringHill Suites,<br>Williamsburg, VA |       |       |              |
| LTD Associates Two, LLC | Residence Inn, Williamsburg,<br>VA     | 75.0% | 12.0% | Consolidated |

- (1) Preferred return accrued for first two years of the venture and results thereafter are shared pro rata. Preferred return period ended on June 30, 2007 for Hiren Boston, LLC and September 30, 2007 for SB Partners, LLC.
- (2) Beginning on December 1, 2007 and continuing thereafter, the preferred return is 12%. From December 1, 2006 through November 30, 2007 the preferred return was 10.0% and prior to December 1, 2006 the preferred return was 8.0%.

## DEVELOPMENT LOANS

We do not develop properties, but we take advantage of our relationships with hotel developers, including entities controlled by our officers or trustees, to identify development and renovation projects that may be attractive to us. While these developers bear the construction risks, we often provide secured development loans and bear economic risks through these development loans. In many instances, we maintain a first right of refusal or first right of offer to purchase the hotel for which we have provided development loan financing at fair market value.

## ACQUISITIONS

Our primary growth strategy is to selectively acquire high quality, upper- upscale, upscale, mid-scale and extended-stay hotels in metropolitan markets with high barriers-to-entry. We believe that current market conditions are creating opportunities to acquire hotels at attractive prices. In executing our disciplined acquisition program, we will consider acquiring hotels that meet the following additional criteria:

- nationally-franchised hotels operating under popular brands, such as Marriott Hotels & Resorts, Hilton Hotels, Courtyard by Marriott, Residence Inn by Marriott, Spring Hill Suites by Marriott, Hilton Garden Inn, Homewood Suites by Hilton, Hampton Inn, Sheraton Hotels & Resorts, DoubleTree, Embassy Suites, Hyatt Summerfield Suites and Holiday Inn Express;

Index

- hotels in locations with significant barriers-to-entry, such as high development costs, limited availability of land and lengthy entitlement processes; and
  - hotels in our target markets where we can realize operating efficiencies and economies of scale.

In the ordinary course of our business, we are actively considering hotel acquisition opportunities. Since our initial public offering in 1999, we have acquired, wholly or through joint ventures, a total of 78 hotels, including 23 hotels acquired from entities controlled by our officers or trustees. Of the 23 acquisitions from these entities, 20 were newly-constructed or newly-renovated by these entities prior to our acquisition. Subsequent to December, 31, 2007, we have acquired interests in the following hotels:

| Brand              | Location     | Ownership Interest | Acquisition Date | Purchase Price |
|--------------------|--------------|--------------------|------------------|----------------|
| Duane Street Hotel | New York, NY | 100%               | 1/4/2007         | \$ 24,750      |
| Nu Hotel           | New York, NY | 100%               | 1/14/2008        | \$ 17,240      |

## DISPOSITIONS

We will evaluate our hotels on a periodic basis to determine if these hotels continue to satisfy our investment criteria. We may sell hotels opportunistically based upon management's forecast and review of the cash flow potential for the hotel and re-deploy the proceeds into debt reduction, development loans or acquisitions of hotels. We utilize several criteria to determine the long-term potential of our hotels. Hotels are identified for sale based upon management's forecast of the strength of the hotel's cash flows and its ability to remain accretive to our portfolio. Our decision to sell an asset is often predicated upon the size of the hotel, strength of the franchise, property condition and related costs to renovate the property, strength of market demand generators, projected supply of hotel rooms in the market, probability of increased valuation and geographic profile of the hotel. All asset sales are comprehensively reviewed by our Board of Trustees, including our independent trustees. A majority of the independent trustees must approve the terms of all asset sales. Since our initial public offering in 1999, we have sold a total of 17 hotels.

## FINANCING

The relative stability of the mid-scale and upscale segment of the limited service lodging industry allows us to increase returns to our shareholders through the prudent application of leverage. Our debt policy is to limit consolidated indebtedness to less than 67% of the fair market values for the hotels in which we invest. We may employ a higher amount of leverage at a specific hotel to achieve a desired return when warranted by that hotel's historical operating performance and may use modestly greater leverage across our portfolio if and when warranted by prevailing market conditions.

## PROPERTY MANAGEMENT

We work closely with our hotel management companies to operate our hotels and increase same hotel performance for our portfolio. Through our TRS and our investment in joint ventures, we have retained the following management companies to operate our hotels, as of December 31, 2007:

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| Manager                  | Wholly Owned  |              | Joint Ventures |              | Total     |              |
|--------------------------|---------------|--------------|----------------|--------------|-----------|--------------|
|                          | Hotels<br>(1) | Rooms        | Hotels         | Rooms        | Hotels    | Rooms        |
| HHMLP                    | 44            | 4,683        | 7              | 1,052        | 51        | 5,735        |
| Waterford Hotel<br>Group | -             | -            | 9              | 1,708        | 9         | 1,708        |
| LodgeWorks               | 7             | 1,005        | -              | -            | 7         | 1,005        |
| Jiten<br>Management      | -             | -            | 2              | 282          | 2         | 282          |
| Marriott                 | 1             | 203          | -              | -            | 1         | 203          |
| <b>Total</b>             | <b>52</b>     | <b>5,891</b> | <b>18</b>      | <b>3,042</b> | <b>70</b> | <b>8,933</b> |

(1) As of July 1, 2006, the Holiday Inn, Harrisburg, PA was leased to an unrelated party under a fixed lease agreement and is not operated by our TRS. Prior to July 1, 2006, the Holiday Inn, Harrisburg, PA was leased to our TRS and managed by HHMLP.

Each management agreement provides for a set term and is subject to early termination upon the occurrence of defaults and certain other events described therein. As required under the REIT qualification rules, all managers, including HHMLP, must qualify as an “eligible independent contractor” during the term of the management agreements.

Index

Under the management agreements, the manager generally pays the operating expenses of our hotels. All operating expenses or other expenses incurred by the manager in performing its authorized duties are reimbursed or borne by our TRS to the extent the operating expenses or other expenses are incurred within the limits of the applicable approved hotel operating budget. Our managers are not obligated to advance any of their own funds for operating expenses of a hotel or to incur any liability in connection with operating a hotel.

For their services, the managers receive a base management fee, and if a hotel meets and exceeds certain thresholds, an additional incentive management fee. The base management fee for a hotel is due monthly and is generally equal to 3% of the gross revenues associated with that hotel for the related month.

**CAPITAL IMPROVEMENTS, RENOVATION AND REFURBISHMENT**

We have established capital reserves for our hotels to maintain the hotels in a condition that complies with their respective franchise licenses among other requirements. In addition, we may upgrade the hotels in order to capitalize on opportunities to increase revenue, and, as deemed necessary by our management, to seek to meet competitive conditions and preserve asset quality. We will also renovate hotels when we believe the investment in renovations will provide an attractive return to us through increased revenues and profitability and is in the best interests of our shareholders. We maintain a capital expenditures policy by which replacements and renovations are monitored to determine whether they qualify as capital improvements. All items that are deemed to be repairs and maintenance costs are expensed and recorded in Hotel Operating Expenses.

**OPERATING PRACTICES**

Our managers utilize centralized accounting and data processing systems, which facilitate financial statement and budget preparation, payroll management, quality control and other support functions for the on-site hotel management team. Our managers also provide centralized control over purchasing and project management (which can create economies of scale in purchasing) while emphasizing local discretion within specific guidelines.

**DISTRIBUTIONS**

We have made thirty six consecutive quarterly distributions to the holders of our common shares since our initial public offering in January 1999 and intend to continue to make regular quarterly distributions to our shareholders.

| Quarter to which<br>Distribution Relates<br>2007 | Class A<br>Common and<br>Limited<br>Partnership<br>Unit<br>Per Share<br>Distribution<br>Amount | Record<br>Date | Payment<br>Date | Series A<br>Preferred<br>Per Share<br>Distribution<br>Amount | Record<br>Date | Payment<br>Date |
|--|--|----------------|-----------------|--|----------------|-----------------|
| First Quarter                                    | \$ 0.18  | 3/30/2007      | 4/17/2007       | \$ 0.50  | 4/1/2007       | 4/16/2007       |
| Second Quarter                                   | \$ 0.18  | 6/29/2007      | 7/17/2007       | \$ 0.50  | 7/1/2007       | 7/16/2007       |
| Third Quarter                                    | \$ 0.18  | 9/28/2007      | 10/16/2007      | \$ 0.50  | 10/1/2007      | 10/15/2007      |
| Fourth Quarter                                   | \$ 0.18  | 1/5/2008       | 1/16/2008       | \$ 0.50  | 1/1/2008       | 1/15/2008       |

| 2006           |    |      |            |            |    |      |                       |
|----------------|----|------|------------|------------|----|------|-----------------------|
| First Quarter  | \$ | 0.18 | 03/31/2006 | 04/21/2006 | \$ | 0.50 | 04/01/2006 04/17/2006 |
| Second Quarter | \$ | 0.18 | 06/30/2006 | 07/17/2006 | \$ | 0.50 | 07/01/2006 07/17/2006 |
| Third Quarter  | \$ | 0.18 | 09/29/2006 | 10/17/2006 | \$ | 0.50 | 10/01/2006 10/16/2006 |
| Fourth Quarter | \$ | 0.18 | 12/29/2006 | 1/16/2007  | \$ | 0.50 | 01/01/2007 1/16/2007  |

Our Board of Trustees will determine the amount of our future distributions and its decision will depend on a number of factors, including the amount of funds from operations, our partnership's financial condition, debt service requirements, capital expenditure requirements for our hotels, the annual distribution requirements under the REIT provisions of the Code and such other factors as the trustees deem relevant. Our ability to make distributions will depend on the profitability and cash flow available from our hotels. There can be no assurance we will continue to pay distributions at the rates above or any other rate.



Index

## SEASONALITY

Our hotels' operations historically have been seasonal in nature, reflecting higher occupancy rates during the second and third quarters. This seasonality can be expected to cause fluctuations in our quarterly operating revenues and profitability. Hotel revenue is generally greater in the second and third quarters than in the first and fourth quarters. To the extent that cash flow from operating activities is insufficient to provide all of the estimated quarterly distributions, we anticipate that we will be able to fund any such deficit from future working capital. We expect to use excess cash flow from the second and third quarters to fund distribution shortfalls in the first and fourth quarters. There are no assurances we will be able to continue to make quarterly distributions at the current rate.

## COMPETITION

The upscale and mid-scale, limited service segment of the hotel business is highly competitive. Among many other factors, our hotels compete on the basis of location, room rates, quality, service levels, reputation, and reservation systems. There are many competitors in our market segments and new hotels are always being constructed. Additions to supply create new competitors, in some cases without corresponding increases in demand for hotel rooms.

We also compete for hotel acquisitions with entities that have investment objectives similar to ours. This competition could limit the number of suitable investment opportunities offered to us. It may also increase the bargaining power of property owners seeking to sell to us, making it more difficult for us to acquire new properties on attractive terms.

## EMPLOYEES

As of December 31, 2007, we had 20 employees who were principally engaged in managing the affairs of the company unrelated to property management. Our relations with our employees are satisfactory.

## FRANCHISE AGREEMENTS

We believe that the public's perception of quality associated with a franchisor is an important feature in the operation of a hotel. Franchisors provide a variety of benefits for franchisees, which include national advertising, publicity and other marketing programs designed to increase brand awareness, training of personnel, continuous review of quality standards and centralized reservation systems. Our hotels operate under franchise licenses from national hotel franchisors, including:

| Franchisor                   | Franchise  |
|------------------------------|--|
| Marriott International       | Marriott, Residence Inn, Springhill Suites, Courtyard by Marriott, Fairfield Inn |
| Hilton Hotels Corporation    | Hilton, Hilton Garden Inn, Hampton Inn, Homewood Suites                          |
| Intercontinental Hotel Group | Holiday Inn, Holiday Inn Express, Holiday Inn Express & Suites                   |
| Global Hyatt Corporation     | Hyatt Summerfield Suites, Hawthorn Suites  |
| Starwood Hotels              | Four Points by Sheraton  |
| Choice Hotels International  | Comfort Inn, Comfort Suites, Sleep Inn, Mainstay Suites                          |

We anticipate that most of the hotels in which we invest will be operated pursuant to franchise licenses.

The franchise licenses generally specify certain management, operational, record-keeping, accounting, reporting and marketing standards and procedures with which the franchisee must comply. The franchise licenses obligate our lessees to comply with the franchisors' standards and requirements with respect to training of operational personnel, safety, maintaining specified insurance, the types of services and products ancillary to guest room services that may be provided by our lessees, display of signage, and the type, quality and age of furniture, fixtures and equipment included in guest rooms, lobbies and other common areas.

#### TAX STATUS

We have elected to be taxed as a REIT under Sections 856 through 860 of the Internal Revenue Code, commencing with our taxable year ended December 31, 1999. As long as we qualify for taxation as a REIT, we generally will not be subject to Federal income tax on the portion of our income that is distributed to shareholders. If we fail to qualify as a REIT in any taxable year and do not qualify for certain statutory relief provisions, we will be subject to Federal income tax (including any applicable alternative minimum tax) on our taxable income at regular corporate tax rates. Even if we qualify for taxation as a REIT, we may be subject to certain state and local taxes on our income and property and to Federal income and excise taxes on our undistributed income.

Index

We may own up to 100% of one or more taxable REIT subsidiaries (“TRS”). A TRS is a taxable corporation that may lease hotels under certain circumstances, provide services to us, and perform activities such as third party management, development, and other independent business activities. Overall, no more than 20% of the value of our assets may consist of securities of one or more TRS. In addition, no more than 25% of our revenue for any year, excluding all TRS revenues, but including any dividends received from TRSs, may consist of dividends from one or more TRSs.

A TRS is permitted to lease hotels from us as long as the hotels are operated on behalf of the TRS by a third party manager who satisfies the following requirements:

1. such manager is, or is related to a person who is, actively engaged in the trade or business of operating “qualified lodging facilities” for any person unrelated to us and the TRS;
2. such manager does not own, directly or indirectly, more than 35% of our shares;
3. no more than 35% of such manager is owned, directly or indirectly, by one or more persons owning 35% or more of our shares; and
4. we do not directly or indirectly derive any income from such manager.

The deductibility of interest paid or accrued by a TRS to us is limited to assure that the TRS is subject to an appropriate level of corporate taxation. A 100% excise tax is imposed on transactions between a TRS and us or our tenants that are not on an arm’s-length basis.

FINANCIAL INFORMATION ABOUT SEGMENTS

We are in the business of acquiring equity interests in hotels, and we manage our business in one reportable segment. See Item 8 of this Annual Report on Form 10-K for segment financial information.

Index

Item 1A. Risk Factors

You should carefully consider the following risks, together with the other information included in this Annual Report on Form 10-K. If any of the following risks actually occur, our business, financial condition or results of operations may suffer. As a result, the trading price of our securities could decline, and you may lose all or part of any investment you have in our securities.

**RISKS RELATED TO THE HOTEL INDUSTRY**

The value of our hotels depends on conditions beyond our control.

Our hotels are subject to varying degrees of risk generally incident to the ownership of hotels. The underlying value of our hotels, our income and ability to make distributions to our shareholders are dependent upon the operation of the hotels in a manner sufficient to maintain or increase revenues in excess of operating expenses. Hotel revenues may be adversely affected by adverse changes in national economic conditions, adverse changes in local market conditions due to changes in general or local economic conditions and neighborhood characteristics, competition from other hotels, changes in interest rates and in the availability, cost and terms of mortgage funds, the impact of present or future environmental legislation and compliance with environmental laws, the ongoing need for capital improvements, particularly in older structures, changes in real estate tax rates and other operating expenses, adverse changes in governmental rules and fiscal policies, civil unrest, acts of terrorism, acts of God, including earthquakes, hurricanes and other natural disasters, acts of war, adverse changes in zoning laws, and other factors that are beyond our control. In particular, general and local economic conditions may be adversely affected by the previous terrorist incidents in New York and Washington, D.C. Our management is unable to determine the long-term impact, if any, of these incidents or of any acts of war or terrorism in the United States or worldwide, on the U.S. economy, on us or our hotels or on the market price of our common shares.

Our hotels are subject to general hotel industry operating risks, which may impact our ability to make distributions to shareholders.

Our hotels are subject to all operating risks common to the hotel industry. The hotel industry has experienced volatility in the past, as have our hotels, and there can be no assurance that such volatility will not occur in the future. These risks include, among other things, competition from other hotels; over-building in the hotel industry that could adversely affect hotel revenues; increases in operating costs due to inflation and other factors, which may not be offset by increased room rates; reduction in business and commercial travel and tourism; strikes and other labor disturbances of hotel employees; increases in energy costs and other expenses of travel; adverse effects of general and local economic conditions; and adverse political conditions. These factors could reduce revenues of the hotels and adversely affect our ability to make distributions to our shareholders.

Our investments are concentrated in a single segment of the hotel industry.

Our current business strategy is to own and acquire hotels primarily in the high quality, upscale and mid-scale limited service and extended-stay segment of the hotel industry. We are subject to risks inherent in concentrating investments in a single industry and in a specific market segment within that industry. The adverse effect on amounts available for distribution to shareholders resulting from a downturn in the hotel industry in general or the mid-scale segment in particular could be more pronounced than if we had diversified our investments outside of the hotel industry or in additional hotel market segments.

Operating costs and capital expenditures for hotel renovation may be greater than anticipated and may adversely impact distributions to shareholders.

Hotels generally have an ongoing need for renovations and other capital improvements, particularly in older structures, including periodic replacement of furniture, fixtures and equipment. Under the terms of our management agreements with HHMLP, we are obligated to pay the cost of expenditures for items that are classified as capital items under GAAP that are necessary for the continued operation of our hotels. If these expenses exceed our estimate, the additional cost could have an adverse effect on amounts available for distribution to shareholders. In addition, we may acquire hotels in the future that require significant renovation. Renovation of hotels involves certain risks, including the possibility of environmental problems, construction cost overruns and delays, uncertainties as to market demand or deterioration in market demand after commencement of renovation and the emergence of unanticipated competition from hotels.

Competition for guests is highly competitive.

The hotel industry is highly competitive. Our hotels compete with other existing and new hotels in their geographic markets. Many of our competitors have substantially greater marketing and financial resources than we do. If their marketing strategies are effective, we may be unable to make distributions to our shareholders.

## Index

Risks of operating hotels under franchise licenses, which may be terminated or not renewed, may impact our ability to make distributions to shareholders.

The continuation of the franchise licenses is subject to specified operating standards and other terms and conditions. All of the franchisors of our hotels periodically inspect our hotels to confirm adherence to their operating standards. The failure of our partnership or HHMLP to maintain such standards or to adhere to such other terms and conditions could result in the loss or cancellation of the applicable franchise license. It is possible that a franchisor could condition the continuation of a franchise license on the completion of capital improvements that the trustees determine are too expensive or otherwise not economically feasible in light of general economic conditions, the operating results or prospects of the affected hotel. In that event, the trustees may elect to allow the franchise license to lapse or be terminated.

There can be no assurance that a franchisor will renew a franchise license at each option period. If a franchisor terminates a franchise license, we, our partnership, and HHMLP may be unable to obtain a suitable replacement franchise, or to successfully operate the hotel independent of a franchise license. The loss of a franchise license could have a material adverse effect upon the operations or the underlying value of the related hotel because of the loss of associated name recognition, marketing support and centralized reservation systems provided by the franchisor. Our loss of a franchise license for one or more of the hotels could have a material adverse effect on our partnership's revenues and our amounts available for distribution to shareholders.

The hotel industry is seasonal in nature.

The hotel industry is seasonal in nature. Generally, hotel revenues are greater in the second and third quarters than in the first and fourth quarters. Our hotels' operations historically reflect this trend. We believe that we will be able to make distributions necessary to maintain REIT status through cash flow from operations; but if we are unable to do so, we may not be able to make the necessary distributions or we may have to generate cash by a sale of assets, increasing indebtedness or sales of securities to make the distributions. Risks of operating hotels under franchise licenses, which may be terminated or not renewed, may impact our ability to make distributions to shareholders.

## RISKS RELATING TO OUR BUSINESS AND OPERATIONS

We face risks associated with the use of debt, including refinancing risk.

At December 31, 2007, we had long-term debt, excluding capital leases, outstanding of \$619.3 million. We may borrow additional amounts from the same or other lenders in the future. Some of these additional borrowings may be secured by our hotels. Our strategy is to maintain target debt levels of approximately 60% of the total purchase price of our hotels both on an individual and aggregate basis, and our Board of Trustees' policy is to limit indebtedness to no more than 67% of the fair market value of the hotels in which we have invested. However, our declaration of trust (as amended and restated, our "Declaration of Trust") does not limit the amount of indebtedness we may incur. We cannot assure you that we will be able to meet our debt service obligations and, to the extent that we cannot, we risk the loss of some or all of our hotels to foreclosure. There is also a risk that we may not be able to refinance existing debt or that the terms of any refinancing will not be as favorable as the terms of the existing debt. If principal payments due at maturity cannot be refinanced, extended or repaid with proceeds from other sources, such as new equity capital or sales of properties, our cash flow may not be sufficient to repay all maturing debt in years when significant "balloon" payments come due.

If we cannot access the capital markets, we may not be able to grow the Company at our historical growth rates.

We may not be able to access the capital markets to obtain capital to fund future acquisitions and investments. The market for real estate related debt and equity capital could endure a prolonged period of volatility which may limit our ability to access new capital for acquisitions, investments and joint ventures. If we lack the capital to make future acquisitions or investments, we may not be able to continue to grow at historical rates.

We face high levels of competition for the acquisition of hotel properties and other assets, which may impede our ability to make future acquisitions or may increase the cost of these acquisitions.

We face competition for investment opportunities in high quality, upscale and mid-scale limited service and extended-stay hotels from entities organized for purposes substantially similar to our objectives, as well as other purchasers of hotels. We compete for such investment opportunities with entities that have substantially greater financial resources than we do, including access to capital or better relationships with franchisors, sellers or lenders. Our competitors may generally be able to accept more risk than we can manage prudently and may be able to borrow the funds needed to acquire hotels. Competition may generally reduce the number of suitable investment opportunities offered to us and increase the bargaining power of property owners seeking to sell.

Index

We do not operate our hotels and, as a result, we do not have complete control over implementation of our strategic decisions.

In order for us to satisfy certain REIT qualification rules, we cannot directly operate any of our hotels. Instead, we must engage an independent management company to operate our hotels. As of December 31, 2007, our TRSs and our joint venture partnerships have engaged independent management companies as the property managers for all of our wholly owned hotels leased to our TRSs and the respective hotels for the joint ventures, as required by the REIT qualification rules. The management companies operating the hotels make and implement strategic business decisions with respect to these hotels, such as decisions with respect to the repositioning of a franchise or food and beverage operations and other similar decisions. Decisions made by the management companies operating the hotels may not be in the best interests of a particular hotel or of our company. Accordingly, we cannot assure you that the management companies will operate our hotels in a manner that is in our best interests.

Our acquisitions may not achieve expected performance, which may harm our financial condition and operating results.

We anticipate that acquisitions will largely be financed with the net proceeds of securities offerings and through externally generated funds such as borrowings under credit facilities and other secured and unsecured debt financing. Acquisitions entail risks that investments will fail to perform in accordance with expectations and that estimates of the cost of improvements necessary to acquire and market properties will prove inaccurate, as well as general investment risks associated with any new real estate investment. Because we must distribute annually at least 90% of our taxable income to maintain our qualification as a REIT, our ability to rely upon income or cash flow from operations to finance our growth and acquisition activities will be limited. Accordingly, were we unable to obtain funds from borrowings or the capital markets to finance our growth and acquisition activities, our ability to grow could be curtailed, amounts available for distribution to shareholders could be adversely affected and we could be required to reduce distributions.

We depend on key personnel.

We depend on the services of our existing senior management team, including Jay H. Shah, Neil H. Shah, Ashish R. Parikh and Michael R. Gillespie, to carry out our business and investment strategies. As we expand, we will continue to need to attract and retain qualified additional senior management. We have employment contracts with certain of our senior management; however, the employment agreements may be terminated under certain circumstances. The termination of an employment agreement and the loss of the services of any of our key management personnel, or our inability to recruit and retain qualified personnel in the future, could have an adverse effect on our business and financial results.

Acquisition of hotels with limited operating history may not achieve desired results.

Many of our recent acquisitions are newly-developed hotels. Newly-developed or newly-renovated hotels do not have the operating history that would allow our management to make pricing decisions in acquiring these hotels based on historical performance. The purchase prices of these hotels are based upon management's expectations as to the operating results of such hotels, subjecting us to risks that such hotels may not achieve anticipated operating results or may not achieve these results within anticipated time frames. As a result, we may not be able to generate enough cash flow from these hotels to make debt payments or pay operating expenses. In addition, room revenues may be less than that required to provide us with our anticipated return on investment. In either case, the amounts available for distribution to our shareholders could be reduced.



We may be unable to integrate acquired hotels into our operations or otherwise manage our planned growth, which may adversely affect our operating results.

We have recently acquired a substantial number of hotels. We cannot assure you that we or HHMLP will be able to adapt our management, administrative, accounting and operational systems and arrangements, or hire and retain sufficient operational staff to successfully integrate these investments into our portfolio and manage any future acquisitions of additional assets without operational disruptions or unanticipated costs. Acquisition of hotels generates additional operating expenses that we will be required to pay. As we acquire additional hotels, we will be subject to the operational risks associated with owning new lodging properties. Our failure to integrate successfully any future acquisitions into our portfolio could have a material adverse effect on our results of operations and financial condition and our ability to pay dividends to shareholders or make other payments in respect of securities issued by us.

Most of our hotels are located in the Eastern United States and many are located in the area from Pennsylvania to Connecticut, which may increase the effect of any regional or local economic conditions.

Most of our hotels are located in the Eastern United States. Thirty-two of our wholly owned hotels and twelve of our joint venture hotels are located in the states of Pennsylvania, New Jersey, New York and Connecticut. As a result, regional or localized adverse events or conditions, such as an economic recession around these hotels, could have a significant adverse effect on our operations, and ultimately on the amounts available for distribution to shareholders.

## Index

Downward adjustments, or “mark-to-market losses,” would reduce our shareholders’ equity.

Hedging involves risk and typically involves costs, including transaction costs, which may reduce returns on our investments. These costs increase as the period covered by the hedging increases and during periods of rising and volatile interest rates. These costs will also limit the amount of cash available for distribution to shareholders. The REIT qualification rules may also limit our ability to enter into hedging transactions. We generally intend to hedge as much of our interest rate risk as our management determines is in our best interests given the cost of such hedging transactions and the requirements applicable to REITs. If we are unable to hedge effectively because of the cost of such hedging transactions or the limitations imposed by the REIT rules, we will face greater interest risk exposure than may be commercially prudent.

We own a limited number of hotels and significant adverse changes at one hotel may impact our ability to make distributions to shareholders.

As of December 31, 2007, our portfolio consisted of 53 wholly-owned limited and full service properties and joint venture investments in 18 hotels with a total of 9,129 rooms. Significant adverse changes in the operations of any one hotel could have a material adverse effect on our financial performance and, accordingly, on our ability to make expected distributions to our shareholders.

We focus on acquiring hotels operating under a limited number of franchise brands, which creates greater risk as the investments are more concentrated.

We place particular emphasis in our acquisition strategy on hotels similar to our current hotels. We invest in hotels operating under a few select franchises and therefore will be subject to risks inherent in concentrating investments in a particular franchise brand, which could have an adverse effect on amounts available for distribution to shareholders. These risks include, among others, the risk of a reduction in hotel revenues following any adverse publicity related to a specific franchise brand.

We may engage in hedging transactions, which can limit our gains and increase exposure to losses.

We may enter into hedging transactions to protect us from the effects of interest rate fluctuations on floating rate debt and also to protect our portfolio of mortgage assets from interest rate and prepayment rate fluctuations. Our hedging transactions may include entering into interest rate swaps, caps, and floors, options to purchase such items, and futures and forward contracts. Hedging activities may not have the desired beneficial impact on our results of operations or financial condition. No hedging activity can completely insulate us from the risks associated with changes in interest rates and prepayment rates. Moreover, interest rate hedging could fail to protect us or could adversely affect us because, among other things:

- Available interest rate hedging may not correspond directly with the interest rate risk for which protection is sought.
  - The duration of the hedge may not match the duration of the related liability.
  - The party at risk in the hedging transaction may default on its obligation to pay.
- The credit quality of the party owing money on the hedge may be downgraded to such an extent that it impairs our ability to sell or assign our side of the hedging transaction.
- The value of derivatives used for hedging may be adjusted from time to time in accordance with accounting rules to reflect changes in fair value.

## RISKS RELATING TO CONFLICTS OF INTEREST

Due to conflicts of interest, many of our existing agreements may not have been negotiated on an arm's-length basis and may not be in our best interest.

Some of our officers and trustees have ownership interests in HHMLP and in entities with which we have entered into transactions, including hotel acquisitions and dispositions and certain financings. Consequently, the terms of our agreements with those entities, including hotel contribution or purchase agreements, the Option Agreement between the operating partnership and some of the trustees and officers and our property management agreements with HHMLP may not have been negotiated on an arm's-length basis and may not be in the best interest of all our shareholders.

Conflicts of interest with other entities may result in decisions that do not reflect our best interests.

The following officers and trustees own collectively approximately 70% of HHMLP: Hasu P. Shah, Jay H. Shah, Neil H. Shah, David L. Desfor and Kiran P. Patel. Conflicts of interest may arise in respect to the ongoing acquisition, disposition and operation of our hotels including, but not limited to, the enforcement of the contribution and purchase agreements, the Option Agreement and our property management agreements with HHMLP. Consequently, the interests of shareholders may not be fully represented in all decisions made or actions taken by our officers and trustees.

## Index

Conflicts of interest relating to sales or refinancing of hotels acquired from some of our trustees and officers may lead to decisions that are not in our best interest.

Some of our trustees and officers have unrealized gains associated with their interests in the hotels we have acquired from them and, as a result, any sale of these hotels or refinancing or prepayment of principal on the indebtedness assumed by us in purchasing these hotels may cause adverse tax consequences to such of our trustees and officers. Therefore, our interests and the interests of these individuals may be different in connection with the disposition or refinancing of these hotels.

Agreements to provide financing of hotel development projects owned by some of our trustees and officers may not have been negotiated on an arm's-length basis and may not be in our best interest.

Some of our officers and trustees have ownership interests in projects to develop hotel properties with which we have entered into agreements to provide financing. Consequently, the terms of our agreements with those entities, including interest rates and other key terms, may not have been negotiated on an arm's-length basis and may not be in the best interest of all our shareholders.

Competing hotels owned or acquired by some of our trustees and officers may hinder these individuals from spending adequate time on our business.

Some of our trustees and officers own hotels and may develop or acquire new hotels, subject to certain limitations. Such ownership, development or acquisition activities may materially affect the amount of time these officers and trustees devote to our affairs. Some of our trustees and officers operate hotels that are not owned by us, which may materially affect the amount of time that they devote to managing our hotels. Pursuant to the Option Agreement, as amended, we have an option to acquire any hotels developed by our officers and trustees.

Need for certain consents from the limited partners may not result in decisions advantageous to shareholders.

Under our operating partnership's amended and restated partnership agreement, the holders of at least two-thirds of the interests in the partnership must approve a sale of all or substantially all of the assets of the partnership or a merger or consolidation of the partnership. Some of our officers and trustees will own an approximately 6.8% interest in the operating partnership on a fully-diluted basis. Their large ownership percentage may make it less likely that a merger or sale of our company that would be in the best interests of our shareholders will be approved.

## RISKS RELATING TO OUR CORPORATE STRUCTURE

There are no assurances of our ability to make distributions in the future.

We intend to pay quarterly dividends and to make distributions to our shareholders in amounts such that all or substantially all of our taxable income in each year, subject to certain adjustments, is distributed. However, our ability to pay dividends may be adversely affected by the risk factors described in this annual report. All distributions will be made at the discretion of our Board of Trustees and will depend upon our earnings, our financial condition, maintenance of our REIT status and such other factors as our board may deem relevant from time to time. There are no assurances of our ability to pay dividends in the future. In addition, some of our distributions may include a return of capital.

An increase in market interest rates may have an adverse effect on the market price of our securities.

One of the factors that investors may consider in deciding whether to buy or sell our securities is our dividend rate as a percentage of our share or unit price, relative to market interest rates. If market interest rates increase, prospective investors may desire a higher dividend or interest rate on our securities or seek securities paying higher dividends or interest. The market price of our common shares likely will be based primarily on the earnings and return that we derive from our investments and income with respect to our properties and our related distributions to shareholders, and not from the market value or underlying appraised value of the properties or investments themselves. As a result, interest rate fluctuations and capital market conditions can affect the market price of our common shares. For instance, if interest rates rise without an increase in our dividend rate, the market price of our common shares could decrease because potential investors may require a higher dividend yield on our common shares as market rates on interest-bearing securities, such as bonds, rise. In addition, rising interest rates would result in increased interest expense on our variable rate debt, thereby adversely affecting cash flow and our ability to service our indebtedness and pay dividends.

Index

Holders of our outstanding Series A preferred shares have dividend, liquidation and other rights that are senior to the rights of the holders of our common shares.

Our Board of Trustees has the authority to designate and issue preferred shares with liquidation, dividend and other rights that are senior to those of our common shares. As of December 31, 2007, 2,400,000 shares of our Series A preferred shares were issued and outstanding. The aggregate liquidation preference with respect to the outstanding preferred shares is approximately \$60.0 million, and annual dividends on our outstanding preferred shares are approximately \$4.8 million. Holders of our Series A preferred shares are entitled to cumulative dividends before any dividends may be declared or set aside on our common shares. Upon our voluntary or involuntary liquidation, dissolution or winding up, before any payment is made to holders of our common shares, holders of our Series A preferred shares are entitled to receive a liquidation preference of \$25.00 per share plus any accrued and unpaid distributions. This will reduce the remaining amount of our assets, if any, available to distribute to holders of our common shares. In addition, holders of our Series A preferred shares have the right to elect two additional trustees to our Board of Trustees whenever dividends are in arrears in an aggregate amount equivalent to six or more quarterly dividends, whether or not consecutive.

Future offerings of equity securities, which would dilute our existing shareholders and may be senior to our common shares for the purposes of dividend distributions, may adversely affect the market price of our common shares.

In the future, we may attempt to increase our capital resources by making additional offerings of equity securities, including classes of preferred or common shares. Upon liquidation, holders of our preferred shares and lenders with respect to other borrowings will receive a distribution of our available assets prior to the holders of our common shares. Additional equity offerings may dilute the holdings of our existing shareholders or reduce the market price of our common shares, or both. Our preferred shares, if issued, could have a preference on liquidating distributions or a preference on dividend payments that could limit our ability to make a dividend distribution to the holders of our common shares. Because our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings. Thus, our shareholders bear the risk of our future offerings reducing the market price of our common shares and diluting their share holdings in us.

Our Board of Trustees may issue additional shares that may cause dilution or prevent a transaction that is in the best interests of our shareholders.

Our Declaration of Trust authorizes the Board of Trustees, without shareholder approval, to:

- amend the Declaration of Trust to increase or decrease the aggregate number of shares of beneficial interest or the number of shares of beneficial interest of any class or series that we have the authority to issue;
  - cause us to issue additional authorized but unissued common shares or preferred shares; and
- classify or reclassify any unissued common or preferred shares and to set the preferences, rights and other terms of such classified or reclassified shares, including the issuance of additional common shares or preferred shares that have preference rights over the common shares with respect to dividends, liquidation, voting and other matters.

Any one of these events could cause dilution to our common shareholders, delay, deter or prevent a transaction or a change in control that might involve a premium price for the common shares or otherwise not be in the best interest of holders of common shares.

Our ownership limitation may restrict business combination opportunities.

To qualify as a REIT under the Code, no more than 50% of the value of our outstanding shares of beneficial interest may be owned, directly or indirectly, by five or fewer individuals (as defined in the Internal Revenue Code to include certain entities) during the last half of each taxable year. To preserve our REIT qualification, our Declaration of Trust generally prohibits direct or indirect ownership of more than 9.9% of (i) the number of outstanding common shares of any class or series of common shares or (ii) the number of outstanding preferred shares of any class or series of preferred shares. Generally, shares owned by affiliated owners will be aggregated for purposes of the ownership limitation. The ownership limitation could have the effect of delaying, deterring or preventing a change in control or other transaction in which holders of shares might receive a premium for their shares over the then prevailing market price or which such holders might believe to be otherwise in their best interests.

The Declaration of Trust contains a provision that creates staggered terms for our Board of Trustees.

Our Board of Trustees is divided into two classes. The terms of the first and second classes expire in 2008 and 2009, respectively. Trustees of each class are elected for two-year terms upon the expiration of their current terms and each year one class of trustees will be elected by the shareholders. The staggered terms of trustees may delay, deter or prevent a tender offer, a change in control of us or other transaction, even though such a transaction might be in the best interest of the shareholders.

Index

Maryland Business Combination Law may discourage a third party from acquiring us.

Under the Maryland General Corporation Law, as amended (MGCL), as applicable to REITs, certain “business combinations” (including certain issuances of equity securities) between a Maryland REIT and any person who beneficially owns ten percent or more of the voting power of the trust’s shares, or an affiliate thereof, are prohibited for five years after the most recent date on which this shareholder acquired at least ten percent of the voting power of the trust’s shares. Thereafter, any such business combination must be approved by two super-majority shareholder votes unless, among other conditions, the trust’s common shareholders receive a minimum price (as defined in the MGCL) for their shares and the consideration is received in cash or in the same form as previously paid by the interested shareholder for its common shares. These provisions could delay, deter or prevent a change of control or other transaction in which holders of our equity securities might receive a premium for their shares above then-current market prices or which such shareholders otherwise might believe to be in their best interests.

Our Board of Trustees may change our investment and operational policies without a vote of the common shareholders.

Our major policies, including our policies with respect to acquisitions, financing, growth, operations, debt limitation and distributions, are determined by our Board of Trustees. The Trustees may amend or revise these and other policies from time to time without a vote of the holders of the common shares.

Our Board of Trustees and management make decisions on our behalf, and shareholders have limited management rights.

Our shareholders have no right or power to take part in our management except through the exercise of voting rights on certain specified matters. The board of trustees is responsible for our management and strategic business direction, and our management is responsible for our day-to-day operations. Certain policies of our board of trustees may not be consistent with the immediate best interests of our securityholders.

#### RISKS RELATED TO OUR TAX STATUS

If we fail to qualify as a REIT, our dividends will not be deductible to us, and our income will be subject to taxation.

We have operated and intend to continue to operate so as to qualify as a REIT for federal income tax purposes. Our continued qualification as a REIT will depend on our continuing ability to meet various requirements concerning, among other things, the ownership of our outstanding shares of beneficial interest, the nature of our assets, the sources of our income, and the amount of our distributions to our shareholders. If we were to fail to qualify as a REIT in any taxable year and do not qualify for certain statutory relief provisions, we would not be allowed a deduction for distributions to our shareholders in computing our taxable income and would be subject to federal income tax (including any applicable alternative minimum tax) on our taxable income at regular corporate rates. Unless entitled to relief under certain Internal Revenue Code provisions, we also would be disqualified from treatment as a REIT for the four taxable years following the year during which qualification was lost. As a result, amounts available for distribution to shareholders would be reduced for each of the years involved. Although we currently intend to operate in a manner designed to qualify as a REIT, it is possible that future economic, market, legal, tax or other considerations may cause the trustees, with the consent of holders of two-thirds of the outstanding shares, to revoke the REIT election.

Failure to make required distributions would subject us to tax.



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In order to qualify as a REIT, each year we must distribute to our shareholders at least 90% of our REIT taxable income, other than any net capital gain. To the extent that we satisfy the distribution requirement, but distribute less than 100% of our taxable income, we will be subject to federal corporate income tax on our undistributed income. In addition, we will incur a 4% nondeductible excise tax on the amount, if any, by which our distributions in any year are less than the sum of:

- 85% of our net ordinary income for that year;
- 95% of our net capital gain net income for that year; and
- 100% of our undistributed taxable income from prior years.

We have paid out, and intend to continue to pay out, our income to our shareholders in a manner intended to satisfy the distribution requirement and to avoid corporate income tax and the 4% nondeductible excise tax. Differences in timing between the recognition of income and the related cash receipts or the effect of required debt amortization payments could require us to borrow money or sell assets to pay out enough of our taxable income to satisfy the distribution requirement and to avoid corporate income tax and the 4% nondeductible excise tax in a particular year. In the past we have borrowed, and in the future we may borrow, to pay distributions to our shareholders and the limited partners of our operating partnership. Such borrowings subject us to risks from borrowing as described herein.

## Index

The taxation of corporate dividends may adversely affect the value of our common shares.

Legislation enacted in 2003 and 2006, among other things, generally reduced to 15% the maximum marginal rate of tax payable by domestic noncorporate taxpayers on dividends received from a regular C corporation through 2010. This reduced tax rate, however, does not apply to dividends paid by a REIT to domestic noncorporate taxpayers, except for certain limited amounts. Although the earnings of a REIT that are distributed to its shareholders are still generally subject to less federal income taxation than earnings of a non-REIT C corporation that are distributed to its shareholders net of corporate-level income tax, this legislation could cause domestic noncorporate investors to view the shares of regular C corporations as more attractive relative to the shares of a REIT than was the case prior to the enactment of the legislation, because the dividends from regular C corporations are generally taxed at a lower rate while dividends from REITs are generally taxed at the same rate as the individual's other ordinary income. We cannot predict what effect, if any, the enactment of this legislation may have on the value of the shares of REITs in general or on our shares in particular, either in terms of price or relative to other investments.

The U.S. federal income tax laws governing REITs are complex.

We intend to continue to operate in a manner that will qualify us as a real estate investment trust, or REIT, under the U.S. federal income tax laws. The REIT qualification requirements are extremely complex, however, and interpretations of the U.S. federal income tax laws governing qualification as a REIT are limited. Accordingly, we cannot be certain that we will be successful in operating so we can continue to qualify as a REIT. At any time, new laws, interpretations, or court decisions may change the federal tax laws or the U.S. federal income tax consequences of our qualification as a REIT.

### RISKS RELATED TO REAL ESTATE INVESTMENT GENERALLY

Illiquidity of real estate investments could significantly impede our ability to respond to adverse changes in the performance of our properties and harm our financial condition.

Real estate investments are relatively illiquid. Our ability to vary our portfolio in response to changes in operating, economic and other conditions will be limited. No assurances can be given that the fair market value of any of our hotels will not decrease in the future.

If we suffer losses that are not covered by insurance or that are in excess of our insurance coverage limits, we could lose investment capital and anticipated profits.

We require comprehensive insurance to be maintained on each of the our hotels, including liability and fire and extended coverage in amounts sufficient to permit the replacement of the hotel in the event of a total loss, subject to applicable deductibles. However, there are certain types of losses, generally of a catastrophic nature, such as earthquakes, floods, hurricanes and acts of terrorism, that may be uninsurable or not economically insurable. Inflation, changes in building codes and ordinances, environmental considerations and other factors also might make it impracticable to use insurance proceeds to replace the applicable hotel after such applicable hotel has been damaged or destroyed. Under such circumstances, the insurance proceeds received by us might not be adequate to restore our economic position with respect to the applicable hotel. If any of these or similar events occur, it may reduce the return from the attached property and the value of our investment.

REITs are subject to property taxes.

Each hotel is subject to real and personal property taxes. The real and personal property taxes on hotel properties in which we invest may increase as property tax rates change and as the properties are assessed or reassessed by taxing

authorities. Many state and local governments are facing budget deficits which has led many of them, and may in the future lead others to, increase assessments and/or taxes. If property taxes increase, our ability to make expected distributions to our shareholders could be adversely affected.

Environmental matters could adversely affect our results.

Operating costs may be affected by the obligation to pay for the cost of complying with existing environmental laws, ordinances and regulations, as well as the cost of future legislation. Under various federal, state and local environmental laws, ordinances and regulations, a current or previous owner or operator of real property may be liable for the costs of removal or remediation of hazardous or toxic substances on, under or in such property. Such laws often impose liability whether or not the owner or operator knew of, or was responsible for, the presence of such hazardous or toxic substances. The cost of complying with environmental laws could materially adversely affect amounts available for distribution to shareholders. Phase I environmental assessments have been obtained on all of our hotels. Nevertheless, it is possible that these reports do not reveal all environmental liabilities or that there are material environmental liabilities of which we are unaware.

Index

Costs associated with complying with the Americans with Disabilities Act may adversely affect our financial condition and operating results.

Under the Americans with Disabilities Act of 1993 (ADA), all public accommodations are required to meet certain federal requirements related to access and use by disabled persons. While we believe that our hotels are substantially in compliance with these requirements, a determination that we are not in compliance with the ADA could result in imposition of fines or an award of damages to private litigants. In addition, changes in governmental rules and regulations or enforcement policies affecting the use and operation of the hotels, including changes to building codes and fire and life-safety codes, may occur. If we were required to make substantial modifications at the hotels to comply with the ADA or other changes in governmental rules and regulations, our ability to make expected distributions to our shareholders could be adversely affected.

Item 1B. Unresolved Staff Comments

None.

20

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Index

Item 2. Properties

The following table sets forth certain information with respect to the hotels we wholly owned as of December 31, 2007.

| Name                         | Year Opened | Number of Rooms | Twelve Months Ended December 31, 2007 |                   |           |                    |            |
|------------------------------|-------------|-----------------|---------------------------------------|-------------------|-----------|--------------------|------------|
|                              |             |                 | Room Revenue                          | Other Revenue (1) | Occupancy | Average Daily Rate | RevPAR (2) |
| <b>Comfort Inn</b>           |             |                 |                                       |                   |           |                    |            |
| North Dartmouth, MA          |             |                 |                                       |                   |           |                    |            |
|                              | 1986        | 84              | \$ 1,391,704                          | \$ 10,960         | 53.96%    | \$ 84.13           | \$ 45.39   |
| Harrisburg, PA               |             |                 |                                       |                   |           |                    |            |
|                              | 1998        | 81              | \$ 1,753,576                          | \$ 48,685         | 66.38%    | \$ 90.47           | \$ 60.05   |
| Frederick, MD                |             |                 |                                       |                   |           |                    |            |
|                              | 2004        | 73              | \$ 1,347,638                          | \$ 19,673         | 62.31%    | \$ 81.17           | \$ 50.58   |
| <b>Courtyard</b>             |             |                 |                                       |                   |           |                    |            |
| Alexandria, VA               |             |                 |                                       |                   |           |                    |            |
|                              | 2006        | 203             | \$ 6,130,351                          | \$ 884,115        | 66.79%    | \$ 123.87          | \$ 82.74   |
| Scranton, PA                 |             |                 |                                       |                   |           |                    |            |
|                              | 1996        | 120             | \$ 2,980,369                          | \$ 248,268        | 70.58%    | \$ 96.41           | \$ 68.04   |
| Langhorne, PA                |             |                 |                                       |                   |           |                    |            |
|                              | 2002        | 118             | \$ 3,695,323                          | \$ 392,934        | 69.84%    | \$ 122.84          | \$ 85.80   |
| Brookline/Boston, MA         |             |                 |                                       |                   |           |                    |            |
|                              | 2003        | 188             | \$ 9,855,988                          | \$ 811,959        | 82.22%    | \$ 174.69          | \$ 143.63  |
| Wilmington, DE               |             |                 |                                       |                   |           |                    |            |
|                              | 1999        | 78              | \$ 2,749,980                          | \$ 137,876        | 73.21%    | \$ 131.94          | \$ 96.59   |
| <b>Fairfield Inn</b>         |             |                 |                                       |                   |           |                    |            |
| Bethlehem, PA                |             |                 |                                       |                   |           |                    |            |
|                              | 1997        | 103             | \$ 2,391,133                          | \$ 35,875         | 63.69%    | \$ 99.86           | \$ 63.60   |
| Laurel, MD                   |             |                 |                                       |                   |           |                    |            |
|                              | 1999        | 109             | \$ 2,954,035                          | \$ 37,839         | 69.51%    | \$ 106.82          | \$ 74.25   |
| <b>Hampton Inn</b>           |             |                 |                                       |                   |           |                    |            |
| Brookhaven, NY               |             |                 |                                       |                   |           |                    |            |
|                              | 2002        | 161             | \$ 5,239,471                          | \$ 296,111        | 72.48%    | \$ 123.02          | \$ 89.16   |
| Chelsea/Manhattan, NY        |             |                 |                                       |                   |           |                    |            |
|                              | 2003        | 144             | \$ 10,893,829                         | \$ 31,059         | 88.68%    | \$ 235.66          | \$ 208.98  |
| Hershey, PA                  |             |                 |                                       |                   |           |                    |            |
|                              | 1999        | 110             | \$ 3,901,574                          | \$ 100,257        | 68.37%    | \$ 142.13          | \$ 97.17   |
| Carlisle, PA                 |             |                 |                                       |                   |           |                    |            |
|                              | 1997        | 95              | \$ 2,626,935                          | \$ 15,222         | 72.46%    | \$ 102.40          | \$ 74.20   |
| Danville, PA                 |             |                 |                                       |                   |           |                    |            |
|                              | 1998        | 72              | \$ 2,003,670                          | \$ 13,628         | 75.59%    | \$ 102.29          | \$ 77.32   |
| Selinsgrove, PA (3)          |             |                 |                                       |                   |           |                    |            |
|                              | 1996        | 75              | \$ 2,003,942                          | \$ 23,453         | 64.84%    | \$ 112.89          | \$ 73.20   |
| Herald Square, Manhattan, NY |             |                 |                                       |                   |           |                    |            |
|                              | 2005        | 136             | \$ 10,512,543                         | \$ 21,857         | 88.66%    | \$ 239.51          | \$ 212.36  |
| Philadelphia, PA (4)         |             |                 |                                       |                   |           |                    |            |
|                              | 2001        | 250             | \$ 9,349,384                          | \$ 747,064        | 78.35%    | \$ 130.78          | \$ 102.46  |
| Seaport, NY (5)              |             |                 |                                       |                   |           |                    |            |
|                              | 2006        | 65              | \$ 5,175,599                          | \$ 24,691         | 85.92%    | \$ 277.47          | \$ 238.40  |
| <b>Hawthorne Suites</b>      |             |                 |                                       |                   |           |                    |            |
| Franklin, MA                 |             |                 |                                       |                   |           |                    |            |
|                              | 1999        | 100             | \$ 2,486,733                          | \$ 155,692        | 72.35%    | \$ 94.16           | \$ 68.13   |
| <b>Hilton Garden Inn</b>     |             |                 |                                       |                   |           |                    |            |
| JFK Airport, NY              |             |                 |                                       |                   |           |                    |            |
|                              | 2005        | 188             | \$ 8,738,877                          | \$ 1,006,210      | 90.70%    | \$ 140.41          | \$ 127.35  |
| Edison, NJ                   |             |                 |                                       |                   |           |                    |            |
|                              | 2003        | 132             | \$ 3,751,718                          | \$ 939,242        | 73.64%    | \$ 106.33          | \$ 78.30   |
| Gettysburg, PA               |             |                 |                                       |                   |           |                    |            |
|                              | 2004        | 88              | \$ 2,017,153                          | \$ 268,526        | 65.33%    | \$ 96.13           | \$ 62.80   |
| <b>Holiday Inn</b>           |             |                 |                                       |                   |           |                    |            |
| Norwich, CT (6)              |             |                 |                                       |                   |           |                    |            |
|                              | 2006        | 134             | \$ 1,618,128                          | \$ 70,651         | 56.89%    | \$ 115.36          | \$ 65.63   |
| <b>Holiday Inn Express</b>   |             |                 |                                       |                   |           |                    |            |
| Hauppauge, NY                |             |                 |                                       |                   |           |                    |            |
|                              | 2001        | 133             | \$ 4,701,844                          | \$ 336,362        | 73.10%    | \$ 132.50          | \$ 96.86   |
| Cambridge, MA                |             |                 |                                       |                   |           |                    |            |
|                              | 1997        | 112             | \$ 4,290,745                          | \$ 79,053         | 73.31%    | \$ 143.18          | \$ 104.96  |

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|                             |      |     |              |            |        |           |           |
|-----------------------------|------|-----|--------------|------------|--------|-----------|-----------|
| Hershey, PA                 | 1997 | 85  | \$ 2,156,255 | \$ 22,082  | 65.59% | \$ 115.47 | \$ 75.74  |
| New Columbia, PA            | 1997 | 81  | \$ 1,343,821 | \$ 12,273  | 49.21% | \$ 93.52  | \$ 46.02  |
| Malvern, PA                 | 2004 | 88  | \$ 2,054,481 | \$ 10,540  | 65.03% | \$ 98.35  | \$ 63.96  |
| Oxford Valley, PA           | 2004 | 88  | \$ 2,122,654 | \$ 65,254  | 62.83% | \$ 105.18 | \$ 66.09  |
| Chester, NY (7)             | 2006 | 80  | \$ 2,299,968 | \$ 66,948  | 70.58% | \$ 119.45 | \$ 84.31  |
| <b>Holiday Inn</b>          |      |     |              |            |        |           |           |
| <b>Express &amp; Suites</b> |      |     |              |            |        |           |           |
| Harrisburg, PA              | 1997 | 77  | \$ 2,216,076 | \$ 24,965  | 79.20% | \$ 100.86 | \$ 79.89  |
| King of Prussia, PA         | 2004 | 155 | \$ 4,728,516 | \$ 105,758 | 75.35% | \$ 110.93 | \$ 83.58  |
| <b>Independent</b>          |      |     |              |            |        |           |           |
| Wilmington, DE              | 1999 | 71  | \$ 1,641,999 | \$ 16,203  | 64.96% | \$ 97.53  | \$ 63.36  |
| Fifth Ave, NY (8)           | 2007 | 70  | \$ 3,037,532 | \$ 13,184  | 80.36% | \$ 250.00 | \$ 200.89 |
| <b>Mainstay</b>             |      |     |              |            |        |           |           |
| Valley Forge, PA            | 2000 | 69  | \$ 1,846,037 | \$ 105,498 | 78.21% | \$ 93.72  | \$ 73.30  |
| Frederick, MD               | 2001 | 72  | \$ 1,374,961 | \$ 12,686  | 66.66% | \$ 77.53  | \$ 51.68  |
| <b>Residence Inn</b>        |      |     |              |            |        |           |           |
| <b>North Dartmouth,</b>     |      |     |              |            |        |           |           |
| MA                          | 2002 | 96  | \$ 2,932,018 | \$ 82,860  | 70.60% | \$ 118.52 | \$ 83.68  |
| Tysons Corner, VA           | 1984 | 96  | \$ 4,509,861 | \$ 44,107  | 76.17% | \$ 168.97 | \$ 128.71 |
| Framingham, MA              | 2000 | 125 | \$ 4,481,539 | \$ 152,841 | 76.95% | \$ 127.65 | \$ 98.23  |
| Greenbelt, MD               | 2002 | 120 | \$ 5,231,853 | \$ 96,784  | 74.81% | \$ 159.67 | \$ 119.45 |
| Norwood, MA                 | 2006 | 96  | \$ 3,029,251 | \$ 66,509  | 70.51% | \$ 122.62 | \$ 86.45  |
| Langhorne, PA (7)           | 2007 | 100 | \$ 3,246,331 | \$ 105,688 | 76.03% | \$ 119.60 | \$ 90.93  |
| Carlisle, PA (7)            | 2007 | 78  | \$ 2,036,985 | \$ 53,744  | 70.04% | \$ 104.74 | \$ 73.36  |
| <b>Sleep Inn</b>            |      |     |              |            |        |           |           |
| Valley Forge, PA            | 2000 | 87  | \$ 1,934,392 | \$ 26,956  | 75.88% | \$ 89.55  | \$ 67.94  |

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Index

| Twelve Months Ended December 31, 2007 |             |                 |                       |                     |               |                    |                 |
|---------------------------------------|-------------|-----------------|-----------------------|---------------------|---------------|--------------------|-----------------|
| Name                                  | Year Opened | Number of Rooms | Room Revenue          | Other Revenue (1)   | Occupancy     | Average Daily Rate | RevPAR (2)      |
| <b>Summerfield Suites</b>             |             |                 |                       |                     |               |                    |                 |
| White Plains, NY                      | 2000        | 159             | \$ 9,479,871          | \$ 340,715          | 87.81%        | \$ 186.01          | \$ 163.34       |
| Bridgewater, NJ                       | 1998        | 128             | \$ 5,281,368          | \$ 368,495          | 76.95%        | \$ 146.91          | \$ 113.04       |
| Gaithersburg, MD                      | 1998        | 140             | \$ 4,763,186          | \$ 100,148          | 69.40%        | \$ 134.31          | \$ 93.21        |
| Pleasant Hill, CA                     | 2003        | 142             | \$ 5,794,588          | \$ 296,426          | 81.30%        | \$ 137.56          | \$ 111.83       |
| Pleasanton, CA                        | 1998        | 128             | \$ 4,716,773          | \$ 124,317          | 83.45%        | \$ 121.98          | \$ 101.79       |
| Scottsdale, AZ                        | 1999        | 164             | \$ 6,165,039          | \$ 184,554          | 75.13%        | \$ 137.09          | \$ 102.99       |
| Charlotte, NC                         | 1989        | 144             | \$ 3,029,730          | \$ 66,963           | 69.65%        | \$ 88.28           | \$ 61.49        |
| <b>TOTAL</b>                          |             | <b>5,891</b>    | <b>\$ 206,017,327</b> | <b>\$ 9,323,760</b> |               |                    |                 |
| <b>WEIGHTED AVERAGE</b>               |             |                 |                       |                     | <b>73.77%</b> | <b>\$ 133.03</b>   | <b>\$ 98.13</b> |

- (1) Represents restaurant revenue, telephone revenue and other revenue
- (2) Revenue per Available Room, or RevPAR, is determined by dividing room revenue by available rooms for the applicable period
- (3) A portion of the land adjacent to this hotel, which is not currently used for hotel operations, is leased to an affiliate for \$1 per year for 99 years
- (4) We acquired the remaining 20% of the limited partnership interests in Affordable Hospitality Associates, LP, the owner of the Hampton Inn, Philadelphia, PA on October 1, 2007. This hotel was a consolidated joint venture prior to this; therefore, this table represents the twelve months of operations for this property which are fully included in the statements of operations for the year ended December 31, 2007.
- (5) We assumed operations of this hotel in February 2007
- (6) We assumed operations of this hotel in July 2007
- (7) We assumed operations of this hotel in January 2007
- (8) We assumed operations of this hotel in June 2007

The following table sets forth certain information with respect to the hotels we owned through joint ventures with third parties as of December 31, 2007.

| Twelve Months Ended December 31, 2007 |             |                 |               |                   |           |                    |            |
|---------------------------------------|-------------|-----------------|---------------|-------------------|-----------|--------------------|------------|
| Name                                  | Year Opened | Number of Rooms | Room Revenue  | Other Revenue (1) | Occupancy | Average Daily Rate | RevPAR (2) |
| <b>Courtyard</b>                      |             |                 |               |                   |           |                    |            |
| Norwich, CT                           | 1997        | 144             | \$ 4,034,924  | \$ 395,480        | 71.06%    | \$ 108.03          | \$ 76.77   |
| South Boston, MA                      | 2005        | 164             | \$ 6,647,227  | \$ 467,302        | 75.94%    | \$ 146.23          | \$ 111.05  |
| Warwick, RI                           | 2003        | 92              | \$ 3,040,648  | \$ 259,589        | 77.52%    | \$ 116.80          | \$ 90.55   |
| Ewing/Princeton, NJ                   | 2004        | 130             | \$ 4,786,160  | \$ 552,085        | 73.30%    | \$ 137.61          | \$ 100.87  |
| <b>Four Points - Sheraton</b>         |             |                 |               |                   |           |                    |            |
| Revere/Boston, MA                     | 2001        | 180             | \$ 5,576,146  | \$ 2,558,034      | 84.87%    | \$ 100.01          | \$ 84.87   |
| <b>Hilton</b>                         |             |                 |               |                   |           |                    |            |
| Hartford, CT                          | 2005        | 393             | \$ 11,764,920 | \$ 5,208,310      | 58.11%    | \$ 141.14          | \$ 82.02   |

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|                            |      |              |           |                    |           |                   |               |                           |
|----------------------------|------|--------------|-----------|--------------------|-----------|-------------------|---------------|---------------------------|
| <b>Homewood Suites</b>     |      |              |           |                    |           |                   |               |                           |
| Glastonbury, CT            | 2006 | 136          | \$        | 3,552,370          | \$        | 138,435           | 60.99%        | \$ 117.33 \$ 71.56        |
| <b>Marriott</b>            |      |              |           |                    |           |                   |               |                           |
| Mystic, CT                 | 2001 | 285          | \$        | 12,143,575         | \$        | 12,829,088        | 74.36%        | \$ 156.99 \$ 116.74       |
| Hartford, CT               | 2005 | 409          | \$        | 15,741,688         | \$        | 9,790,740         | 62.41%        | \$ 168.97 \$ 105.45       |
| <b>Residence Inn</b>       |      |              |           |                    |           |                   |               |                           |
| Danbury, CT                | 1999 | 78           | \$        | 2,868,013          | \$        | 89,780            | 82.72%        | \$ 121.79 \$ 100.74       |
| Mystic, CT                 | 1996 | 133          | \$        | 4,368,523          | \$        | 147,974           | 75.62%        | \$ 119.01 \$ 89.99        |
| Southington, CT            | 2002 | 94           | \$        | 3,310,668          | \$        | 294,222           | 87.81%        | \$ 109.89 \$ 96.49        |
| Williamsburg, VA           | 2002 | 108          | \$        | 3,024,376          | \$        | 43,218            | 62.98%        | \$ 121.83 \$ 76.72        |
| <b>Holiday Inn Express</b> |      |              |           |                    |           |                   |               |                           |
| South Boston, MA           | 1998 | 118          | \$        | 4,311,826          | \$        | 88,845            | 79.36%        | \$ 126.14 \$ 100.11       |
| Manhattan, NY (3)          | 2006 | 228          | \$        | 15,101,859         | \$        | 71,096            | 93.13%        | \$ 213.57 \$ 198.91       |
| <b>Hilton Garden Inn</b>   |      |              |           |                    |           |                   |               |                           |
| Glastonbury, CT            | 2003 | 150          | \$        | 4,421,016          | \$        | 1,200,428         | 66.05%        | \$ 122.26 \$ 80.75        |
| <b>Springhill Suites</b>   |      |              |           |                    |           |                   |               |                           |
| Waterford, CT              | 1998 | 80           | \$        | 2,487,212          | \$        | 53,449            | 78.62%        | \$ 108.34 \$ 85.18        |
| Williamsburg, VA           | 2002 | 120          | \$        | 2,775,969          | \$        | 59,360            | 61.55%        | \$ 102.97 \$ 63.38        |
| <b>TOTAL</b>               |      | <b>3,042</b> | <b>\$</b> | <b>109,957,120</b> | <b>\$</b> | <b>34,247,435</b> |               |                           |
| <b>WEIGHTED AVERAGE</b>    |      |              |           |                    |           |                   | <b>71.59%</b> | <b>\$ 139.24 \$ 99.69</b> |

(1) Represents restaurant revenue, telephone revenue and other revenue

(2) Revenue per Available Room, or RevPAR, is determined by dividing room revenue by available rooms for the applicable period

(3) We assumed operations of this hotel in February 2007



Index

Item 3. Legal Proceedings

We are not presently subject to any material litigation nor, to our knowledge, is any other litigation threatened against us, other than routine actions for negligence or other claims and administrative proceedings arising in the ordinary course of business, some of which are expected to be covered by liability insurance and all of which collectively are not expected to have a material adverse effect on our liquidity, results of operations or business or financial condition.

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

No matter was submitted to a vote of our security holders during the fourth quarter of 2007, through the solicitation of proxies or otherwise.

23

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Index

## PART II

## Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

## MARKET INFORMATION

Our common shares began trading on the American Stock Exchange on January 20, 1999 under the symbol "HT." As of March 12, 2008, the last reported closing price per common share on the American Stock Exchange was \$8.87. The following table sets forth the high and low sales price per common share reported on the American Stock Exchange as traded and the dividends paid on the common shares for each of the quarters indicated.

| Year Ended December 31,<br>2007 | High     | Low      | Cash<br>Dividend<br>Per Share |
|---------------------------------|----------|----------|-------------------------------|
| Fourth Quarter                  | \$ 11.11 | \$ 9.22  | \$ 0.18                       |
| Third Quarter                   | \$ 14.20 | \$ 9.75  | \$ 0.18                       |
| Second Quarter                  | \$ 12.38 | \$ 11.19 | \$ 0.18                       |
| First Quarter                   | \$ 12.06 | \$ 9.73  | \$ 0.18                       |

| Year Ended December 31,<br>2006 | High     | Low     | Cash<br>Dividend<br>Per Share |
|---------------------------------|----------|---------|-------------------------------|
| Fourth Quarter                  | \$ 11.99 | \$ 9.47 | \$ 0.18                       |
| Third Quarter                   | \$ 10.17 | \$ 8.83 | \$ 0.18                       |
| Second Quarter                  | \$ 9.80  | \$ 8.76 | \$ 0.18                       |
| First Quarter                   | \$ 10.00 | \$ 8.89 | \$ 0.18                       |

## SHAREHOLDER INFORMATION

At March 12, 2008 we had approximately 120 holders of record and 5,543 beneficial owners of our common shares. Units of limited partnership interest in our operating partnership (which are redeemable for common shares subject to certain limitations) were held by approximately 43 entities and persons.

Our organizational documents limit the number of equity securities of any series that may be owned by any single person or affiliated group to 9.9% of the outstanding shares. We granted limited waivers of these ownership limitations as follows:

- a limited waiver to RREEF America L.L.C., Deutsche Asset Management, Inc., and their related mutual funds and accounts, specifically including Scudder RREEF Real Estate Fund Inc., Scudder RREEF Real Estate Fund II Inc. and Scudder RREEF Securities Trust (collectively, the "Scudder RREEF Group") to own up to 16% of the outstanding common shares, subject to their compliance with certain representations and warranties, including that no single person will own more than 9.9% of the outstanding common shares;
- a limited waiver to K.G. Redding & Associates, and its managed accounts to own up to 15% of the outstanding common shares, subject to their compliance with certain representations and warranties including that no single person will own more than 9.9% of the outstanding common shares;

- a limited waiver to Kensington Investment Group, Inc., together with its related mutual funds and accounts, to own up to 14% of the outstanding common shares, subject to their compliance with certain representations and warranties including that no single person will own more than 9.9% of the outstanding common shares; and
- a limited waiver to Morgan Stanley Investment Management, Inc., together with its affiliates and its managed accounts, to own up to 15% of the outstanding common shares, subject to their compliance with certain representations and warranties including that no single person will own more than 9.9% of the outstanding common shares.

#### DISTRIBUTION INFORMATION

While it is the current policy of our Board to maintain our dividends at least at historical levels, future distributions, if any, will be at the discretion of our Board of Trustees and will depend on our actual cash flow, financial condition, capital requirements, the annual distribution requirements under the REIT provisions of the Internal Revenue Code and such other factors as we may deem relevant. Our ability to make distributions will depend on our receipt of distributions from our operating partnership and lease payments from our lessees with respect to the hotels. We rely on the profitability and cashflows of our hotels to generate sufficient cash flow for distributions.

Index

## SHARE PERFORMANCE GRAPH

The following graph compares the yearly change in our cumulative total shareholder return on our common shares for the period beginning January 1, 2002 and ending December 31, 2007, with the yearly changes in the Standard & Poor's 500 Stock Index (the S&P 500 Index), the Russell 2000 Index, and the SNL Hotel REITs Index ("Hotel REIT Index") for the same period, assuming a base share price of \$100.00 for our common shares, the S&P 500 Index, the Russell 2000 Index and the Hotel REIT Index for comparative purposes. The Hotel REIT Index is comprised of nineteen publicly traded REITs which focus on investments in hotel properties. Total shareholder return equals appreciation in stock price plus dividends paid and assumes that all dividends are reinvested. The performance graph is not indicative of future investment performance. We do not make or endorse any predictions as to future share price performance:

|                          | Period Ending December 31, |           |           |           |           |           |
|--------------------------|----------------------------|-----------|-----------|-----------|-----------|-----------|
|                          | 2002                       | 2003      | 2004      | 2005      | 2006      | 2007      |
| Hersha Hospitality Trust | \$ 100.00                  | \$ 172.48 | \$ 210.86 | \$ 178.75 | \$ 241.83 | \$ 212.51 |
| Russell 2000             | 100.00                     | 147.25    | 174.24    | 182.18    | 215.64    | 212.26    |
| SNL Hotel REITs Index    | 100.00                     | 130.49    | 173.10    | 190.07    | 244.45    | 190.25    |
| S&P 500                  | 100.00                     | 128.68    | 142.69    | 149.68    | 173.32    | 182.84    |

Index

## COMMON SHARES ISSUABLE PURSUANT TO OPTIONS

As of December 31, 2007, no options or warrants to acquire our securities were outstanding. The following table sets forth the number of securities to be issued upon exercise of outstanding options, warrants and rights; weighted average exercise price of outstanding options, warrants and rights; and the number of securities remaining available for future issuance as of December 31, 2007:

| Plan Category  | Number of securities to be issued upon exercise of outstanding options, warrants and rights (a) | Weighted average exercise price of outstanding options, warrants and rights (b) | Number of securities remaining available for future issuance under equity compensation plans (c) |
|--|---|---|--|
| Equity compensation plans approved by security holders     | N/A   | N/A   | 1,109,823  |
| Equity compensation plans not approved by security holders | —   | —   | —  |
| Total  | N/A   | N/A   | 1,109,823  |

Index

## Item 6. Selected Financial Data

The following sets forth selected financial and operating data on a historical consolidated basis. The following data should be read in conjunction with the financial statements and notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this Form 10-K.

HERSHA HOSPITALITY TRUST  
SELECTED FINANCIAL DATA  
(In thousands, except per share data)

|   | 2007       | 2006       | 2005      | 2004      | 2003   |
|---|------------|------------|-----------|-----------|--------|
| Revenue:  |            |            |           |           |        |
| Hotel Operating Revenues  | \$ 229,462 | \$ 135,274 | \$ 71,280 | \$ 39,001 | \$ 920 |
| Interest Income From Development Loans  | 6,046      | 2,487      | 3,940     | 2,191     | 715    |
| Land Lease Revenue  | 4,860      | 2,071      | -         | -         | -      |
| Hotel Lease Revenue   | 781        | 391        | -         | 1,192     | 10,144 |
| Other Revenues  | 980        | 737        | 529       | 176       | 8      |
| Total Revenue   | 242,129    | 140,960    | 75,749    | 42,560    | 11,787 |
| Operating Expenses:   |            |            |           |           |        |
| Hotel Operating Expenses  | 130,925    | 79,430     | 43,700    | 24,848    | 836    |
| Hotel Ground Rent   | 856        | 804        | 433       | 504       | 50     |
| Land Lease Expense  | 2,721      | 1,189      | -         | -         | -      |
| Real Estate and Personal Property Taxes and Property Insurance  | 11,426     | 6,089      | 3,517     | 2,286     | 905    |
| General and Administrative  | 8,185      | 6,238      | 4,967     | 3,140     | 628    |
| Compensation Expense related to Option Redemption   | -          | -          | -         | -         | 1,307  |
| Depreciation and Amortization   | 34,336     | 18,954     | 8,919     | 5,344     | 3,174  |
| Total Operating Expenses  | 188,449    | 112,704    | 61,536    | 36,122    | 6,900  |
| Operating Income  | 53,680     | 28,256     | 14,213    | 6,438     | 4,887  |
| Interest Income   | 686        | 1,182      | 602       | 241       | 86     |
| Interest expense  | 42,402     | 25,423     | 12,471    | 4,471     | 3,159  |
| Loss on Debt Extinguishment   | -          | 1,485      | -         | -         | 116    |
| Income before income (loss) from Unconsolidated Joint Venture Investments, Distributions to Preferred Unitholders, Minority Interests and Discontinued Operations | 11,964     | 2,530      | 2,344     | 2,208     | 1,698  |
| Income (Loss) from Unconsolidated Joint Venture Investments   | 3,476      | 1,799      | 457       | 481       | (24)   |
| Income Before Distribution to Preferred Unitholders, Minority Interest and Discontinued Operations  | 15,440     | 4,329      | 2,801     | 2,689     | 1,674  |
| Distributions to Preferred Unitholders  | -          | -          | -         | 499       | 1,195  |
| Income Allocated to Minority Interest in Continuing Operations  | 1,765      | 536        | 76        | 273       | 200    |
| Income from Continuing Operations Discontinued Operations, net of minority interest:  | 13,675     | 3,793      | 2,725     | 1,917     | 279    |

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|   |           |           |          |          |         |
|---|-----------|-----------|----------|----------|---------|
| Gain on Disposition of Hotel Properties   | 3,745     | 693       | 1,161    | -        | -       |
| Income (Loss) from Discontinued Operations  | 427       | 612       | (589)    | 132      | 506     |
| Net Income  | 17,847    | 5,098     | 3,297    | 2,049    | 785     |
| Preferred Distributions   | 4,800     | 4,800     | 1,920    | -        | -       |
| Net Income applicable to Common Shareholders  | \$ 13,047 | \$ 298    | \$ 1,377 | \$ 2,049 | \$ 785  |
| Basic Income (Loss) from Continuing Operations applicable to Common Shareholders      | \$ 0.22   | \$ (0.04) | \$ 0.04  | \$ 0.12  | \$ 0.06 |
| Diluted Income (Loss) from Continuing Operations applicable to Common Shareholder (1) | \$ 0.22   | \$ (0.04) | \$ 0.04  | \$ 0.12  | \$ 0.06 |
| Dividends declared per Common Share   | \$ 0.72   | \$ 0.72   | \$ 0.72  | \$ 0.72  | \$ 0.72 |

27

Index

|   | 2007         | 2006         | 2005         | 2004        | 2003        |
|---|--------------|--------------|--------------|-------------|-------------|
| <b>Balance Sheet Data</b>                           |              |              |              |             |             |
| Net investment in hotel properties                  | \$ 893,297   | \$ 807,784   | \$ 317,980   | \$ 163,923  | \$ 121,076  |
| Assets Held for Sale                                | \$ -         | \$ -         | \$ 3,407     | \$ 18,758   | \$ -        |
| Minority interest in Partnership                    | \$ 42,845    | \$ 25,933    | \$ 15,147    | \$ 16,779   | \$ 38,971   |
| Shareholder's equity                                | \$ 330,405   | \$ 331,619   | \$ 164,703   | \$ 119,792  | \$ 71,460   |
| Total assets  | \$ 1,067,607 | \$ 968,208   | \$ 455,355   | \$ 261,021  | \$ 196,568  |
| Total debt  | \$ 663,008   | \$ 580,542   | \$ 256,146   | \$ 98,788   | \$ 71,837   |
| Debt related to Assets Held for Sale                | \$ -         | \$ -         | \$ 375       | \$ 13,058   | \$ -        |
| <b>Other Data</b>                                   |              |              |              |             |             |
| Funds from Operations (2)                           | \$ 49,821    | \$ 25,936    | \$ 14,495    | \$ 10,539   | \$ 6,533    |
| Net cash provided by operating activities           | \$ 59,300    | \$ 27,217    | \$ 15,002    | \$ 12,148   | \$ 5,193    |
| Net cash used in investing activities               | \$ (46,027)  | \$ (413,881) | \$ (190,825) | \$ (78,378) | \$ (58,370) |
| Net cash (used in) provided by financing activities | \$ (11,262)  | \$ 388,200   | \$ 163,989   | \$ 46,137   | \$ 93,744   |
| <b>Weighted average shares outstanding</b>          |              |              |              |             |             |
| Basic   | 40,718,724   | 27,118,264   | 20,293,554   | 16,391,805  | 4,614,316   |
| Diluted (1)   | 40,718,724   | 27,118,264   | 20,299,937   | 16,391,805  | 4,614,316   |

(1) Income allocated to minority interest in the Partnership has been excluded from the numerator and Partnership units have been omitted from the denominator for the purpose of computing diluted earnings per share since the effect of including these amounts in the numerator and denominator would have no impact.

(2) See Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations—Funds From Operations" for an explanation of FFO, why we believe FFO is a meaningful measure of our operating performance and a reconciliation of FFO to net income calculated in accordance with GAAP.



Index

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

All statements contained in this section that are not historical facts are based on current expectations. Words such as "believes", "expects", "anticipate", "intends", "plans" and "estimates" and variations of such words and similar words also identify forward-looking statements. Our actual results may differ materially. We caution you not to place undue reliance on any such forward-looking statements. We assume no obligation to update any forward-looking statements as a result of new information, subsequent events or any other circumstances.

## GENERAL

As of December 31, 2007, we owned interests in 71 hotels in the eastern United States including 18 hotels owned through joint ventures. For purposes of the REIT qualification rules, we cannot directly operate any of our hotels. Instead, we must lease our hotels to a third party lessee or to a taxable REIT subsidiary, or TRS, provided that the TRS engages an eligible independent contractor to manage the hotels. With the exception of one hotel which is leased to an unrelated party under a fixed lease, as of December 31, 2007, we have leased all of our hotels to a wholly-owned TRS, a joint venture owned TRS, or an entity owned by our wholly-owned TRS. Each of these TRS entities will pay qualifying rent, and the TRS entities have entered into management contracts with qualified independent managers, including HHMLP, with respect to our hotels. We intend to lease all newly acquired hotels to a TRS. As of December 31, 2007, all of our hotels owned through interests in joint ventures are leased to TRSs that are wholly owned by those joint ventures or entities that are owned in part by our wholly owned TRS. The hotels owned by the joint ventures are managed by various management companies pursuant to the terms of certain management agreements.

The TRS structure enables us to participate more directly in the operating performance of our hotels. The TRS directly receives all revenue from, and funds all expenses relating to hotel operations. The TRS is also subject to income tax on its earnings.

The following table outlines operating results for the Company's portfolio of wholly owned hotels and those owned through joint venture interests that are consolidated in our financial statements for the three years ended December 31, 2007, 2006 and 2005:

CONSOLIDATED  
HOTELS:

|  | Year Ended<br>2007 | Year Ended<br>2006 | 2007<br>vs. 2006<br>% Variance | Year Ended<br>2005 | 2006<br>vs. 2005<br>%<br>Variance |
|--|--------------------|--------------------|--------------------------------|--------------------|-----------------------------------|
| Rooms Available                        | 2,248,253          | 1,507,003          | 49.2%                          | 880,314            | 71.2%                             |
| Rooms Occupied                         | 1,656,158          | 1,086,478          | 52.4%                          | 615,888            | 76.4%                             |
| Occupancy                              | 73.66%             | 72.10%             | 2.2%                           | 69.96%             | 3.1%                              |
| Average Daily Rate<br>(ADR)            | \$ 131.26          | \$ 115.49          | 13.7%                          | \$ 103.82          | 11.2%                             |
| Revenue Per Available<br>Room (RevPAR) | \$ 96.69           | \$ 83.26           | 16.1%                          | \$ 72.63           | 14.6%                             |
| Room Revenues                          | \$ 217,393,817     | \$ 125,475,166     | 73.3%                          | \$ 63,940,185      | 96.2%                             |
| Total Revenues                         | \$ 229,462,240     | \$ 135,273,785     | 69.6%                          | \$ 71,280,027      | 89.8%                             |
|  | \$ 6,683,896       | \$ 12,926,991      | (48.3%)                        | \$ 13,718,121      | (5.8%)                            |

Hotel Operating  
Revenues from  
Discontinued Operations

The following table outlines operating results for the three years ended December 31, 2007, 2006 and 2005 for hotels we own through an unconsolidated joint venture interest. These operating results reflect 100% of the operating results of the property including our interest and the interests of our joint venture partners and other minority interest holders.

UNCONSOLIDATED JOINT  
VENTURES:

|   | Year Ended<br>2007 | Year Ended<br>2006 | 2007<br>vs. 2006<br>%<br>Variance | Year Ended<br>2005 | 2006<br>vs. 2005<br>% Variance |
|---|--------------------|--------------------|-----------------------------------|--------------------|--------------------------------|
| Rooms Available                           | 954,114            | 879,384            | 8.5%                              | 355,551            | 147.3%                         |
| Rooms Occupied                            | 682,169            | 613,272            | 11.2%                             | 263,030            | 133.2%                         |
| Occupancy                                 | 71.50%             | 69.74%             | 2.5%                              | 73.98%             | (5.7%)                         |
| Average Daily Rate<br>(ADR)               | \$ 144.51          | \$ 132.54          | 9.0%                              | \$ 127.34          | 4.1%                           |
| Revenue Per<br>Available Room<br>(RevPAR) | \$ 103.32          | \$ 92.43           | 11.8%                             | \$ 94.20           | (1.9%)                         |
| Room Revenues                             | \$ 98,580,629      | \$ 81,285,744      | 21.3%                             | \$ 33,492,953      | 142.7%                         |
| Total Revenues                            | \$ 130,167,451     | \$ 111,301,348     | 17.0%                             | \$ 42,171,809      | 163.9%                         |

Index

The increase in revenue per available room (“RevPAR”) during the years ended December 31, 2007 and 2006, was due primarily to the Company’s broadened strategic portfolio focus on stronger central business districts and primary suburban office parks; the size of the recent acquisitions as a percentage of the portfolio; franchise affiliations with stronger brands, such as Hyatt Summerfield Suite, Hilton Garden Inn, Residence Inn and Courtyard by Marriott; and a focus on improving the average daily rate (“ADR”). The increase in both rooms and total revenue can be attributed primarily to the hotels acquired during the respective periods.

COMPARISON OF THE YEAR ENDED DECEMBER 31, 2007 TO DECEMBER 31, 2006  
(dollars in thousands, except per share data)

## Revenue

Our total revenues for the year ended December 31, 2007 consisted of hotel operating revenues, interest income from our development loan program, land lease revenue, hotel lease revenue and other revenue. Hotel operating revenues are recorded for wholly owned hotels that are leased to our wholly owned TRS and hotels owned through joint venture interests that are consolidated in our financial statements. Hotel operating revenues increased \$94,188, or 69.6%, from \$135,274 for the twelve months ended December 31, 2006 to \$229,462 for the same period in 2007. The increase in revenues is primarily attributable to the acquisitions consummated in 2007 and improved RevPAR and occupancy at certain of our hotels. We acquired interests in the following six consolidated hotels since December 31, 2006:

| Brand               | Location         | Acquisition Date | Rooms | 2007 Total Revenue |
|---------------------|------------------|------------------|-------|--------------------|
| Residence Inn       | Langhorne, PA    | 1/8/2007         | 100   | \$ 3,352           |
| Residence Inn       | Carlisle, PA     | 1/10/2007        | 78    | 2,091              |
| Holiday Inn Express | Chester, NY      | 1/25/2007        | 80    | 2,367              |
| Hampton Inn         | Seaport, NY      | 2/1/2007         | 65    | 5,200              |
| Independent         | 373 Fifth Avenue | 6/1/2007         | 70    | 3,051              |
| Holiday Inn         | Norwich, CT      | 7/1/2007         | 100   | 1,689              |
|                     |                  |                  | 493   | \$ 17,750          |

Revenues for all six hotels were recorded from the date of acquisition as hotel operating revenues. Further, hotel operating revenues for the year ended December 31, 2007 included revenues for a full year related to the following 22 hotels that were purchased during the twelve months ended December 31, 2006:

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Index

| Brand                  | Location               | Acquisition Date | Rooms | 2007<br>Total Revenue | 2006<br>Total<br>Revenue |        |
|------------------------|------------------------|------------------|-------|-----------------------|--------------------------|--------|
| Courtyard              | Langhorne, PA          | 1/3/2006         | 118   | \$ 4,088              | \$ 4,312                 |        |
| Fairfield Inn          | Mt. Laurel, NJ         | 1/3/2006         | 118   | 2,697                 | 2,760                    |        |
| Fairfield Inn          | Bethlehem, PA          | 1/3/2006         | 103   | 2,427                 | 2,489                    |        |
| Courtyard              | Scranton, PA           | 2/1/2006         | 120   | 3,229                 | 2,543                    |        |
| Residence Inn          | Tysons Corner,<br>VA   | 2/2/2006         | 96    | 4,554                 | 4,092                    |        |
| Hampton Inn            | Philadelphia, PA       | 2/15/2006        | 250   | 10,096                | 7,799                    |        |
| Hilton Garden Inn      | JFK Airport, NY        | 2/16/2006        | 188   | 9,745                 | 7,883                    |        |
| Hawthorne Suites       | Franklin, MA           | 4/25/2006        | 100   | 2,642                 | 1,877                    |        |
| Residence Inn          | North Dartmouth,<br>MA | 5/1/2006         | 96    | 3,015                 | 2,386                    |        |
| Comfort Inn            | North Dartmouth,<br>MA | 5/1/2006         | 84    | 1,403                 | 1,213                    |        |
| Holiday Inn<br>Express | Cambridge, MA          | 5/3/2006         | 112   | 4,370                 | 2,950                    |        |
| Residence Inn          | Norwood, MA            | 7/27/2006        | 96    | 3,096                 | 1,088                    |        |
| Holiday Inn<br>Express | Hauppauge, NY          | 9/1/2006         | 133   | 5,038                 | 1,580                    |        |
| Hampton Inn            | Brookhaven, NY         | 9/6/2006         | 161   | 5,536                 | 1,658                    |        |
| Courtyard              | Alexandria, VA         | 9/29/2006        | 203   | 7,014                 | 1,301                    |        |
| Summerfield<br>Suites  | White Plains, NY       | 12/27/2006       | 159   | 9,821                 | *                        |        |
| Summerfield<br>Suites  | Bridgewater, NJ        | 12/27/2006       | 128   | 5,650                 | *                        |        |
| Summerfield<br>Suites  | Gaithersburg,<br>MD    | 12/27/2006       | 140   | 4,863                 | *                        |        |
| Summerfield<br>Suites  | Pleasant Hill, CA      | 12/27/2006       | 142   | 6,091                 | *                        |        |
| Summerfield<br>Suites  | Pleasanton, CA         | 12/27/2006       | 128   | 4,841                 | *                        |        |
| Summerfield<br>Suites  | Scottsdale, AZ         | 12/27/2006       | 164   | 6,350                 | *                        |        |
| Summerfield<br>Suites  | Charlotte, NC          | 12/27/2006       | 144   | 3,096                 | *                        |        |
|                        |                        |                  |       | 2,983 \$              | 109,662 \$               | 45,931 |

\* Total Revenues for 2006 insignificant

We invest in hotel development projects by providing secured first mortgage or mezzanine financing to hotel developers and through the acquisition of land that is then leased to hotel developers. Interest income is earned on our development loans at rates ranging between 10% and 13.5%. Interest income from development loans receivable was \$6,046 for the twelve months ended December 31, 2007 compared to \$2,487 for the same period in 2006. The average balance of development loans receivable outstanding in 2007 was higher than the average balance outstanding in 2006. This resulted in a \$3,559, or 143.1%, increase in interest income.

In June and July of 2006 we acquired two parcels of land which are being leased to hotel developers. Our net investment in these parcels is approximately \$18,946. The land is leased to hotel developers at a minimum rental rate of 10% of our net investment in the land. On June 11, 2007 and July 11, 2007, we acquired two adjacent parcels of land which are being leased to a hotel developer that is owned in part by certain executives and affiliated trustees of the Company. Our net investment in these parcels is approximately \$23,366. The land is leased to hotel developers at a minimum rental rate of 10% of our net investment in the land. Additional rents are paid by the lessee for the principal and interest on the mortgage, real estate taxes and insurance. During the year ended December 31, 2007, we recorded \$4,860 in land lease revenue from these parcels. We incurred \$2,721 in expense related to these land leases resulting in a contribution of \$2,139 to our operating income during the twelve months ended December 31, 2007.

Total revenues for the year ended December 31, 2007 also included hotel lease revenue for the lease of the Holiday Inn Conference Center, New Cumberland, Pennsylvania which has a fixed rent over the five year term. Beginning on July 1, 2006 this hotel was leased to an unrelated party. Prior to July 1, 2006, this hotel was leased to our wholly owned TRS and operating revenues and expenses of the hotel were recorded in hotel operating revenue and hotel operating expenses. Hotel lease revenue of \$781 was recorded in the twelve months ended December 31, 2007 related to the lease of this property, compared to \$391 in 2006.

Other revenue consists primarily of fees earned for asset management services provided to properties owned by two of our unconsolidated joint ventures. Other revenues increased \$243, or 32.3%, from \$737 during the twelve months ended December 31, 2006 to \$980 during the twelve months ended December 31, 2007.

Index

Income from unconsolidated joint venture investments increased \$1,677 from \$1,799 for the year ended December 31, 2006 to \$3,476 for the year ended December 31, 2007. During 2007, we acquired unconsolidated joint venture interests in the following property:

| Joint Venture                     | Brand               | Name                   | Acquisition Date | Rooms | Ownership % | Hersha Preferred Equity Return |
|-----------------------------------|---------------------|------------------------|------------------|-------|-------------|--------------------------------|
| Metro 29th Street Associates, LLC | Holiday Inn Express | Manhattan-New York, NY | 2/1/2007         | 228   | 50.0%       | N/A                            |

In addition, we acquired joint venture interests in the following two properties during 2006:

| Joint Venture                  | Brand           | Name            | Acquisition Date | Rooms | Ownership % | Hersha Preferred Equity Return |
|--------------------------------|-----------------|-----------------|------------------|-------|-------------|--------------------------------|
| PRA Suites at Glastonbury, LLC | Homewood Suites | Glastonbury, CT | 6/15/2006        | 136   | 40.0%       | * 10.0%                        |
| Mystic Partners, LLC           | Marriott        | Hartford, CT    | 2/8/2006         | 409   | 15.0%       | 8.5%                           |

\*Percent owned was 40% through March 31, 2007. On April 1, 2007 our percent owned increased to 48.0%.

Income from unconsolidated joint venture investments was favorably impacted by the inclusion of these investments for a full twelve months in 2007.

For the year ended December 31, 2007, interest income decreased \$496 compared to the same period in 2006. Increased levels of interest income in 2006 resulted from higher levels of interest bearing deposits related to the acquisition of hotel properties and interest earned on proceeds from the offering of our common stock during 2006.

## Expenses

Total hotel operating expenses increased 64.8% to approximately \$130,925 for the year ended December 31, 2007 from \$79,430 for the year ended December 31, 2006. Consistent with the increase in hotel operating revenues, hotel operating expenses increased primarily due to the acquisitions consummated since the comparable period in 2006, as mentioned above. The acquisitions also resulted in an increase in depreciation and amortization from \$18,954 for the year ended December 31, 2006 to \$34,336 for the year ended December 31, 2007. Similarly, real estate and personal property tax and property insurance increased \$5,337, or 87.7%, in the year ended December 31, 2007 when compared to the same period in 2006.

General and administrative expense increased by approximately \$1,947 from \$6,238 in 2006 to \$8,185 in 2007. General and administrative expenses increased primarily due to higher compensation expense related to an increase in staffing in our asset management and accounting teams and an increase in incentive compensation.

## Net Income

Net income applicable to common shareholders for year ended December 31, 2007 was approximately \$13,047 compared to net income applicable to common shareholders of \$298 for the same period in 2006.

Operating income for the year ended December 31, 2007 was \$53,680 compared to operating income of \$28,256 during the same period in 2006. The \$25,424, or 90.0%, increase in operating income resulted from improved performance of our portfolio and acquisitions that have increased the scale of our operations enabling us to leverage the absorption of administrative costs.

The increase in our operating income was partially offset by increases in interest expense, which increased \$16,979 from \$25,423 for the year ended December 31, 2006 to \$42,402 for the year ended December 31, 2007. The increase in interest expense is the result of mortgages placed on newly acquired properties and increased average balances on our line of credit.

Included in net income applicable to common shareholders for the year ended December 31, 2007 is \$427 in income from discontinued operations compared to \$612 in income during the same period in 2006. Discontinued operations results from the operations of one property sold in April 2006, two properties sold in November 2006, two properties sold in December 2006, and two properties sold in November 2007. Also included in net income applicable to common shareholders for the year ended December 31, 2007 is a gain of \$3,745 resulting from the sale of the Hilton Garden Inn in Edison, NJ and Fairfield Inn in Mt. Laurel, NJ which had been held for sale. Included in net income applicable to common shareholders for the year ended December 31, 2006 is a gain of \$693 resulting from the sale of the Holiday Inn Express in Hartford, CT, the Hampton Inn in Peachtree, GA, the Hampton Inn in Newnan, GA, the Comfort Suites in Duluth, GA, and the Holiday Inn Express in Duluth, GA.

Index

## COMPARISON OF YEAR ENDED DECEMBER 31, 2006 TO YEAR ENDED DECEMBER 31, 2005

(dollars in thousands, except per share data)

## Revenue

Our total revenues for the year ended December 31, 2006 consisted of hotel operating revenues, interest income from our development loan program, land lease revenue, hotel lease revenue and other revenue. Hotel operating revenue is recorded for wholly owned hotels that are leased to our wholly owned TRS and hotels owned through joint venture interests that are consolidated in our financial statements. Hotel operating revenue increased \$63,994, or 89.8%, from \$71,280 for the twelve months ended December 31, 2005 to \$135,274 for the same period in 2006. The increase in revenues is primarily attributable to the acquisitions consummated in 2006 and improved RevPAR and occupancy at certain of our hotels. We acquired interests in 22 consolidated hotels during the twelve months ended December 31, 2006, as noted above.

Revenues for all 22 hotels were recorded from the date of acquisition as hotel operating revenues. Further, hotel operating revenues for the year ended December 31, 2006 included revenues for a full year related to the following 10 hotels that were purchased during the twelve months ended December 31, 2005:

| Brand                        | Name                         | Acquisition Date | Rooms | 2006 Total Revenue | 2005 Total Revenue |
|------------------------------|------------------------------|------------------|-------|--------------------|--------------------|
| Residence Inn                | Williamsburg, VA             | 11/22/2005       | 108   | \$ 3,143           | \$ 231             |
| Springhill Suites            | Williamsburg, VA             | 11/22/2005       | 120   | 2,331              | 141                |
| Courtyard                    | Wilmington, DE               | 6/17/2005        | 78    | 2,609              | 1,357              |
| Independent                  | Wilmington, DE               | 6/17/2005        | 71    | 1,604              | 833                |
| Courtyard                    | Brookline/Boston, MA         | 6/16/2005        | 188   | 9,665              | 5,086              |
| Holiday Inn Express          | Oxford Valley, PA            | 5/26/2005        | 88    | 2,300              | 1,280              |
| Holiday Inn Express          | Malvern, PA                  | 5/24/2005        | 88    | 1,905              | 1,036              |
| Holiday Inn Express & Suites | King of Prussia, PA          | 5/23/2005        | 155   | 3,939              | 2,206              |
| Hampton Inn                  | Herald Square, Manhattan, NY | 4/1/2005         | 136   | 8,315              | 6,019              |
| Fairfield Inn                | Laurel, MD                   | 1/31/2005        | 109   | 2,543              | 2,184              |
|                              |                              |                  | 1,141 | \$ 38,354          | \$ 20,373          |

We invest in hotel development projects by providing secured first mortgage or mezzanine financing to hotel developers and through the acquisition of land that is then leased to hotel developers. Interest income is earned on our development loans at rates ranging between 8% and 12%. Interest income from development loans receivable was \$2,487 for the twelve months ended December 31, 2006 compared to \$3,940 for the same period in 2005. The average balance of development loans receivable outstanding in 2006 was lower than the average balance outstanding in 2005 resulting in a \$1,453, or 36.9%, decrease in interest income. The lower average balance outstanding in 2006 was partially due to an increase in our investment in land leased to developers for the construction of hotel properties. In June and July of 2006 we acquired two parcels of land which are being leased to hotel developers. Our



net investment in these parcels is approximately \$18,946. The land is leased to hotel developers at a minimum rental rate of 10% of our net investment in the land. Additional rents are paid by the lessee for the principal and interest on the mortgage, real estate taxes and insurance. During the year ended December 31, 2006, we recorded \$2,071 in land lease revenue from these parcels. We incurred \$1,189 in expense related to these land leases resulting in a contribution of \$882 to our operating income during the twelve months ended December 31, 2006.

Total revenues for the year ended December 31, 2006 also included hotel lease revenue for the lease of the Holiday Inn Conference Center, New Cumberland, Pennsylvania which has a fixed rent over the five year term. Beginning on July 1, 2006 this hotel was leased to an unrelated party. Prior to July 1, 2006, this hotel was leased to our wholly owned TRS and operating revenues and expenses of the hotel were recorded in hotel operating revenue and hotel operating expenses. Hotel lease revenue of \$391 was recorded in the twelve months ended December 31, 2006 related to the lease of this property.

Other revenue consists primarily of fees earned for asset management services provided to properties owned by two of our unconsolidated joint ventures. Other revenues increased \$208, or 39.3%, from \$529 during the twelve months ended December 31, 2005 to \$737 during the twelve months ended December 31, 2006. We provided asset management services for the hotels owned by the Mystic Partners joint venture for the entire year in 2006. In 2005 we provided asset management services for this portfolio for a partial year.

Index

Income from unconsolidated joint venture investments increased \$1,342 from \$457 for the year ended December 31, 2005 to \$1,799 for the year ended December 31, 2006. In addition to the two joint venture interest acquired in 2006 noted above, we acquired joint venture interests in the following 10 properties during the twelve months ended December 31, 2005:

| Joint Venture        | Brand               | Name             | Acquisition Date | Rooms | Ownership % | Hersha Preferred Equity Return |
|----------------------|---------------------|------------------|------------------|-------|-------------|--------------------------------|
| SB Partners, LLC     | Holiday Inn Express | South Boston, MA | 10/7/2005        | 118   | 50.0%       | 10.0%                          |
| Mystic Partners, LLC | Hilton              | Hartford, CT     | 10/6/2005        | 393   | 8.8%        | 8.5%                           |
| Mystic Partners, LLC | Residence Inn       | Mystic, CT       | 9/15/2005        | 133   | 66.7%       | 8.5%                           |
| Mystic Partners, LLC | Marriott            | Mystic, CT       | 8/9/2005         | 285   | 66.7%       | 8.5%                           |
| Mystic Partners, LLC | Courtyard           | Norwich, CT      | 8/9/2005         | 144   | 66.7%       | 8.5%                           |
| Mystic Partners, LLC | Courtyard           | Warwick, RI      | 8/9/2005         | 92    | 66.7%       | 8.5%                           |
| Mystic Partners, LLC | Residence Inn       | Danbury, CT      | 8/9/2005         | 78    | 66.7%       | 8.5%                           |
| Mystic Partners, LLC | Residence Inn       | Southington, CT  | 8/9/2005         | 94    | 44.7%       | 8.5%                           |
| Mystic Partners, LLC | Springhill Suites   | Waterford, CT    | 8/9/2005         | 80    | 66.7%       | 8.5%                           |
| Hiren Boston, LLC    | Courtyard           | South Boston, MA | 7/1/2005         | 164   | 50.0%       | 10.0%                          |

Income from unconsolidated joint venture investments was favorably impacted by the inclusion of these investments for a full twelve months in 2006.

For the year ended December 31, 2006, interest income increased \$580 compared to the same period in 2005. This increase was the result of an increase in interest bearing deposits related to the acquisition of hotel properties, interest earned on proceeds from the offering of our common stock during 2006, and an increase in interest income on our escrow deposits.

## Expenses

Total hotel operating expenses increased 81.8% to approximately \$79,430 for the year ended December 31, 2006 from \$43,700 for the year ended December 31, 2005. Consistent with the increase in hotel operating revenues, hotel operating expenses increased primarily due to the acquisitions consummated since the comparable period in 2005, as mentioned above. The acquisitions also resulted in an increase in depreciation and amortization from \$8,919 for the year ended December 31, 2005 to \$18,954 for the year ended December 31, 2006. Similarly, real estate and personal property tax and property insurance increased \$2,572, or 73.1%, in the year ended December 31, 2006 when compared to the same period in 2005.

General and administrative expense increased by approximately \$1,271 from \$4,967 in 2005 to \$6,238 in 2006. General and administrative expenses increased primarily due to higher compensation expense related to an increase in staffing in our asset management and accounting teams and an increase in incentive compensation. Also included in general administrative costs are approximately \$316 of terminated deal costs written off in 2006 compared to \$41 in 2005. This increase in cost has been partially offset by the reduction in costs related to enhancing our process to evaluate internal controls that were incurred during the year ended December 31, 2005.

#### Net Income

Net income applicable to common shareholders for year ended December 31, 2006 was approximately \$298 compared to net income applicable to common shareholders of \$1,377 for the same period in 2005.

Operating income for the year ended December 31, 2006 was \$28,256 compared to operating income of \$14,213 during the same period in 2005. The \$14,043, or 98.8%, increase in operating income resulted from improved performance of our portfolio and acquisitions that have increased the scale of our operations enabling us to leverage the absorption of administrative costs.

The increase in our operating income was partially offset by increases in interest expense, which increased \$12,952 from \$12,471 for the year ended December 31, 2005 to \$25,423 for the year ended December 31, 2006. The increase in interest expense is the result of our issuance of \$51,548 of notes payable in the second quarter of 2005 and mortgages placed on newly acquired properties. Also in the year ended December 31, 2006, we refinanced \$56,125 in variable rate debt, replacing it with \$62,800 fixed rate debt, and paid down \$12,907 on another mortgage. We also replaced our line of credit with an increased credit facility. As a result of terminating the variable rate debt and line of credit, we incurred \$1,485 in debt extinguishment expense due to early termination fees and to write-off deferred loan costs associated with the retired debt and credit facility.

## Index

Included in net income applicable to common shareholders for the year ended December 31, 2006 is \$612 in income from discontinued operations compared to a \$589 loss during the same period in 2005. Discontinued operations results from the operations of two properties that were sold in June of 2005, one property sold in April 2006, two properties sold in November 2006, two properties sold in December 2006, and two properties sold in November 2007. Also included in net income applicable to common shareholders for the year ended December 31, 2006 is a gain of \$693 resulting from the sale of the Holiday Inn Express in Hartford, CT, the Hampton Inn in Peachtree, GA, the Hampton Inn in Newnan, GA, the Comfort Suites in Duluth, GA, and the Holiday Inn Express, Duluth, GA which had been held for sale. Included in net income applicable to common shareholders for the year ended December 31, 2005 is a gain of \$1,161 resulting from the sale of Doubletree Club, Jamaica, NY and the Holiday Inn Express, Hunters Point, NY.

Net income applicable to common shareholders was also negatively impacted by \$4,800 in preferred dividends declared in 2006, compared to \$1,920 in preferred dividends declared during 2005 on our outstanding 2,400,000 shares of 8.0% Series A cumulative redeemable preferred stock issued in August of 2005.

## LIQUIDITY, CAPITAL RESOURCES, AND EQUITY OFFERINGS

(dollars in thousands, except per share data)

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 lines of credit. We believe that the net cash provided by operations will be adequate to fund the Company's operating requirements, debt service and the payment of dividends in accordance with REIT requirements of the federal income tax laws. We expect to meet our long-term liquidity requirements, such as scheduled debt maturities and property acquisitions, through long-term secured and unsecured borrowings, the issuance of additional equity securities or, in connection with acquisitions of hotel properties, the issuance of units of operating partnership interest in our operating partnership subsidiary.

We have a debt policy that limits our consolidated indebtedness to less than 67% of the fair market value for the hotels in which we have invested. However, our organizational documents do not limit the amount of indebtedness that we may incur and our Board of Trustees may modify our debt policy at any time without shareholder approval. We intend to repay indebtedness incurred under the line of credit from time to time, for acquisitions or otherwise, out of cash flow and from the proceeds of issuances of additional common shares and other securities.

We intend to invest in additional hotels only as suitable opportunities arise and adequate sources of financing are available. We expect that future investments in hotels will depend on and will be financed by, in whole or in part, our existing cash, the proceeds from additional issuances of common shares, issuances of operating partnership units or other securities or borrowings.

We make available to the TRS of our hotels 4% (6% for full service properties) of gross revenues per quarter, on a cumulative basis, for periodic replacement or refurbishment of furniture, fixtures and equipment at each of our hotels. We believe that a 4% (6% for full service hotels) reserve is a prudent estimate for future capital expenditure requirements. We intend to spend amounts in excess of the obligated amounts if necessary to comply with the reasonable requirements of any franchise license under which any of our hotels operate and otherwise to the extent we deem such expenditures to be in our best interests. We are also obligated to fund the cost of certain capital improvements to our hotels. We may use undistributed cash or borrowings under credit facilities to pay for the cost of capital improvements and any furniture, fixture and equipment requirements in excess of the set aside referenced above.

## Cash and Cash Equivalents

The cash and cash equivalents balance of \$12,327 at December 31, 2007 was primarily the result of cash provided by operations. Cash and cash equivalents are generally used to reduce obligations under our line of credit, pay dividends and distributions or invest in hotel properties or loans to hotel development projects.

#### Line of Credit Facility

We maintain a revolving credit loan and security agreement with Commerce Bank, N.A. with a maximum amount of \$100,000. Borrowings under this facility bear interest at either the bank's prime rate of interest minus 0.75% or LIBOR available for the periods of 1, 2, 3, or 6 months plus 2.00%, at our discretion. The line of credit is collateralized by title-insured, first-lien mortgages on the Holiday Inn Express, Harrisburg, PA, the Mainstay Suites and Sleep Inn, King of Prussia, PA, the Fairfield Inn, Laurel, MD, the Hampton Inn, Philadelphia, PA, the Residence Inn, Norwood, MA, and the Residence Inn, Langhorne, PA. Additionally, the line of credit is collateralized by a first lien-security interest in all existing and future assets of HHLP, and collateral assignment of all hotel management contracts of the management companies in the event of default. The line of credit includes financial covenants and requires us to maintain minimum tangible net worth of \$110.0 million; maximum accounts and other receivables from affiliates of \$75.0 million; and certain financial ratios. The Company is in compliance with each of these covenants as of December 31, 2007. The line of credit expires on December 31, 2008. We intend to refinance remaining balances at the end of the line of credit facilities' term.

Index

Mortgages and Notes Payable

During 2007, in connection with the acquisition of hotel properties and refinancing of existing mortgage debt, we entered into or assumed \$70,564 in mortgages and notes payable. We recorded premiums of \$952 on fixed rate mortgages and notes payable assumed in the acquisition of hotel properties.

The Company has two junior subordinated notes payable in the aggregate amount of \$51,548 to statutory trusts entities pursuant to indenture agreements. The \$25,774 note issued to Hersha Statutory Trust I will mature on June 30, 2035, but may be redeemed at our option, in whole or in part, beginning on June 30, 2010 in accordance with the provisions of the indenture agreement. The \$25,774 note issued to Hersha Statutory Trust II will mature on July 30, 2035, but may be redeemed at our option, in whole or in part, beginning on July 30, 2010 in accordance with the provisions of the indenture agreement. The note issued to Hersha Statutory Trust I bears interest at a fixed rate of 7.34% per annum through June 30, 2010, and the note issued to Hersha Statutory Trust II bears interest at a fixed rate of 7.173% per annum through July 30, 2010. Subsequent to June 30, 2010 for notes issued to Hersha Statutory Trust I and July 30, 2010 for notes issued to Hersha Statutory Trust II, the notes bear interest at a variable rate of LIBOR plus 3.0% pre annum.

Equity Offerings

On December 11, 2006, we completed a public offering of 7,200,000 common shares at \$11.20 per share. On December 13, 2006, the underwriter exercised its over-allotment option with respect to that offering, and we issued an additional 1,080,000 common shares at \$11.20 per share. Proceeds to us, net of underwriting discounts and commissions and expenses, were approximately \$87,658. Immediately upon closing the offering, we contributed all of the net proceeds of the offering to the Partnership in exchange for additional Partnership interests. The net offering proceeds were used to repay indebtedness and to lend additional development financing to third parties.

On September 19, 2006, we completed a public offering of 3,775,000 common shares at \$9.75 per share. On September 28, 2006, the underwriter exercised its over-allotment option with respect to that offering, and we issued an additional 566,250 common shares at \$9.75 per share. Proceeds to us, net of underwriting discounts and commissions and expenses, were approximately \$40,004. Immediately upon closing the offering, we contributed all of the net proceeds of the offering to the Partnership in exchange for additional Partnership interests. The net offering proceeds were used to repay indebtedness.

On April 28, 2006, we completed a public offering of 6,520,000 common shares at \$9.00 per share. On May 9, 2006, the underwriter exercised its over-allotment option with respect to that offering, and we issued an additional 977,500 common shares at \$9.00 per share. Proceeds to us, net of underwriting discounts and commissions and expenses, were approximately \$63,353. Immediately upon closing the offering, we contributed all of the net proceeds of the offering to the Partnership in exchange for additional Partnership interests. Of the net offering proceeds, approximately \$30,000 was used to repay indebtedness and approximately \$19,500 was used to fund property acquisitions.

On August 5, 2005, the Company completed a public offering of 2,400,000 of its 8.00% Series A Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share. Net proceeds of the offering, less expenses and underwriters commissions, were approximately \$57,720. Proceeds from the offering were used to finance the acquisition of the Company's interests in Mystic Partners, LLC and SB Partners, LLC. The remaining net proceeds have been principally allocated to fund secured development loans and for general corporate purposes.

Index

CASH FLOW ANALYSIS

(dollars in thousands, except per share data)

Comparison of year ended December 31, 2007 to year ended December 31, 2006

Net cash provided by operating activities for the year ended December 31, 2007, and 2006, was \$59,300 and \$27,217, respectively. The increase in net cash provided by operating activities was primarily the result of an increase in income before depreciation and amortization expense and accounts payable and accrued expenses and decreases in escrows and due from related party. This was partially offset by an increase in hotel accounts receivable and a decrease in due to related party.

Net cash used in investing activities for the year ended December 31, 2007 and 2006 decreased \$367,854, from \$413,881 in the year ended December 31, 2006 compared to \$46,027 for the year ended December 31, 2007. Net cash used for the purchase of hotel properties decreased \$362,701 in 2007 over 2006 as the number of hotels acquired decreased and units of our operating partnership were issued in place of cash for acquisitions in 2007. Also, cash provided by the disposition of hotel assets held for sale was \$11,905 in 2007 compared to \$9,800 in 2006. Cash provided by distributions from unconsolidated joint ventures increased \$3,718 while advances and capital contributions for unconsolidated joint ventures decreased from \$4,209 in 2006 to \$2,309 in 2007. The increase in distributions from unconsolidated joint ventures in 2007 was primarily the result of proceeds of debt refinancing and improved cash flow in certain joint venture interests. We increased our capital expenditures from \$11,020 in 2006 to \$16,773 in 2007 as a result of continuing property improvement plans at certain properties in 2007 in addition to capital expenditures in the ordinary course of business.

Net cash used in financing activities for the year ended December 31, 2007 was \$11,262 compared to cash provided by financing activities of \$388,200 for the year ended December 31, 2006. This change was, in part, the result of proceeds from mortgages and notes payable, net of repayments, of \$7,826 in 2007 compared to net proceeds of \$199,983 in 2006. The decrease in net proceeds from mortgages and notes payable was due to a decrease in our acquisition activity in 2007. Also included in cash provided by financing activities in 2006 were net proceeds from the issuance of common stock of \$191,015. Dividends paid on common shares increased \$11,250 in 2007, from \$18,174 during the year ended December 31, 2006 to \$29,424 during the same period in 2007.

Comparison of year ended December 31, 2006 to year ended December 31, 2005

Net cash provided by operating activities for the year ended December 31, 2006, and 2005, was \$27,217 and \$15,002, respectively. The increase in net cash provided by operating activities was primarily the result of an increase in income before depreciation and amortization and debt extinguishment expense, distributions from unconsolidated joint ventures, and increases in accounts payable and accrued expenses. This was offset by an increase in hotel accounts receivable, other assets, and due from related party and a decrease in due to related party.

Net cash used in investing activities for the year ended December 31, 2006 and 2005 increased \$223,056, from \$190,825 in the year ended December 31, 2005 compared to \$413,881 for the year ended December 31, 2006. Net cash used for the purchase of hotel properties increased \$260,300 in 2006 over 2005. We increased our capital expenditures from \$2,958 in 2005 to \$11,020 in 2006 as a result of undertaking property improvement plans at certain properties in 2006 in addition to capital expenditures in the ordinary course of business. We also increased cash used to invest in development loans receivable, net of repayments, by \$13,946 in 2006 compared to 2005, as the originations of new development loans exceeded repayments. The increases in these expenditures in 2006 were offset by a decrease in advances and capital contributions for unconsolidated joint ventures from \$47,704 in 2005 to \$4,209 in 2006. The capital contributions for unconsolidated joint ventures in 2005 was primarily due to our investment in the Mystic Partners joint venture. The uses of cash in 2006 were also offset by cash provided by the disposition of hotel

assets held for sale of \$9,800 received in 2006 compared to \$6,288 in 2005. Also in 2005, \$8,250 was on deposit for hotel properties that were acquired in the first quarter of 2006 compared to \$2,100 on deposit as of December 31, 2006.

Net cash provided by financing activities for the year ended December 31, 2006 was \$388,200 compared to cash provided by financing activities of \$163,989 for the year ended December 31, 2005. This increase was, in part, the result of proceeds from mortgages and notes payable, net of repayments, of \$199,983 in 2006 compared to net proceeds of \$127,503 in 2005. The increase in net proceeds from mortgages and notes payable was due to an increase in our acquisition activity in 2006. Cash proceeds of \$191,015 resulted from three separate offerings of common stock in 2006. As a result of the issuance of common shares, dividends paid on common shares increased \$3,575 in 2006, from \$14,599 during the year ended December 31, 2005 to \$18,174 during the same period in 2006. We received \$57,720 from the issuance of 8.0% Series A Preferred Shares were received during the year ended December 31, 2005. Dividends of \$947 were paid on the preferred shares during the year ended December 31, 2005. During the same period in 2006, we paid \$4,800 in dividends on preferred shares. Net cash provided by borrowing under our line of credit facility was \$24,000 in 2006 compared to net repayments of \$1,027 in 2005. Net borrowings under the line of credit were used primarily in 2006 to fund the acquisition of hotel properties.



Index

FUNDS FROM OPERATIONS

(in thousands, except share data)

The National Association of Real Estate Investment Trusts (“NAREIT”) developed Funds from Operations (“FFO”) as a non-GAAP financial measure of performance of an equity REIT in order to recognize that income-producing real estate historically has not depreciated on the basis determined under GAAP. We calculate FFO applicable to common shares and Partnership units in accordance with the April 2002 National Policy Bulletin of NAREIT, which we refer to as the White Paper. The White Paper defines FFO as net income (loss) (computed in accordance with GAAP) excluding extraordinary items as defined under GAAP and gains or losses from sales of previously depreciated assets, plus certain non-cash items, such as depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures. Our interpretation of the NAREIT definition is that minority interest in net income (loss) should be added back to (deducted from) net income (loss) as part of reconciling net income (loss) to FFO. Our FFO computation may not be comparable to FFO reported by other REITs that do not compute FFO in accordance with the NAREIT definition, or that interpret the NAREIT definition differently than we do.

The GAAP measure that we believe to be most directly comparable to FFO, net income (loss) applicable to common shares, includes depreciation and amortization expenses, gains or losses on property sales, minority interest and preferred dividends. In computing FFO, we eliminate these items because, in our view, they are not indicative of the results from our property operations.

FFO does not represent cash flows from operating activities in accordance with GAAP and should not be considered an alternative to net income as an indication of Hersha’s performance or to cash flow as a measure of liquidity or ability to make distributions. We consider FFO to be a meaningful, additional measure of operating performance because it excludes the effects of the assumption that the value of real estate assets diminishes predictably over time, and because it is widely used by industry analysts as a performance measure. We show both FFO from consolidated hotel operations and FFO from unconsolidated joint ventures because we believe it is meaningful for the investor to understand the relative contributions from our consolidated and unconsolidated hotels. The display of both FFO from consolidated hotels and FFO from unconsolidated joint ventures allows for a detailed analysis of the operating performance of our hotel portfolio by management and investors. We present FFO applicable to common shares and Partnership units because our Partnership units are redeemable for common shares. We believe it is meaningful for the investor to understand FFO applicable to all common shares and Partnership units.

Index

The following table reconciles FFO for the periods presented to the most directly comparable GAAP measure, net income, for the same periods.

|   | Twelve Months Ending |                      |                      |
|---|----------------------|----------------------|----------------------|
|   | December<br>31, 2007 | December<br>31, 2006 | December<br>31, 2005 |
| Net income applicable to common shares  | \$ 13,047            | \$ 298               | \$ 1,377             |
| Income allocated to minority interest   | 1,765                | 536                  | 76                   |
| Income (loss) of discontinued operations allocated to minority interest                               | 57                   | 80                   | (83)                 |
| Income from unconsolidated joint ventures   | (3,476)              | (1,799)              | (457)                |
| Gain on sale of assets  | (3,745)              | (693)                | (1,161)              |
| Depreciation and amortization   | 34,336               | 18,954               | 8,919                |
| Depreciation and amortization from discontinued operations  | 794                  | 1,316                | 1,835                |
| FFO related to the minority interests in consolidated joint ventures (1)                              | (652)                | (714)                | (147)                |
| Funds from consolidated hotel operations applicable to common shares and Partnership units            | 42,126               | 17,978               | 10,359               |
| Income from Unconsolidated Joint Ventures   | 3,476                | 1,799                | 457                  |
| Add:  |                      |                      |                      |
| Depreciation and amortization of purchase price in excess of historical cost (2)                      | 2,055                | 1,817                | 653                  |
| Interest in deferred financing costs written off in unconsolidated joint venture debt extinguishment  | (2,858)              | (207)                | -                    |
| Interest in depreciation and amortization of unconsolidated joint venture (3)                         | 5,022                | 4,549                | 3,026                |
| Funds from unconsolidated joint ventures operations applicable to common shares and Partnership units | 7,695                | 7,958                | 4,136                |
| Funds from Operations applicable to common shares and Partnership units                               | \$ 49,821            | \$ 25,936            | \$ 14,495            |
| Weighted Average Common Shares and Units Outstanding  |                      |                      |                      |
| Basic   | 40,718,724           | 27,118,264           | 20,293,554           |
| Diluted   | 46,183,394           | 30,672,625           | 23,141,994           |

(1) Adjustment made to deduct FFO related to the minority interest in our consolidated joint ventures. Represents the portion of net income and depreciation allocated to our joint venture partners.

(2) Adjustment made to add depreciation of purchase price in excess of historical cost of the assets in the unconsolidated joint venture at the time of our investment.

(3) Adjustment made to add our interest in real estate related depreciation and amortization of our unconsolidated joint ventures.

FFO was \$49,821 for the year ended December 31, 2007, which was an increase of \$23,885, or 92.1%, over FFO in the comparable period in 2006, which was \$25,936. The increase in FFO was primarily a result of continued strength in the lodging industry and the markets where our properties are located; the benefits of acquiring assets and interests in joint ventures since December 31, 2006 and continued stabilization and maturation of the existing portfolio.

FFO was negatively impacted by increases in our interest expense and dividends paid to our preferred shareholders during the year ended December 31, 2007.

For the year ended December 31, 2006, FFO increased \$11,441, or 78.9% over the same period in 2005. The increase in FFO was primarily a result of growth in the lodging industry and the markets where our properties are located, the benefits of acquiring assets and interests in joint ventures since December 31, 2005 and continued stabilization and maturation of the existing portfolio.

FFO was negatively impacted by increases in our interest expense and dividends paid to our preferred shareholders during the year ended December 31, 2006.

#### CRITICAL ACCOUNTING POLICIES AND ESTIMATES

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

## Index

On an on-going basis, estimates are evaluated by us, including those related to carrying value of investments in hotel properties. Our estimates are based upon historical experience and on various other assumptions we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our consolidated financial statements:

### Revenue Recognition

Approximately 95% of our revenues are derived from hotel room revenues and revenue from other hotel operating departments. We directly recognize revenue and expense for all consolidated hotels as hotel operating revenue and hotel operating expense when earned and incurred. These revenues are recorded net of any sales or occupancy taxes collected from our guests. All revenues are recorded on an accrual basis, as earned. We participate in frequent guest programs sponsored by the brand owners of our hotels and we expense the charges associated with those programs, as incurred.

Revenue for interest on development loan financing is recorded in the period earned based on the interest rate of the loan and outstanding balance during the period. Development loans receivable and accrued interest on the development loans receivable are evaluated to determine if outstanding balances are collectible. Interest is recorded only if it is determined the outstanding loan balance and accrued interest balance are collectible.

We lease land to hotel developers under fixed lease agreements. In addition to base rents, these lease agreements contain provisions that require the lessee to reimburse real estate taxes, debt service and other impositions. Base rents and reimbursements for real estate taxes, debt service and other impositions are recorded in land lease revenue on an accrual basis. Expenses for real estate taxes, interest expense, and other impositions that are reimbursed under the land leases are recorded in land lease expense when they are incurred.

We lease a hotel to a third party under a fixed lease agreement. In addition to base rents, the lease agreement contains provisions that require the lessee to reimburse us for real estate taxes, capital expenditures and other impositions. Base rents and reimbursements for real estate taxes, capital expenditures and other impositions are recorded in hotel lease revenue on an accrual basis. Expenses for real estate taxes and other impositions that are reimbursed under the leases are recorded in operating expenses when incurred.

Other revenues consist primarily of fees earned for asset management services provided to hotels we own through unconsolidated joint ventures. Fees are earned as a percentage of the hotels revenue and are recorded in the period earned.

### Investment in Hotel Properties

Investments in hotel properties are recorded at cost. Improvements and replacements are capitalized when they extend the useful life of the asset. Costs of repairs and maintenance are expensed as incurred. Depreciation is computed using the straight-line method over the estimated useful life of up to 40 years for buildings and improvements, five to seven years for furniture, fixtures and equipment. We are required to make subjective assessments as to the useful lives of our properties for purposes of determining the amount of depreciation to record on an annual basis with respect to our investments in hotel properties. These assessments have a direct impact on our net income because if we were to shorten the expected useful lives of our investments in hotel properties we would depreciate these investments over fewer years, resulting in more depreciation expense and lower net income on an annual basis.

We follow Statement of Financial Accounting Standards (SFAS) No. 141, "Business Combinations," to account for our acquisition of hotel properties. Under SFAS No. 141 the purchase price of an acquisition is allocated based on the fair value of identifiable tangible and intangible assets acquired and liabilities assumed. Estimating techniques and assumptions used in determining fair values involve significant estimates and judgments. These estimates and judgments have a direct impact on the carrying value of our assets and liabilities which can directly impact the amount of depreciation expense recorded on an annual basis and could have an impact on our assessment of potential impairment of our investment in hotel properties.

We follow Statement of Financial Accounting Standards (SFAS) No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets," which established a single accounting model for the impairment or disposal of long-lived assets including discontinued operations. SFAS No. 144 requires that the operations related to properties that have been sold or properties that are intended to be sold be presented as discontinued operations in the statement of operations for all periods presented, and properties intended to be sold to be designated as "held for sale" on the balance sheet.

## Index

Based on the occurrence of certain events or changes in circumstances, we review the recoverability of the property's carrying value. Such events or changes in circumstances include the following:

- a significant decrease in the market price of a long-lived asset;
- a significant adverse change in the extent or manner in which a long-lived asset is being used or in its physical condition;
- a significant adverse change in legal factors or in the business climate that could affect the value of a long-lived asset, including an adverse action or assessment by a regulator;
- an accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of a long-lived asset;
- a current-period operating or cash flow loss combined with a history of operating or cash flow losses or a projection or forecast that demonstrates continuing losses associated with the use of a long-lived asset; and
- a current expectation that, it is more likely than not that, a long-lived asset will be sold or otherwise disposed of significantly before the end of its previously estimated useful life.

We review our portfolio on an on-going basis to evaluate the existence of any of the aforementioned events or changes in circumstances that would require us to test for recoverability. In general, our review of recoverability is based on an estimate of the future undiscounted cash flows, excluding interest charges, expected to result from the property's use and eventual disposition. These estimates consider factors such as expected future operating income, market and other applicable trends and residual value expected, as well as the effects of hotel demand, competition and other factors. If impairment exists due to the inability to recover the carrying value of a property, an impairment loss is recorded to the extent that the carrying value exceeds the estimated fair value of the property. We are required to make subjective assessments as to whether there are impairments in the values of our investments in hotel properties. These assessments have a direct impact on our net income because recording an impairment loss results in an immediate negative adjustment to net income.

## Investment in Joint Ventures

Properties owned in joint ventures are consolidated if the determination is made that we are the primary beneficiary in a variable interest entity (VIE) or we maintain control of the asset through our voting interest or other rights in the operation of the entity. We evaluate whether we have a controlling financial interest in a VIE through means other than voting rights and determine whether we should include the VIE in our consolidated financial statements. Our examination of each joint venture consists of reviewing the sufficiency of equity at risk, controlling financial interests, voting rights, and the obligation to absorb expected losses and expected gains, including residual returns. Control can also be demonstrated by the ability of the general partner to manage day-to-day operations, refinance debt and sell the assets of the partnerships without the consent of the limited partners and the inability of the limited partners to replace the general partner. This evaluation requires significant judgment.

If it is determined that we do not have a controlling interest in a joint venture, either through our financial interest in a VIE or our voting interest in a voting interest entity, the equity method of accounting is used. Under this method, the investment, originally recorded at cost, is adjusted to recognize our share of net earnings or losses of the affiliates as they occur rather than as dividends or other distributions are received, limited to the extent of our investment in, advances to and commitments for the investee. Pursuant to our joint venture agreements, allocations of profits and losses of some of our investments in unconsolidated joint ventures may be allocated disproportionately as compared to nominal ownership percentages due to specified preferred return rate thresholds.

## Accounting for Derivative Financial Investments and Hedging Activities

We use derivatives to hedge, fix and cap interest rate risk and we account for our derivative and hedging activities using SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities," as amended, which requires all

derivative instruments to be carried at fair value on the balance sheet. Derivative instruments designated in a hedge relationship to mitigate exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. We formally document all relationships between hedging instruments and hedged items, as well as our risk-management objective and strategy for undertaking each hedge transaction. Cash flow hedges that are considered highly effective are accounted for by recording the fair value of the derivative instrument on the balance sheet as either an asset or liability, with a corresponding amount recorded in other comprehensive income within shareholders' equity. Amounts are reclassified from other comprehensive income to the income statements in the period or periods the hedged forecasted transaction affects earnings.

Under cash flow hedges, derivative gains and losses not considered highly effective in hedging the change in expected cash flows of the hedged item are recognized immediately in the income statement. For hedge transactions that do not qualify for the short-cut method, at the hedge's inception and on a regular basis thereafter, a formal assessment is performed to determine whether changes in the cash flows of the derivative instruments have been highly effective in offsetting changes in cash flows of the hedged items and whether they are expected to be highly effective in the future.

Index

RECENTLY ISSUED ACCOUNTING STANDARDS

SFAS No. 157

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, “Fair Value Measurements” (“SFAS No. 157”). SFAS No. 157 establishes a new definition of fair value, provides guidance on how to measure fair value and establishes new disclosure requirements of assets and liabilities at their fair value measurements. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007. The adoption of SFAS No. 157 is not expected to have a material effect on the Company’s financial statements.

SFAS No. 159

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, “The Fair Value Option for Financial Assets and Financial Liabilities—Including an amendment of FASB Statement No. 115” (“SFAS 159”). SFAS 159 permits entities to choose to measure many financial instruments and certain other items at fair value and requires certain disclosures for amounts for which the fair value option is applied. This standard is effective as of the beginning of an entity’s first fiscal year that begins after November 15, 2007. Early adoption is permitted as of the beginning of a fiscal year that begins on or before November 15, 2007, provided the entity also elects to apply the provisions of Statement 157. The adoption of SFAS No. 159 is not expected to have a material effect on the Company’s financial statements.

SFAS No. 141R

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 141R, “Business Combinations” (“SFAS No. 141R”). SFAS No. 141R requires most identifiable assets, liabilities, noncontrolling interests, and goodwill acquired in a business combination to be recorded at “full fair value.” SFAS No. 141R is effective for fiscal years beginning after December 15, 2008. The Company has not determined whether the adoption of SFAS No. 141R will have a material effect on the Company’s financial statements.

SFAS No. 160

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 160, “Noncontrolling Interests in Consolidated Financial Statements” (“SFAS No. 160”). SFAS No. 160 requires noncontrolling interests (previously referred to as minority interests) to be reported as a component of equity, which changes the accounting for transactions with noncontrolling interest holders. SFAS No. 160 is effective for fiscal years beginning after December 15, 2008. The Company has not determined whether the adoption of SFAS No. 160 will have a material effect on the Company’s financial statements.

RELATED PARTY TRANSACTIONS

We have entered into a number of transactions and arrangements that involve related parties. For a description of the transactions and arrangements, please see the Notes to the consolidated financial statements.

CONTRACTUAL OBLIGATIONS AND COMMERCIAL COMMITMENTS

The following table summarizes our contractual obligations and commitments to make future payments under contracts, such as debt and lease agreements, as of December 31, 2007.

|                         |      |      |      |      |      |            |
|-------------------------|------|------|------|------|------|------------|
| Contractual Obligations | 2008 | 2009 | 2010 | 2011 | 2012 | Thereafter |
|-------------------------|------|------|------|------|------|------------|



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(in thousands)

|                                     |            |           |           |           |           |            |
|-------------------------------------|------------|-----------|-----------|-----------|-----------|------------|
| Long Term Debt                      | \$ 25,670  | \$ 66,687 | \$ 31,669 | \$ 6,802  | \$ 12,144 | \$ 476,409 |
| Interest Expense on Long Term Debt  | 37,055     | 32,572    | 30,073    | 29,655    | 28,887    | 87,586     |
| Credit Facility                     | 43,700     | -         | -         | -         | -         | -          |
| Interest Expense on Credit Facility | 2,841      | -         | -         | -         | -         | -          |
| Hotel Ground Rent                   | 606        | 615       | 622       | 648       | 681       | 66,496     |
| Total                               | \$ 109,872 | \$ 99,874 | \$ 62,364 | \$ 37,105 | \$ 41,712 | \$ 630,491 |

The carrying value of the mortgages and notes payable and the line of credit exceeded the fair value by approximately \$52 million at December 31, 2007.

Index

## Item 7A. Quantitative and Qualitative Disclosures About Market Risk (in thousands, except per share data)

Our primary market risk exposure is to changes in interest rates on our variable rate Line of Credit and other floating rate debt. At December 31, 2007, we maintained a balance of \$43,700 under our Line of Credit. The total fixed rate mortgages payable of \$553,039 had a current weighted average interest rate of 6.19%. The total floating rate mortgages payable of \$66,341 had a current weighted average interest rate of 7.43%.

Our interest rate risk objectives are to limit the impact of interest rate fluctuations on earnings and cash flows and to lower our overall borrowing costs. To achieve these objectives, we manage our exposure to fluctuations in market interest rates for a portion of our borrowings through the use of fixed rate debt instruments to the extent that reasonably favorable rates are obtainable with such arrangements. We may enter into derivative financial instruments such as interest rate swaps or caps and treasury options or locks to mitigate our interest rate risk on a related financial instrument or to effectively lock the interest rate on a portion of our variable rate debt. Currently, we have an interest rate swap related to debt on the Four Points by Sheraton, Revere and an interest rate cap related to debt on Hotel 373, New York, NY. We do not intend to enter into derivative or interest rate transactions for speculative purposes.

As of December 31, 2007, approximately 89.3% of our outstanding mortgages payable are subject to fixed rates, including the debt whose rate is fixed through a derivative instrument, while approximately 10.7% of our outstanding mortgages payable are subject to floating rates. As of December 31, 2006, approximately 95.5% of our outstanding mortgages payable were subject to fixed rates, including the debt whose rate is fixed through a derivative instrument, while approximately 4.5% of our outstanding mortgages payable were subject to floating rates. The total weighted average interest rate on our debt and Line of Credit as of December 31, 2007 was approximately 6.35%, compared to 6.37% as of December 31, 2006. If the interest rate for our Line of Credit and other variable rate debt was 100 basis points higher or lower during the period ended December 31, 2007, our interest expense for the year ended December 31, 2007 would have been increased or decreased by approximately \$1,003.

Changes in market interest rates on our fixed-rate debt impact the fair value of the debt, but it has no impact on interest incurred for cash flow. If interest rates rise 100 basis points and our fixed rate debt balance remains constant, we expect the fair value of our debt to decrease. The sensitivity analysis related to our fixed-rate debt assumes an immediate 100 basis point move in interest rates from their December 31, 2007 levels, with all other variables held constant. A 100 basis point increase in market interest rates would result in the fair value of our fixed-rate debt approximating \$569 million, and a 100 basis point decrease in market interest rates would result in the fair value of our fixed-rate debt approximating \$659 million.

We regularly review interest rate exposure on our outstanding borrowings in an effort to minimize the risk of interest rate fluctuations. For debt obligations outstanding at December 31, 2007, the following table presents expected principal repayments and related weighted average interest rates by expected maturity dates (in thousands):

| Mortgages &<br>Notes Payable | 2008      | 2009      | 2010      | 2011     | 2012     | Thereafter | Total      |
|------------------------------|-----------|-----------|-----------|----------|----------|------------|------------|
| Fixed Rate Debt              | \$ 11,744 | \$ 29,568 | \$ 24,420 | \$ 6,384 | \$ 6,779 | \$ 474,145 | \$ 553,039 |
| Average Interest<br>Rate     | 6.19%     | 6.16%     | 6.06%     | 6.06%    | 6.06%    | 6.06%      | 6.10%      |
| Floating Rate<br>Debt        | \$ 13,926 | \$ 37,118 | \$ 7,249  | \$ 418   | \$ 5,366 | \$ 2,264   | \$ 66,341  |
| Average Interest<br>Rate     | 6.80%     | 6.69%     | 6.85%     | 6.84%    | 7.35%    | 7.35%      | 6.97%      |

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subtotal \$ 25,670 \$ 66,687 \$ 31,669 \$ 6,802 \$ 12,144 \$ 476,409 \$ 619,380

Credit Facility

(1) \$ 43,700 - - - - - \$ 43,700

Average Interest

Rate 6.50%  
TOTAL \$ 69,370 \$ 66,687 \$ 31,669 \$ 6,802 \$ 12,144 \$ 476,409 \$ 663,080

(1) Our Credit Facility has a term that expires in December 2008.

The table incorporates only those exposures that existed as of December 31, 2007 and does not consider exposure or positions that could arise after that date. As a result, our ultimate realized gain or loss with respect to interest rate fluctuations will depend on the exposures that arise during the future period, prevailing interest rates, and our hedging strategies at that time. The carrying value of the mortgages and notes payable and the line of credit exceeded the fair value by approximately \$52,093 at December 31, 2007.

Index

At December 31, 2007, the fair value of the interest rate swap was \$120 and is included in Accounts Payable, Accrued Expenses and Other Liabilities and at December 31, 2006, the fair value of the interest rate swap was \$47 and is included in Other Assets on the face of the consolidated balance sheets. At December 31, 2007, the fair value of the interest rate cap was \$1 and is included in Other Assets on the face of the consolidated balance sheets. The change in net unrealized gains/losses was a loss of \$257, a loss of \$94, and a gain of \$294 for the years ended December 31, 2007, 2006 and 2005, respectively, for derivatives designated as cash flow hedges which were reflected on our Balance Sheet in Accumulated Other Comprehensive Income. Hedge ineffectiveness of \$15, \$14 and \$13 on cash flow hedges was recognized in unrealized gain/loss on derivatives during 2007, 2006 and 2005, respectively.

Index

## Item 8. Financial Statements and Supplementary Data

## Hersha Hospitality Trust

|   | Page |
|---|------|
| Hersha Hospitality Trust  |      |
| Report of Independent Registered Public<br>Accounting Firm  | 46   |
| Consolidated Balance Sheets as of December<br>31, 2007 and 2006   | 47   |
| Consolidated Statements of Operations for the<br>years ended December 31, 2007, 2006 and 2005                                       | 48   |
| Consolidated Statements of Shareholders'<br>Equity and Comprehensive Income for the<br>years ended December 31, 2007, 2006 and 2005 | 50   |
| Consolidated Statements of Cash Flows for the<br>years ended December 31, 2007, 2006 and 2005                                       | 51   |
| Notes to Consolidated Financial Statements  | 52   |
| Schedule III - Real Estate and Accumulated<br>Depreciation for the year ended December 31,<br>2007                                  | 87   |

Index

Report of Independent Registered Public Accounting Firm

The Board of Trustees and Stockholders of  
Hersha Hospitality Trust:

We have audited the accompanying consolidated balance sheets of Hersha Hospitality Trust and subsidiaries as of December 31, 2007 and 2006, and the related consolidated statements of operations, shareholders' equity and comprehensive income, and cash flows for each of the years in the three-year period ended December 31, 2007. In connection with our audits of the consolidated financial statements, we have also audited the financial statement schedule as listed in the accompanying index. Hersha Hospitality Trust's management is responsible for these consolidated financial statements and financial statement schedule. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audits. We did not audit the financial statements of Mystic Partners, LLC an equity method investee company (See note 3) as of and for the year ended December 31, 2006. The Company's investment in Mystic Partners, LLC as of December 31, 2006, was \$39,180,000, and its equity in earnings of Mystic Partners, LLC was \$1,691,000 for the year ended December 31, 2006. The 2006 financial statements of Mystic Partners, LLC were audited by other auditors whose report has been furnished to us, and our opinion, insofar as it relates to the amounts included for Mystic Partners as of and for the year ended December 31, 2006, is based on the report of the other auditors.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinions.

In our opinion, based on our audits and the report of other auditors related to 2006, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Hersha Hospitality Trust and subsidiaries as of December 31, 2007 and 2006, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2007, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of Hersha Hospitality Trust and subsidiaries' internal control over financial reporting as of December 31, 2007, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 11, 2008, expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ KPMG LLP

Philadelphia, Pennsylvania  
March 11, 2008



Index


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HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
AS OF DECEMBER 31, 2007 AND 2006  
[IN THOUSANDS, EXCEPT SHARE AMOUNTS]

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|   | December 31,<br>2007 | December 31,<br>2006 |
|---|----------------------|----------------------|
| Assets:   |                      |                      |
| Investment in Hotel Properties, net of Accumulated Depreciation   | \$ 893,297           | \$ 807,784           |
| Investment in Joint Ventures  | 51,851               | 50,234               |
| Development Loans Receivable  | 58,183               | 47,016               |
| Cash and Cash Equivalents   | 12,327               | 10,316               |
| Escrow Deposits   | 13,706               | 14,927               |
| Hotel Accounts Receivable, net of allowance for doubtful accounts of \$47 and \$30  | 7,165                | 4,608                |
| Deferred Costs, net of Accumulated Amortization of \$3,252 and \$1,543  | 8,048                | 7,525                |
| Due from Related Parties  | 1,256                | 4,930                |
| Intangible Assets, net of Accumulated Amortization of \$764 and \$618   | 5,619                | 5,594                |
| Other Assets  | 16,155               | 15,274               |
| <b>Total Assets</b>   | <b>\$ 1,067,607</b>  | <b>\$ 968,208</b>    |
| Liabilities and Shareholders' Equity:   |                      |                      |
| Line of Credit  | \$ 43,700            | \$ 24,000            |
| Mortgages and Notes Payable, net of unamortized discount of \$72 and \$1,312  | 619,308              | 556,542              |
| Accounts Payable, Accrued Expenses and Other Liabilities  | 17,728               | 14,740               |
| Dividends and Distributions Payable   | 9,688                | 8,985                |
| Due to Related Parties  | 2,025                | 3,297                |
| <b>Total Liabilities</b>  | <b>692,449</b>       | <b>607,564</b>       |
| Minority Interests:   |                      |                      |
| Common Units  | \$ 42,845            | \$ 25,933            |
| Interest in Consolidated Joint Ventures   | 1,908                | 3,092                |
| <b>Total Minority Interests</b>   | <b>44,753</b>        | <b>29,025</b>        |
| Shareholders' Equity:   |                      |                      |
| Preferred Shares - 8% Series A, \$.01 Par Value, 29,000,000 and 10,000,000 Shares Authorized at December 31, 2007 and 2006, 2,400,000 Shares Issued and Outstanding at December 31, 2007 and 2006 (Aggregate Liquidation Preference \$60,000 at December 30, 2007 and 2006) | 24                   | 24                   |
| Common Shares - Class A, \$.01 Par Value, 80,000,000 and 50,000,000 Shares Authorized at December 2007 and 2006, 41,203,612 and 40,671,950  | 412                  | 405                  |



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Shares Issued and Outstanding at December 31, 2007 and 2006

Common Shares - Class B, \$.01 Par Value, 1,000,000 and 50,000,000

Shares Authorized at December 31, 2007 and 2006 None Issued and Outstanding

|   |                     |                   |
|---|---------------------|-------------------|
|   | -                   | -                 |
| Accumulated Other Comprehensive Income            | (23)                | 233               |
| Additional Paid-in Capital                        | 397,127             | 381,592           |
| Distributions in Excess of Net Income             | (67,135)            | (50,635)          |
| <b>Total Shareholders' Equity</b>                 | <b>330,405</b>      | <b>331,619</b>    |
| <b>Total Liabilities and Shareholders' Equity</b> | <b>\$ 1,067,607</b> | <b>\$ 968,208</b> |

The Accompanying Notes Are an Integral Part of These Consolidated Financial Statements.

Index


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HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF OPERATIONS  
FOR THE YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005  
[IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

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|  | 2007       | 2006       | 2005      |
|--|------------|------------|-----------|
| Revenue:   |            |            |           |
| Hotel Operating Revenues   | \$ 229,462 | \$ 135,274 | \$ 71,280 |
| Interest Income from Development Loans   | 6,046      | 2,487      | 3,940     |
| Land Lease Revenue   | 4,860      | 2,071      | -         |
| Hotel Lease Revenue  | 781        | 391        | -         |
| Other Revenues   | 980        | 737        | 529       |
| Total Revenues   | 242,129    | 140,960    | 75,749    |
| Operating Expenses:  |            |            |           |
| Hotel Operating Expenses   | 130,925    | 79,430     | 43,700    |
| Hotel Ground Rent  | 856        | 804        | 433       |
| Land Lease Expense   | 2,721      | 1,189      | -         |
| Real Estate and Personal Property Taxes and Property Insurance   | 11,426     | 6,089      | 3,517     |
| General and Administrative   | 8,185      | 6,238      | 4,967     |
| Depreciation and Amortization  | 34,336     | 18,954     | 8,919     |
| Total Operating Expenses   | 188,449    | 112,704    | 61,536    |
| Operating Income   | 53,680     | 28,256     | 14,213    |
| Interest Income  | 686        | 1,182      | 602       |
| Interest Expense   | 42,402     | 25,423     | 12,471    |
| Loss on Debt Extinguishment  | -          | 1,485      | -         |
| Income before income from Unconsolidated Joint Venture Investments, Minority Interests and Discontinued Operations | 11,964     | 2,530      | 2,344     |
| Income from Unconsolidated Joint Venture Investments   | 3,476      | 1,799      | 457       |
| Income before Minority Interests and Discontinued Operations   | 15,440     | 4,329      | 2,801     |
| Income allocated to Minority Interests in Continuing Operations  | 1,765      | 536        | 76        |
| Income from Continuing Operations  | 13,675     | 3,793      | 2,725     |
| Discontinued Operations, net of minority interests (Note 12):  |            |            |           |
| Gain on Disposition of Hotel Properties  | 3,745      | 693        | 1,161     |
| Income (Loss) from Discontinued Operations   | 427        | 612        | (589)     |
| Income from Discontinued Operations  | 4,172      | 1,305      | 572       |
| Net Income   | 17,847     | 5,098      | 3,297     |

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|  |           |        |          |
|--|-----------|--------|----------|
| Preferred Distributions                      | 4,800     | 4,800  | 1,920    |
| Net Income applicable to Common Shareholders | \$ 13,047 | \$ 298 | \$ 1,377 |

The Accompanying Notes Are an Integral Part of These Consolidated Financial Statements.

48

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Index


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HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF OPERATIONS  
FOR THE YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005  
[IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

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|  | 2007        | 2006         | 2005       |
|--|-------------|--------------|------------|
| Earnings Per Share:  |             |              |            |
| BASIC  |             |              |            |
| Income (loss) from continuing operations applicable to common shareholders | \$ 0.22     | \$ (0.04)    | \$ 0.04    |
| Income from Discontinued Operations  | \$ 0.10     | \$ 0.05      | \$ 0.03    |
| Net Income applicable to common shareholders                               | \$ 0.32     | \$ 0.01      | \$ 0.07    |
| DILUTED  |             |              |            |
| Income (loss) from continuing operations applicable to common shareholders | \$ 0.22*    | \$ (0.04)*   | \$ 0.04    |
| Income from Discontinued Operations  | \$ 0.10*    | \$ 0.05 *    | \$ 0.03    |
| Net Income applicable to common shareholders                               | \$ 0.32*    | \$ 0.01 *    | \$ 0.07    |
| Weighted Average Common Shares Outstanding:                                |             |              |            |
| Basic  | 40,718,724  | 27,118,264   | 20,293,554 |
| Diluted  | 40,718,724* | 27,118,264 * | 20,299,937 |

\* Income allocated to minority interest in the Partnership has been excluded from the numerator and Partnership units have been omitted from the denominator for the purpose of computing diluted earnings per share since the effect of including these amounts in the numerator and denominator would have no impact. Weighted average Partnership units outstanding for the year ended December 31, 2007, 2006 and 2005 were 5,464,670, 3,554,361 and 2,842,057, respectively. Unvested stock awards have been omitted from the denominator for the purpose of computing diluted earnings per share for the years ended December 31, 2007 and 2006 since the effect of including these amounts in the denominator would be anti-dilutive to income (loss) from continuing operations applicable to common shareholders.

The Accompanying Notes Are an Integral Part of These Consolidated Financial Statements.

Index

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY AND COMPREHENSIVE INCOME  
FOR THE YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005  
[IN THOUSANDS, EXCEPT SHARES]

|                                       | Class A<br>Common Shares |         | Class B<br>Common Shares |         | Class A<br>Preferred Shares |         | Additional<br>Paid-In<br>Capital | Other<br>Comprehensive<br>Income | Distributions<br>in Excess<br>of Net<br>Earnings | Total    |
|---------------------------------------|--------------------------|---------|--------------------------|---------|-----------------------------|---------|----------------------------------|----------------------------------|--|----------|
|                                       | Shares                   | Dollars | Shares                   | Dollars | Shares                      | Dollars |                                  |                                  |  |          |
| Balance at<br>December 31,<br>2004    | 20,289,983               | 203     | -                        | -       | -                           | -       | 135,363                          | 33                               | (15,807)   | 119,792  |
| Preferred Stock<br>Issuance           | -                        | -       | -                        | -       | 2,400,000                   | 24      | 58,086                           | -                                | -  | 58,110   |
| Issuance Costs                        | -                        | -       | -                        | -       | -                           | -       | (390)                            | -                                | -  | (390)    |
| Unit Conversion                       | 8,155                    | -       | -                        | -       | -                           | -       | 46                               | -                                | -  | 46       |
| Dividends<br>declared:                |                          |         |                          |         |                             |         |                                  |                                  |  |          |
| Common Stock<br>(\$0.72 per share)    | -                        | -       | -                        | -       | -                           | -       | -                                | -                                | (14,649)   | (14,649) |
| Preferred Stock<br>(\$0.89 per share) | -                        | -       | -                        | -       | -                           | -       | -                                | -                                | (1,920)  | (1,920)  |
| Dividend<br>Reinvestment<br>Plan      | 2,519                    | -       | -                        | -       | -                           | -       | 24                               | -                                | -  | 24       |
| Stock Based<br>Compensation           |                          |         |                          |         |                             |         |                                  |                                  |  |          |
| Restricted Share<br>Award Grants      | 71,000                   | -       | -                        | -       | -                           | -       | -                                | -                                | -  | -        |
| Restricted Share<br>Award Vesting     | -                        | -       | -                        | -       | -                           | -       | 99                               | -                                | -  | 99       |
| Share Grants to<br>Trustees           | 2,095                    | -       | -                        | -       | -                           | -       | -                                | -                                | -  | -        |
| Comprehensive<br>Income :             |                          |         |                          |         |                             |         |                                  |                                  |  |          |
| Other<br>Comprehensive<br>Income      | -                        | -       | -                        | -       | -                           | -       | -                                | 294                              | -  | 294      |
| Net Income                            | -                        | -       | -                        | -       | -                           | -       | -                                | -                                | 3,297  | 3,297    |
| Total<br>Comprehensive<br>Income      |                          |         |                          |         |                             |         |                                  |                                  |  | 3,591    |
| Balance at<br>December 31,<br>2005    | 20,373,752               | 203     | -                        | -       | 2,400,000                   | 24      | 193,228                          | 327                              | (29,079)   | 164,703  |

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|                                    |            |        |   |      |           |       |            |        |             |            |
|------------------------------------|------------|--------|---|------|-----------|-------|------------|--------|-------------|------------|
| Common Stock Issuance              | 20,118,750 | 201    | - | -    | -         | -     | 191,875    | -      | -           | 192,076    |
| Issuance Costs                     | -          | -      | - | -    | -         | -     | (1,061)    | -      | -           | (1,061)    |
| Unit Conversion                    | 82,077     | 1      | - | -    | -         | -     | 649        | -      | -           | 650        |
| Reallocation of Minority Interest  | -          | -      | - | -    | -         | -     | (3,467)    | -      | -           | (3,467)    |
| Dividends declared:                |            |        |   |      |           |       |            |        |             |            |
| Common Stock (\$0.72 per share)    | -          | -      | - | -    | -         | -     | -          | -      | (21,854)    | (21,854)   |
| Preferred Stock (\$2.00 per share) | -          | -      | - | -    | -         | -     | -          | -      | (4,800)     | (4,800)    |
| Dividend Reinvestment Plan         | 2,871      | -      | - | -    | -         | -     | 29         | -      | -           | 29         |
| Stock Based Compensation           |            |        |   |      |           |       |            |        |             |            |
| Restricted Share Award Grants      | 89,500     | -      | - | -    | -         | -     | -          | -      | -           | -          |
| Restricted Share Award Vesting     | -          | -      | - | -    | -         | -     | 293        | -      | -           | 293        |
| Share Grants to Trustees           | 5,000      | -      | - | -    | -         | -     | 46         | -      | -           | 46         |
| Comprehensive Income:              |            |        |   |      |           |       |            |        |             |            |
| Other Comprehensive Income         | -          | -      | - | -    | -         | -     | -          | (94)   | -           | (94)       |
| Net Income                         | -          | -      | - | -    | -         | -     | -          | -      | 5,098       | 5,098      |
| Total Comprehensive Income         |            |        |   |      |           |       |            |        |             | 5,004      |
| Balance at December 31, 2006       | 40,671,950 | \$ 405 | - | \$ - | 2,400,000 | \$ 24 | \$ 381,592 | \$ 233 | \$ (50,635) | \$ 331,619 |
| Unit Conversion                    | 306,460    | 3      | - | -    | -         | -     | 2,366      | -      | -           | 2,369      |
| Unit Conversion Costs              | -          | -      | - | -    | -         | -     | (142)      | -      | -           | (142)      |
| Reallocation of Minority Interest  | -          | -      | - | -    | -         | -     | 12,422     | -      | -           | 12,422     |
| Dividends declared:                |            |        |   |      |           |       |            |        |             |            |
| Common Stock (\$0.72 per share)    | -          | -      | - | -    | -         | -     | -          | -      | (29,547)    | (29,547)   |
| Preferred Stock (\$2.00 per share) | -          | -      | - | -    | -         | -     | -          | -      | (4,800)     | (4,800)    |
| Dividend Reinvestment Plan         | 2,620      | 1      | - | -    | -         | -     | 29         | -      | -           | 30         |
| Stock Based Compensation           |            |        |   |      |           |       |            |        |             |            |

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|                                |            |        |   |      |           |       |            |         |             |            |
|--------------------------------|------------|--------|---|------|-----------|-------|------------|---------|-------------|------------|
| Restricted Share Award Grants  | 214,582    | -      | - | -    | -         | -     | -          | -       | -           | -          |
| Restricted Share Award Vesting | -          | 2      | - | -    | -         | -     | 766        | -       | -           | 768        |
| Share Grants to Trustees       | 8,000      | 1      | - | -    | -         | -     | 94         | -       | -           | 95         |
| Comprehensive Income:          |            |        |   |      |           |       |            |         |             |            |
| Other Comprehensive Income     | -          | -      | - | -    | -         | -     | -          | (256)   | -           | (256)      |
| Net Income                     | -          | -      | - | -    | -         | -     | -          | -       | 17,847      | 17,847     |
| Total Comprehensive Income     |            |        |   |      |           |       |            |         |             | 17,591     |
| Balance at December 31, 2007   | 41,203,612 | \$ 412 | - | \$ - | 2,400,000 | \$ 24 | \$ 397,127 | \$ (23) | \$ (67,135) | \$ 330,405 |

The Accompanying Notes Are an Integral Part of These Consolidated Financial Statements.

Index


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HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005  
[IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

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|   | 2007      | 2006      | 2005      |
|---|-----------|-----------|-----------|
| Operating activities:   |           |           |           |
| Net Income  | \$ 17,847 | \$ 5,098  | \$ 3,297  |
| Adjustments to reconcile net income to net cash provided by operating activities: |           |           |           |
| Gain on disposition of hotel assets held for sale                                 | (4,248)   | (784)     | (1,323)   |
| Depreciation  | 34,963    | 20,131    | 10,696    |
| Amortization  | 1,812     | 1,118     | 672       |
| Debt extinguishment   | -         | 1,485     | -         |
| Income allocated to minority interests  | 2,323     | 706       | 154       |
| Equity in income of unconsolidated joint ventures                                 | (3,476)   | (1,799)   | (457)     |
| Distributions from unconsolidated joint ventures                                  | 4,501     | 4,578     | 838       |
| Gain recognized on change in fair value of derivative instrument                  | (89)      | (197)     | (13)      |
| Stock based compensation expense  | 852       | 339       | 99        |
| Change in assets and liabilities:   |           |           |           |
| (Increase) decrease in:   |           |           |           |
| Hotel accounts receivable   | (2,500)   | (1,731)   | (435)     |
| Escrows   | 1,845     | (87)      | (1,074)   |
| Other assets  | (261)     | (2,781)   | (1,923)   |
| Due from related party  | 3,691     | (2,131)   | (1,431)   |
| Increase (decrease) in:   |           |           |           |
| Due to related party  | (1,291)   | (1,448)   | 4,419     |
| Accounts payable and accrued expenses   | 3,331     | 4,720     | 1,483     |
| Net cash provided by operating activities   | 59,300    | 27,217    | 15,002    |
| Investing activities:   |           |           |           |
| Purchase of hotel property assets   | (32,658)  | (395,359) | (135,059) |
| Capital expenditures  | (16,773)  | (11,020)  | (2,958)   |
| Proceeds from disposition of hotel assets held for sale                           | 11,905    | 9,800     | 6,288     |
| Deposits on hotel acquisitions  | -         | (2,100)   | (8,250)   |
| Cash paid for franchise fee intangible  | (11)      | (46)      | (302)     |
| Investment in common stock of Trust entities                                      | -         | -         | (1,548)   |
| Investment in notes receivable  | -         | (1,057)   | (1,166)   |
| Repayment of notes receivable   | 34        | 1,909     | 83        |
| Investment in development loans receivable  | (65,700)  | (51,616)  | (31,345)  |
| Repayment of development loans receivable   | 53,000    | 37,050    | 30,725    |
| Distributions from unconsolidated joint venture                                   | 6,485     | 2,767     | 411       |
| Advances and capital contributions to unconsolidated joint ventures               | (2,309)   | (4,209)   | (47,704)  |



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|  |           |           |           |
|--|-----------|-----------|-----------|
| Net used in investing activities                                   | (46,027)  | (413,881) | (190,825) |
| Financing activities:  |           |           |           |
| Proceeds from (repayments of) borrowings under line of credit, net | 19,700    | 24,000    | (1,027)   |
| Principal repayment of mortgages and notes payable                 | (20,717)  | (80,222)  | (6,189)   |
| Proceeds from mortgages and notes payable                          | 28,543    | 280,205   | 133,692   |
| Settlement (acquisition) of interest rate derivative               | -         | 79        | (23)      |
| Cash paid for deferred financing costs                             | (286)     | (1,224)   | (2,460)   |
| Proceeds from issuance of common stock, net                        | -         | 191,015   | -         |
| Proceeds from issuance of preferred stock, net                     | -         | -         | 57,720    |
| Stock issuance costs related to conversion of partnership units    | (143)     | -         | -         |
| Contributions from partners in consolidated joint ventures         | -         | -         | 198       |
| Distributions to partners in consolidated joint ventures           | (526)     | (221)     | (317)     |
| Dividends paid on common shares                                    | (29,424)  | (18,174)  | (14,599)  |
| Dividends paid on preferred shares                                 | (4,800)   | (4,800)   | (947)     |
| Distributions paid on common partnership units                     | (3,609)   | (2,458)   | (2,059)   |
| Net cash (used in) provided by financing activities                | (11,262)  | 388,200   | 163,989   |
| Net increase (decrease) in cash and cash equivalents               | 2,011     | 1,536     | (11,834)  |
| Cash and cash equivalents - beginning of year                      | 10,316    | 8,780     | 20,614    |
| Cash and cash equivalents - end of year                            | \$ 12,327 | \$ 10,316 | \$ 8,780  |

The Accompanying Notes Are an Integral Part of These Consolidated Financial Statements.

Index


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HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
 FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005  
 [IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

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## NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Hersha Hospitality Trust (“we” or the “Company”) was formed in May 1998 as a self-administered, Maryland real estate investment trust (“REIT”) for federal income tax purposes.

The Company owns a controlling general partnership interest in Hersha Hospitality Limited Partnership (“HHLP” or the “Partnership”), which owns a 99% limited partnership interest in various subsidiary partnerships. Hersha Hospitality, LLC (“HHLLC”), a Virginia limited liability company, owns a 1% general partnership interest in the subsidiary partnerships and the Partnership is the sole member of HHLLC.

The Partnership formed a wholly owned taxable REIT subsidiary, 44 New England Management Company (“44 New England” or “TRS Lessee”), to lease certain of the Company’s hotels.

As of December 31, 2007, the Company, through the Partnership and subsidiary partnerships, wholly owned fifty-three limited and full service hotels. Fifty-two of the wholly owned hotel facilities are leased to the Company’s taxable REIT subsidiary (“TRS”), 44 New England. One wholly owned hotel facility is leased to an unrelated party under a fixed lease agreement.

In addition to the wholly owned hotel properties, as of December 31, 2007, the Company owned joint venture interests in another eighteen properties. The properties owned by the joint ventures are leased to a TRS owned by the joint venture or to an entity owned by the joint venture partners and 44 New England. The following table lists the properties owned by these joint ventures:

| Joint Venture                         | Ownership | Property          | Location            | Lessee/Sublessee             |
|---------------------------------------|-----------|-------------------|---------------------|------------------------------|
| Unconsolidated Joint Ventures         |           |                   |                     |                              |
| Inn America Hospitality at Ewing, LLC | 50.0%     | Courtyard         | Ewing/Princeton, NJ | Hersha Inn America TRS Inc.  |
| PRA Glastonbury, LLC                  | 48.0%     | Hilton Garden Inn | Glastonbury, CT     | Hersha PRA TRS, Inc          |
| PRA Suites at Glastonbury, LLC        | 48.0%     | Homewood Suites   | Glastonbury, CT     | Hersha PRA LLC               |
| Mystic Partners, LLC                  | 66.7%     | Marriott          | Mystic, CT          | Mystic Partners Leaseco, LLC |
|                                       | 8.8%      | Hilton            | Hartford, CT        | Mystic Partners Leaseco, LLC |
|                                       | 66.7%     | Courtyard         | Norwich, CT         | Mystic Partners Leaseco, LLC |
|                                       | 66.7%     | Courtyard         | Warwick, RI         | Mystic Partners Leaseco, LLC |
|                                       | 66.7%     | Residence Inn     | Danbury, CT         | Mystic Partners Leaseco, LLC |

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|                                    |       |                        |                   |                              |
|------------------------------------|-------|------------------------|-------------------|------------------------------|
|                                    | 66.7% | Residence Inn          | Mystic, CT        | Mystic Partners Leaseco, LLC |
|                                    | 44.7% | Residence Inn          | Southington, CT   | Mystic Partners Leaseco, LLC |
|                                    | 66.7% | Springhill Suites      | Waterford, CT     | Mystic Partners Leaseco, LLC |
|                                    | 15.0% | Marriott               | Hartford, CT      | Mystic Partners Leaseco, LLC |
| Hiren Boston, LLC                  | 50.0% | Courtyard              | South Boston, MA  | South Bay Boston, LLC        |
| SB Partners, LLC                   | 50.0% | Holiday Inn Express    | South Boston, MA  | South Bay Sandeep, LLC       |
| Metro 29th Street Associates, LLC. | 50.0% | Holiday Inn Express    | New York, NY      | Metro 29th Sublessee, LLC    |
| Consolidated Joint Ventures        |       |                        |                   |                              |
| Logan Hospitality Associates, LLC  | 55.0% | Four Points – Sheraton | Revere/Boston, MA | Revere Hotel Group, LLC      |
| LTD Associates One, LLC            | 75.0% | Springhill Suites      | Williamsburg, VA  | HT LTD Williamsburg One LLC  |
| LTD Associates Two, LLC            | 75.0% | Residence Inn          | Williamsburg, VA  | HT LTD Williamsburg Two LLC  |

Mystic Partners, LLC owns an interest in nine hotel properties. Our interest in Mystic Partners, LLC is relative to our interest in each of the nine properties owned by the joint venture as defined in the joint venture’s governing documents. Each of the nine properties owned by Mystic Partners, LLC is leased to a separate entity that is consolidated in Mystic Partners Leaseco, LLC which is owned by 44 New England and our joint venture partner in Mystic Partners, LLC.

Index

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HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005  
[IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

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NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

The properties are managed by eligible independent management companies, including Hersha Hospitality Management, LP (“HHMLP”), HHMLP is owned in part by four of the Company’s executive officers, two of its trustees and other third party investors.

Principles of Consolidation and Presentation

The accompanying consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles and include all of our accounts as well as accounts of the Partnership, subsidiary partnerships and our wholly owned TRS Lessee. All significant inter-company amounts have been eliminated.

Consolidated properties are either wholly owned or owned less than 100% by the Partnership and are controlled by the Company as general partner of the Partnership. Properties owned in joint ventures are also consolidated if the determination is made that we are the primary beneficiary in a variable interest entity (VIE) or we maintain control of the asset through our voting interest in the entity. Control can be demonstrated by the ability of the general partner to manage day-to-day operations, refinance debt and sell the assets of the partnerships without the consent of the limited partners and the inability of the limited partners to replace the general partner. Control can be demonstrated by the limited partners if the limited partners have the right to dissolve or liquidate the partnership or otherwise remove the general partner without cause or have rights to participate in the significant decisions made in the ordinary course of the partnership’s business.

We evaluate each of our investments and contractual relationships to determine whether they meet the guidelines of consolidation. Our examination consists of reviewing the sufficiency of equity at risk, controlling financial interests, voting rights, and the obligation to absorb expected losses and expected gains, including residual returns. Based on our examination, the following entities were determined to be VIE’s: Mystic Partners, LLC; Mystic Partners Leaseco, LLC; Hersha PRA LLC; South Bay Boston, LLC; HT LTD Williamsburg One LLC; HT LTD Williamsburg Two LLC; Metro 29th Sublessee, LLC; Hersha Statutory Trust I; and Hersha Statutory Trust II. Mystic Partners, LLC is a VIE entity, however because we are not the primary beneficiary it is not consolidated by the Company. Our maximum exposure to losses due to our investment in Mystic Partners, LLC is limited to our investment in the joint venture which is \$32,928 as of December 31, 2007. Also, Mystic Partners Leaseco, LLC; Hersha PRA LLC; South Bay Boston, LLC; HT LTD Williamsburg One LLC; HT LTD Williamsburg Two LLC, and Metro 29th Sublessee, LLC lease hotel properties from our joint venture interests and are variable interest entities. These entities are consolidated by the lessors, the primary beneficiaries of each entity. Hersha Statutory Trust I and Hersha Statutory Trust II are VIEs but HHMLP is not the primary beneficiary in these entities. The accounts of Hersha Statutory Trust I and Hersha Statutory Trust II are not consolidated with and into HHLP.

We have consolidated the operations of the Logan Hospitality Associates, LLC; LTD Associates One, LLC; and LTD Associates Two, LLC joint ventures because each entity is a voting interest entity and the Company owns a majority

voting interest in the venture.

#### Use of Estimates

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

53

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Index


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HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
 FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005  
 [IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

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## NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

## Investment in Hotel Properties

The Company allocates the purchase price of hotel properties acquired based on the fair value of the acquired real estate, furniture, fixtures and equipment, and intangible assets and the fair value of liabilities assumed, including debt. The Company's investments in hotel properties are carried at cost and are depreciated using the straight-line method over the following estimated useful lives:

|                                   |               |
|-----------------------------------|---------------|
| Building and Improvements         | 7 to 40 Years |
| Furniture, Fixtures and Equipment | 5 to 7 Years  |

The Company periodically reviews the carrying value of each hotel to determine if circumstances exist indicating impairment to the carrying value of the investment in the hotel or that depreciation periods should be modified. If facts or circumstances support the possibility of impairment, the Company will prepare an estimate of the undiscounted future cash flows, without interest charges, of the specific hotel and determine if the investment in such hotel is recoverable based on the undiscounted future cash flows. If impairment is indicated, an adjustment will be made to the carrying value of the hotel to reflect the hotel at fair value. The Company does not believe that there are any facts or circumstances indicating impairment in the carrying value of any of its hotels.

In accordance with the provisions of Financial Accounting Standards Board Statement No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets," a hotel is considered held for sale when management and our independent trustees commit to a plan to sell the property, the property is available for sale, management engages in active program to locate a buyer for the property and it is probable the sale will be completed within a year of the initiation of the plan to sell.

## Investment in Unconsolidated Joint Ventures

If it is determined that we do not have a controlling interest in a joint venture, either through our financial interest in a VIE or our voting interest in a voting interest entity, the equity method of accounting is used. Under this method, the investment, originally recorded at cost, is adjusted to recognize our share of net earnings or losses of the affiliates as they occur rather than as dividends or other distributions are received, limited to the extent of our investment in, advances to and commitments for the investee. Pursuant to our joint venture agreements, allocations of profits and losses of some of our investments in unconsolidated joint ventures may be allocated disproportionately as compared to the ownership percentages due to specified preferred return rate thresholds.

The Company periodically reviews the carrying value of its investment in unconsolidated joint ventures to determine if circumstances exist indicating impairment to the carrying value of the investment. If impairment is indicated, an adjustment will be made to the carrying value of or investment in the unconsolidated joint venture. The Company does not believe that there are any facts or circumstances indicating impairment in the carrying value of any of its

investments in unconsolidated joint ventures.

#### Development Loans Receivable

The Company provides secured first-mortgage and mezzanine financing to hotel developers. Development loans receivable are recorded at cost and are reviewed for potential impairment at each balance sheet date. The Company's development loans receivable are each secured by various hotel or hotel development properties or partnership interests in hotel or hotel development properties. We have determined that development loans receivable do not constitute a financial interest in a VIE and do not consolidate the operating results of the borrower in our consolidated financial statements. Our evaluation consists of reviewing the sufficiency of the borrower's equity at risk, controlling financial interests in the borrower, voting rights of the borrower, and the borrower's obligation to absorb expected losses and expected gains, including residual returns. The analysis utilized by the Company in evaluating the development loans receivable involves considerable management judgment and assumptions.

A development loan receivable is considered impaired when it becomes probable, based on current information, that the Company will be unable to collect all amounts due according to the loan's contractual terms. The amount of impairment, if any, is measured by comparing the recorded amount of the loan to the present value of the expected cash flows or the fair value of the collateral. If a loan was deemed to be impaired, the Company would record a reserve for loan losses through a charge to income for any shortfall. To date, no such impairment charges have been recognized.

Index

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HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005  
[IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

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NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Cash and Cash Equivalents

Cash and cash equivalents represent cash on hand and in banks plus short-term investments with an initial maturity of three months or less when purchased.

Escrow Deposits

Escrow deposits include reserves for debt service, real estate taxes, and insurance and reserves for furniture, fixtures, and equipment replacements, as required by certain mortgage debt agreement restrictions and provisions.

Hotel Accounts Receivable

Hotel accounts receivable consists primarily of meeting and banquet room rental and hotel guest receivables. The Company generally does not require collateral. Ongoing credit evaluations are performed and an allowance for potential losses from uncollectible accounts is provided against the portion of accounts receivable that is estimated to be uncollectible.

Deferred Costs

Deferred loan costs are recorded at cost and amortized over the terms of the related indebtedness using the effective interest method.

Due from/to Related Parties

Due from/to Related Parties represents current receivables and payables resulting from transactions related to hotel management and project management with affiliated entities. Due from related parties results primarily from advances of shared costs incurred. Due to affiliates results primarily from hotel management and project management fees incurred. Both due to and due from related parties are generally settled within a period not to exceed one year.

Intangible Assets

Intangible assets consist of goodwill, leasehold intangibles for above-market and below-market value of in-place leases, and deferred franchise fees. Goodwill is evaluated annually for impairment in accordance with Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangibles." The leasehold intangibles are amortized over the remaining lease term. Deferred franchise fees are amortized using the straight-line method over the life of the franchise agreement.

Minority Interest



Minority Interest in the Partnership represents the limited partner's proportionate share of the equity of the Partnership. Income (Loss) is allocated to minority interest in accordance with the weighted average percentage ownership of the Partnership during the period. At the end of each reporting period the appropriate adjustments to the income (loss) are made based upon the weighted average percentage ownership of the Partnership during the period. Our ownership interest in the Partnership as of December 31, 2007, 2006 and 2005 was 86.4%, 91.4% and 87.8%, respectively. At December 31, 2007, there were 6,424,915 units outstanding with a fair market value of \$61,037.

Index

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HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005  
[IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

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NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

The Company revalues the minority interest associated with the Partnership units each quarter to maintain a proportional relationship between the book value of equity associated with common shareholders relative to that of the Unit holders since both have equivalent rights and Units are convertible into shares of common stock on a one-for-one basis.

We also maintain minority interests for the equity interest owned by third parties in Logan Hospitality Associates, LLC; LTD Associates One, LLC; and LTD Associates Two, LLC. Third parties own a 45% interest in Logan Hospitality Associates, LLC and a 25% interest in each of LTD Associates One LLC and LTD Associates Two, LLC. We allocate the income (loss) of these joint ventures to the minority interest in consolidated joint ventures based upon the ownership of the entities, preferences in distributions of cash available and the terms of each venture agreement.

Shareholders' Equity

On December 11, 2006, we completed a public offering of 7,200,000 common shares at \$11.20 per share. On December 13, 2006, the underwriter exercised its over-allotment option with respect to that offering, and we issued an additional 1,080,000 common shares at \$11.20 per share. Proceeds to us, net of underwriting discounts and commissions and expenses, were approximately \$87,658. Immediately upon closing the offering, we contributed all of the net proceeds of the offering to the Partnership in exchange for additional Partnership interests. The net offering proceeds were used to repay indebtedness and to lend additional development financing to third parties.

On September 19, 2006, we completed a public offering of 3,775,000 common shares at \$9.75 per share. On September 28, 2006, the underwriter exercised its over-allotment option with respect to that offering, and we issued an additional 566,250 common shares at \$9.75 per share. Proceeds to us, net of underwriting discounts and commissions and expenses, were approximately \$40,004. Immediately upon closing the offering, we contributed all of the net proceeds of the offering to the Partnership in exchange for additional Partnership interests. The net offering proceeds were used to repay indebtedness.

On April 28, 2006, we completed a public offering of 6,520,000 common shares at \$9.00 per share. On May 9, 2006, the underwriter exercised its over-allotment option with respect to that offering, and we issued an additional 977,500 common shares at \$9.00 per share. Proceeds to us, net of underwriting discounts and commissions and expenses, were approximately \$63,353. Immediately upon closing the offering, we contributed all of the net proceeds of the offering to the Partnership in exchange for additional Partnership interests. Of the net offering proceeds, approximately \$30,000 was used to repay indebtedness and approximately \$19,500 was used to fund property acquisitions.

Stock Based Compensation

We apply Statement of Financial Accounting Standards No. 123(R), "Share-Based Payment" (SFAS 123R) whereby we

measure the cost of employee service received in exchange for an award of equity instruments based on the grant-date fair value of the award. The cost is recognized over the period during which an employee is required to provide service in exchange for the award.

#### Derivatives and Hedging

The Company's objective in using derivatives is to add stability to interest expense and to manage its exposure to interest rate movements or other identified risks. To accomplish this objective, the Company primarily uses interest rate swaps and interest rate caps as part of its cash flow hedging strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable-rate amounts in exchange for fixed-rate payments over the life of the agreements without exchange of the underlying principal amount. Interest rate caps designated as cash flow hedges limit the Company's exposure to increased cash payments due to increases in variable interest rates.

Index

---

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005  
[IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

---

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue Recognition

We directly recognize revenue and expense for all consolidated hotels as hotel operating revenue and hotel operating expense when earned and incurred. These revenues are recorded net of any sales or occupancy taxes collected from our guests. All revenues are recorded on an accrual basis, as earned. We participate in frequent guest programs sponsored by the brand owners of our hotels and we expense the charges associated with those programs, as incurred. Revenue for interest on development loan financing is recorded in the period earned based on the interest rate of the loan and outstanding balance during the period. Development loans receivable and accrued interest on the development loans receivable are evaluated to determine if outstanding balances are collectible. Interest is recorded only if it is determined the outstanding loan balance and accrued interest balance are collectible.

We lease land to hotel developers under fixed lease agreements. In addition to base rents, these lease agreements contain provisions that require the lessee to reimburse real estate taxes, debt service and other impositions. Base rents and reimbursements for real estate taxes, debt service and other impositions are recorded in land lease revenue on an accrual basis. Expenses for real estate taxes, interest expense, and other impositions that are reimbursed under the land leases are recorded in land lease expense when they are incurred.

We lease a hotel to a third party under a fixed lease agreement. In addition to base rents, the lease agreement contains provisions that require the lessee to reimburse us for real estate taxes, capital expenditures and other impositions. Base rents and reimbursements for real estate taxes, capital expenditures and other impositions are recorded in hotel lease revenue on an accrual basis. Expenses for real estate taxes and other impositions that are reimbursed under the leases are recorded in operating expenses when incurred.

Other revenues consist primarily of fees earned for asset management services provided to hotels we own through unconsolidated joint ventures. Fees are earned as a percentage of the hotels revenue and are recorded in the period earned.

Income Taxes

The Company qualifies as a REIT under applicable provisions of the Internal Revenue Code, as amended, and intends to continue to qualify as a REIT. In general, under such provisions, a trust which has made the required election and, in the taxable year, meets certain requirements and distributes to its shareholders at least 90% of its REIT taxable income will not be subject to Federal income tax to the extent of the income which it distributes. Earnings and profits, which determine the taxability of dividends to shareholders, differ from net income reported for financial reporting purposes due primarily to differences in depreciation of hotel properties for Federal income tax purposes.

Deferred income taxes relate primarily to the TRS Lessee and are accounted for using the asset and liability method. Under this method, deferred income taxes are recognized for temporary differences between the financial reporting

bases of assets and liabilities of the TRS Lessee and their respective tax bases and for their operating loss and tax credit carry forwards based on enacted tax rates expected to be in effect when such amounts are realized or settled. However, deferred tax assets are recognized only to the extent that it is more likely than not that they will be realized based on consideration of available evidence, including tax planning strategies and other factors.

Although the TRS Lessee is expected to operate at a profit for Federal income tax purposes in future periods, the utilization of the deferred tax asset is not determinable. Therefore, any deferred tax assets have been reserved as we have not concluded that it is more likely than not that these deferred tax assets will be realizable.

#### Reclassification

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

57

---

Index

---

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005  
[IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

---

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Recent Accounting Pronouncements

SFAS No. 157

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, "Fair Value Measurements" ("SFAS No. 157"). SFAS No. 157 establishes a new definition of fair value, provides guidance on how to measure fair value and establishes new disclosure requirements of assets and liabilities at their fair value measurements. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007. The adoption of SFAS No. 157 is not expected to have a material effect on the Company's financial statements.

SFAS No. 159

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities—Including an amendment of FASB Statement No. 115" ("SFAS 159"). SFAS 159 permits entities to choose to measure many financial instruments and certain other items at fair value and requires certain disclosures for amounts for which the fair value option is applied. This standard is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007. Early adoption is permitted as of the beginning of a fiscal year that begins on or before November 15, 2007, provided the entity also elects to apply the provisions of Statement 157. The adoption of SFAS No. 159 is not expected to have a material effect on the Company's financial statements.

SFAS No. 141R

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 141R, "Business Combinations" ("SFAS No. 141R"). SFAS No. 141R requires most identifiable assets, liabilities, noncontrolling interests, and goodwill acquired in a business combination to be recorded at "full fair value." SFAS No. 141R is effective for fiscal years beginning after December 15, 2008. The Company has not determined whether the adoption of SFAS No. 141R will have a material effect on the Company's financial statements.

SFAS No. 160

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 160, "Noncontrolling Interests in Consolidated Financial Statements" ("SFAS No. 160"). SFAS No. 160 requires noncontrolling interests (previously referred to as minority interests) to be reported as a component of equity, which changes the accounting for transactions with noncontrolling interest holders. No. 160 is effective for fiscal years beginning after December 15, 2008. The Company has not determined whether the adoption of SFAS No. 160 will have a material effect on the Company's financial statements.



Index


---

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005  
[IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

---

## NOTE 2 - INVESTMENT IN HOTEL PROPERTIES

Investment in hotel properties consist of the following at December 31, 2007 and 2006:

|                                      | December 31, 2007 | December 31, 2006 |
|--------------------------------------|-------------------|-------------------|
| Land                                 | \$ 172,061        | \$ 135,943        |
| Buildings and Improvements           | 706,038           | 640,666           |
| Furniture, Fixtures and Equipment    | 105,979           | 88,179            |
| Construction in Progress             | 1,541             | 4,359             |
|                                      | 985,619           | 869,147           |
| Less Accumulated Depreciation        | (92,322)          | (61,363)          |
| Total Investment in Hotel Properties | \$ 893,297        | \$ 807,784        |

Depreciation expense was \$34,895, \$20,120 and \$10,693 for the years ended December 31, 2007, 2006 and 2005, respectively.

During the year ended December 31, 2007 we acquired the following wholly owned hotel properties:

| Hotel  | Acquisition Date | Land     | Buildings and Improvements | Furniture Fixtures and Equipment | Franchise Fees and Loan Costs | Total Purchase Price | Fair Value of Assumed Debt |
|--|------------------|----------|----------------------------|----------------------------------|-------------------------------|----------------------|----------------------------|
| Residence Inn, Langhorne, PA                             | 1/8/2007         | \$ 1,463 | \$ 12,125                  | \$ 2,170                         | \$ 50                         | \$ 15,808            | \$ -                       |
| Residence Inn, Carlisle, PA                              | 1/10/2007        | 1,015    | 7,511                      | 1,330                            | 89                            | 9,945                | 7,000                      |
| Holiday Inn Express, Chester, NY                         | 1/25/2007        | 1,500    | 6,701                      | 1,031                            | 126                           | 9,358                | 6,700                      |
| Hampton Inn - Seaport, New York, NY                      | 2/1/2007         | 7,816    | 19,056                     | 1,729                            | 1,036                         | 29,637               | 20,202                     |
| Hotel 373 and Starbucks Lease - 5th Avenue, New York, NY | 6/1/2007         | 14,239   | 16,801                     | 3,294                            | 11                            | 34,345               | 22,000                     |
| Nevins Street, Brooklyn, NY                              | 6/11/2007 &      | 10,650   | -                          | -                                | 269                           | 10,919               | 6,500                      |



7/11/2007

|   |          |           |           |           |          |            |           |
|---|----------|-----------|-----------|-----------|----------|------------|-----------|
| Holiday Inn, Norwich,<br>CT             | 7/1/2007 | 1,984     | 12,037    | 2,041     | 67       | 16,129     | 8,162     |
| Total 2007 Wholly<br>Owned Acquisitions |          | \$ 38,667 | \$ 74,231 | \$ 11,595 | \$ 1,648 | \$ 126,141 | \$ 70,564 |

In connection with the 2007 acquisitions we acquired \$798 in working capital. In addition to cash and assumed debt, consideration included \$2,100 in deposits made in 2006. Included in the purchase price of Residence Inn, Langhorne, PA is \$226 that was reimbursed to entities that are owned in part by certain executives and affiliated trustees of the Company.

Interest rates on debt assumed in the acquisition of the Residence Inn, Carlisle, PA and the Holiday Inn Express & Suites, Chester, NY were at market rates. We assumed \$19,250 in debt with the acquisition of the Hampton Inn-Seaport, New York, NY bearing interest at a fixed rate of 6.36% which was determined to be above market rates. We recorded a premium of \$952 related to the assumption of this debt. In the acquisition of Hotel 373 – 5 th Avenue, New York, NY, we assumed \$22,000 in variable rate debt bearing interest at LIBOR plus 2.00% and an interest rate cap which effectively caps interest on this debt at 7.75%. The debt matures and the interest rate cap terminates on April 9, 2009. The interest rate cap had a fair value of \$15 on the date of acquisition. We assumed \$6,500 in variable rate debt bearing interest at LIBOR plus 2.70% with the acquisition of a parcel of land on Nevins Street in Brooklyn, NY. This parcel of land is being leased to a hotel developer that is owned in part by certain executives and affiliated trustees of the

Index


---

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005  
[IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

---

## NOTE 2 - INVESTMENT IN HOTEL PROPERTIES (continued)

Company. Lease income on the land includes payment of debt service on the assumed debt. We assumed \$8,162 in debt with the acquisition of the Holiday Inn, Norwich, CT which was repaid on July 30, 2007.

The Residence Inn, Carlisle, PA and the Hampton Inn-Seaport, New York, NY were acquired from entities that are owned by certain of the Company's executives and affiliated trustees. Included in the consideration paid for the Residence Inn, Carlisle, PA was 119,818 units in our operating partnership subsidiary valued at \$11.10 per unit that were issued to sellers that are not affiliated with the Company. Consideration paid for the Hampton Inn-Seaport, New York, NY, included 15,016 units of our operating partnership subsidiary valued at \$11.20 per unit and an \$8,208 note payable. The operating partnership units were issued to certain executives and affiliated trustees of the Company and the note payable was with entities that are owned in part by certain executives and affiliated trustees of the Company. On May 24, 2007, the note payable was fully repaid. Interest expense of \$203 was incurred on the notes payable during the year ended December 31, 2007. Included in the consideration paid for the Hotel 373 – 5 th Avenue, New York, NY were 1,000,000 units in our operating partnership subsidiary valued at \$12.32 per unit that were issued to a seller that is not affiliated with the Company. Consideration paid for the Holiday Inn, Norwich, CT, included 659,312 units of our operating partnership subsidiary valued at \$11.83, which were issued to entities that are owned in part by certain executives and affiliated trustees of the Company.

During the year ended December 31, 2006 we acquired the following wholly owned hotel properties:

## 2006 Acquisitions

| Hotel                               | Acquisition Date | Land     | Buildings and Improvements | Furniture and Fixtures Equipment | Franchise Fees and Loan Costs | Leasehold Intangible | Total Purchase Price | Fair Value of Assumed Debt and Capital Lease |
|-------------------------------------|------------------|----------|----------------------------|----------------------------------|-------------------------------|----------------------|----------------------|--|
| NJ and PA Portfolio                 | 1/3/2006         | \$ 6,207 | \$ 30,988                  | \$ 3,978                         | \$ 125                        | -                    | \$ 41,298            | \$ -   |
| Courtyard by Marriott, Scranton, PA | 2/1/2006         | 761      | 7,192                      | 831                              | 57                            | -                    | 8,841                | -  |
| Residence Inn, Tyson's Corner, VA   | 2/2/2006         | 4,283    | 14,476                     | 1,240                            | 201                           | -                    | 20,200               | 9,596  |
| Hilton Garden Inn, JFK Airport, NY  | 2/16/2006        | N/A      | 25,019                     | 3,621                            | 317                           | 226                  | 29,183               | 13,000                                       |
| KW Portfolio,                       | April and        | 4,708    | 22,926                     | 3,918                            | 198                           | -                    | 31,750               | 9,023  |

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|  |            |            |            |           |          |        |            |            |  |
|--|------------|------------|------------|-----------|----------|--------|------------|------------|--|
| MA   | May 2006   |            |            |           |          |        |            |            |  |
| Holiday Inn Express, Cambridge, MA           | 5/3/2006   | 1,956      | 9,793      | 444       | -        | -      | 12,193     | -          |  |
| Land, 39th and 8th Avenue, New York, NY      | 6/28/2006  | 21,774     | -          | -         | -        | -      | 21,774     |            |  |
| Residence Inn, Norwood, MA                   | 7/27/2006  | 1,970      | 11,760     | 1,403     | 53       | -      | 15,186     | 8,000      |  |
| Land and Building, 41st Street, New York, NY | 7/28/2006  | 10,735     | 11,051     | -         | -        | -      | 21,786     |            |  |
| Hampton Inn, Brookhaven, NY                  | 9/6/2006   | 3,131      | 17,343     | 980       | 242      | -      | 21,696     | 15,455     |  |
| Holiday Inn Express, Hauppauge, NY           | 9/1/2006   | 2,737      | 14,080     | 658       | 173      | -      | 17,648     | 10,152     |  |
| Courtyard by Marriott, Alexandria, VA        | 9/29/2006  | 6,376      | 26,089     | 2,578     | -        | -      | 35,043     |            |  |
| Hampton Inn - Chelsea, New York, NY          | 9/29/2006  | 8,905      | 33,499     | 2,930     | 843      | -      | 46,177     | 36,202     |  |
| Hyatt Summerfield Suites Portfolio           | 12/27/2006 | 29,053     | 123,030    | 16,576    | -        | -      | 168,659    | 472        |  |
| Total 2006 Wholly Owned Acquisitions         |            | \$ 102,596 | \$ 347,246 | \$ 39,157 | \$ 2,209 | \$ 226 | \$ 491,434 | \$ 101,900 |  |

\*The \$8,000 assumed mortgage for Residence Inn, Norwood was repaid in full in September 2006.

On August 29, 2003, HT/CNL Metro Hotels, LP purchased the Hampton Inn, (Manhattan) Chelsea, NY. We owned a one-third equity interest in this joint venture partnership while CNL Hospitality Partners LP (“CNL”) owned the remaining equity interests. On September 29, 2006 we acquired CNL’s remaining equity interest in the venture. Prior to the acquisition of the CNL’s remaining interest our investment in joint venture was \$4,409 and was recorded in investments in joint ventures. Our share of the operating results of the venture through September 29, 2006 is included in Income from Unconsolidated Joint Ventures on the statement of operations.

Index

---

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005  
[IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

---

NOTE 2 - INVESTMENT IN HOTEL PROPERTIES (continued)

Included in the acquisition of the Hilton Garden Inn at the JFK Airport, New York, was a land lease for the underlying land with a remaining term of approximately 93 years. The remaining lease payments were determined to be below market value and as a result, \$226 of the purchase price was allocated to an intangible asset. Included in the acquisition of the Courtyard by Marriott in Brookline, Massachusetts in 2005, was a prepaid land lease for the underlying land with a remaining term of approximately 90 years. This prepaid land lease is classified as an intangible asset with a value of \$3,570. Both lease intangibles are recorded in intangible assets on the consolidated balance sheet and are being amortized over the remaining lives of the leases.

The interest rate on the fixed rate debt assumed in the acquisitions of the KW Portfolio is 5.67% and was below the market rate of interest on the date of the acquisition. The interest rate on the fixed rate debt assumed in the acquisition of the Holiday Inn Express, Hauppauge, New York is 5.701% and was below the market rate of interest on the date of the acquisition. As a result, a discount of \$354 was recorded for the mortgage assumed in the acquisition of the KW Portfolio and a discount of \$472 was recorded on the debt assumed in the acquisition of the Holiday Inn Express in Hauppauge, New York. The discounts reduce the principal balances recorded in mortgages and notes payable. The discount is being amortized over the remaining life of the debt and is recorded as interest expense. Interest rates on debt assumed in the acquisition of the Residence Inn, Tyson's Corner, Virginia; the Hilton Garden Inn, JFK Airport, New York and the Hampton Inn, Brookhaven, New York were at market rates.

As part of the acquisition of the Hyatt Summerfield Suites Portfolio, HHLP entered into a management agreement with Lodgeworks, L.P. (Lodgeworks) to manage all seven properties in the portfolio. Lodgeworks extended a \$996 interest-free loan to HHLP for working capital contributions that is due at either the termination or expiration of the agreement. Since the interest rate on the note payable is below the market rate of interest at the date of the acquisition, a discount of \$524 was recorded on the note payable. The discount reduces the principal balances recorded in the mortgages and notes payable and is being amortized over the remaining life of the management agreement and is recorded as interest expense.

The purchase agreement entered into for the 2006 acquisition of the Courtyard, Langhorne, PA; the Fairfield Inn, Bethlehem, PA; and the Fairfield Inn, Mt. Laurel, NJ contains certain provisions that entitled the seller to an earn-out payment of up to \$2,500 based on the collective Net Operating Income thresholds of the three properties, as defined. The earn-out period expired on September 30, 2007 and based on the operating results of these properties, no earn-out was paid by the Company to the seller. On December 28, 2006, we closed on the acquisition of seven Summerfield Suites. The purchase agreement for this acquisition contains certain provisions that entitle the seller to an earn-out payment of up to \$6,000 based on the Net Operating Income of the properties, as defined. The earn-out period expires on December 31, 2009. On January 8, 2007, we closed on the acquisition of the Residence Inn, Langhorne, PA. The purchase agreement for this acquisition contains certain provisions that entitle the seller to an earn-out payment of up to \$1,000 based on the Net Operating Income of the property, as defined. The earn-out period expires on August 31, 2008. We are currently unable to determine whether amounts will be paid under these two earn-out provisions since significant time remains until the expiration of the earn-out periods. Due to uncertainty of

the amounts that will ultimately be paid, if any, no accrual has been recorded on the consolidated balance sheet for amounts due under these earn-out provisions. In the event amounts are payable under these provisions, payments made will be recorded as additional consideration given for the properties.

On February 15, 2006, we acquired an 80% joint venture interest in an entity that owns the Hampton Inn, Philadelphia, PA. The entity that sold the 80% interest was owned, in part, by certain executives and affiliated trustees of the Company. On October 1, 2007, we acquired the remaining 20% interest from our joint venture partners. The following is the allocation of purchase price for each step of the acquisition:

Index


---

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005  
[IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

---

## NOTE 2 - INVESTMENT IN HOTEL PROPERTIES (continued)

|   | Acquisition<br>Date | Land     | Buildings<br>and<br>Improvements | Furniture<br>Fixtures and<br>Equipment | Franchise<br>Fees and<br>Loan Costs | Total     |
|---|---------------------|----------|----------------------------------|--|-------------------------------------|-----------|
| Acquisition of<br>80% Interest              | 2/15/2006           | \$ 2,928 | \$ 21,062                        | \$ 3,029                               | \$ 117                              | \$ 27,136 |
| Acquisition of<br>Remaining 20%<br>Interest | 10/1/2007           | 744      | 4,850                            | 790                                    | -                                   | 6,384     |

Consideration paid for the remaining 20% interest in the Hampton Inn, Philadelphia, PA consisted of 406,877 units of our operating partnership subsidiary valued at \$10.23, which were issued to entities that are owned in part by certain executives and affiliated trustees of the Company. Prior to the acquisition of the remaining 20% interest, the Hampton Inn, Philadelphia, PA was reported as a consolidated joint venture and its assets and liabilities were included in the Company's consolidated balance sheet and non-controlling interest of \$588 was reported as Minority Interests. As a result of acquiring the remaining 20% interest in the venture, our investment in hotel properties was increased as follows:

|  | Land   | Buildings and<br>Improvements | Furniture<br>Fixtures<br>and<br>Equipment | Total    |
|--|--------|-------------------------------|---|----------|
| Purchase Price   | \$ 744 | \$ 4,850                      | \$ 790                                    | \$ 6,384 |
| Less:  |        |                               |   |          |
| Net book value included<br>in consolidated financial<br>statements prior to<br>acquisition | (193)  | (2,396)                       | (220)                                     | (2,809)  |
| Step-up in value included<br>in consolidated financial<br>statements after<br>acquisition  | \$ 551 | \$ 2,454                      | \$ 570                                    | \$ 3,575 |

All of the newly acquired wholly owned hotels are leased to the TRS Lessee, and all are managed by HHMLP, except for the Courtyard by Marriott, Alexandria and the Hyatt Summerfield Suites Portfolio which are managed by unrelated third parties.

Beginning on July 1, 2006, the Holiday Inn Conference Center, New Cumberland, Pennsylvania was leased to an unrelated party under a five-year fixed rent lease agreement. Prior to July 1, 2006, this hotel was leased to our wholly owned TRS and operating revenues and expenses of the hotel were recorded in hotel operating revenue and hotel operating expenses. Hotel lease revenue of \$781 and \$391 was recorded in the twelve months ended December 31, 2007 and 2006, respectively, related to the lease of this property.

#### Pro Forma Operating Results (Unaudited)

The following condensed pro forma financial data is presented as if all 2007 and 2006 acquisitions had been consummated as of January 1, 2006. Properties acquired without any operating history are excluded from the condensed pro forma operating results. The condensed pro forma information is not necessarily indicative of what actual results of operations of the Company would have been assuming the acquisitions had been consummated at the beginning of the year presented, nor does it purport to represent the results of operations for future periods.

Index


---

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
 FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005  
 [IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

---

## NOTE 2 - INVESTMENT IN HOTEL PROPERTIES (continued)

|  | For the Year Ended December 31, |            |
|--|---------------------------------|------------|
|  | 2007                            | 2006       |
| Pro Forma Total Revenues   | \$ 244,463                      | \$ 205,289 |
| Pro Forma Income from Continuing Operations<br>applicable to Common Shareholders | \$ 13,343                       | \$ 4,894   |
| Income from Discontinued Operations  | 4,172                           | 1,305      |
| Pro Forma Net Income   | 17,515                          | 6,199      |
| Preferred Distributions  | 4,800                           | 4,800      |
| Pro Forma Net Income applicable to Common<br>Shareholders                        | \$ 12,715                       | \$ 1,399   |
| Pro Forma Income applicable to Common<br>Shareholders per Common Share           |                                 |            |
| Basic  | \$ 0.31                         | \$ 0.05    |
| Diluted  | \$ 0.31                         | \$ 0.05    |
| Weighted Average Common Shares Outstanding                                       |                                 |            |
| Basic  | 40,718,724                      | 27,118,264 |
| Diluted  | 40,718,724                      | 27,118,264 |



Index


---

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005  
[IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

---

## NOTE 3 — INVESTMENT IN UNCONSOLIDATED JOINT VENTURES

As of December 31, 2007 and December 31, 2006 our investment in unconsolidated joint ventures consisted of the following:

| Joint Venture                          | Hotel Properties                                | Percent Owned | Preferred Return     | December 31, |           |
|--|---|---------------|----------------------|--------------|-----------|
|  |   |               |                      | 2007         | 2006      |
| PRA Glastonbury, LLC                   | Hilton Garden Inn, Glastonbury, CT              | 48%*          | 11.0% cumulative     | \$ 945       | \$ 463    |
| Inn American Hospitality at Ewing, LLC | Courtyard by Marriott, Ewing, NJ                | 50.0%         | 11.0% cumulative     | 1,016        | 1,414     |
| Hiren Boston, LLC                      | Courtyard by Marriott, Boston, MA               | 50.0%         | N/A                  | 4,148        | 4,871     |
| SB Partners, LLC                       | Holiday Inn Express, Boston, MA                 | 50.0%         | N/A                  | 2,010        | 2,213     |
| Mystic Partners, LLC                   | Hilton and Marriott branded hotels in CT and RI | 8.8%-66.7%    | 8.5% non-cumulative  | 32,928       | 39,180    |
| PRA Suites at Glastonbury, LLC         | Homewood Suites, Glastonbury, CT                | 48%           | 10.0% non-cumulative | 2,808        | 2,093     |
| Metro 29th Street Associates, LLC      | Holiday Inn Express, New York, NY               | 50.0%         | N/A                  | 7,996        | -         |
|  |   |               |                      | \$ 51,851    | \$ 50,234 |

\* Percent owned was 40.0% through March 31, 2007. On April 1, 2007 our percent owned increased to 48.0%.

During the years ended December 31, 2007 and 2006 we acquired interests in the following unconsolidated joint ventures:

| Joint Venture                     | Assets Owned by Joint Venture     | Date Acquired | The Partnership's Ownership in Asset | The Partnership's Preferred Return |
|-----------------------------------|-----------------------------------|---------------|--------------------------------------|------------------------------------|
| Metro 29th Street Associates, LLC | Holiday Inn Express, New York, NY | 2/1/2007      | 50.0%                                | N/A                                |
| PRA Suites at Glastonbury, LLC    | Homewood Suites, Glastonbury, CT  | 6/15/2006     | 40.0%                                | 10.0%                              |

On February 1, 2007 we acquired a 50.0% interest in Metro 29th Street Associates, LLC (“Metro 29th”), the lessee of the 228 room Holiday Inn Express-Manhattan, New York, NY, for approximately \$6,817. Metro 29 th holds a twenty five year lease with certain renewal options at the end of the lease term. We also acquired an option to acquire a 50% interest in the entity that owns the Holiday Inn Express-Manhattan. The option is exercisable after February 1, 2012 or upon termination of Metro 29 th Street’s lease of the hotel and expires at the end of the lease term. The fair value of the option was \$933 at the time of acquisition and is recorded in other assets on our consolidated balance sheet. We issued 694,766 units in our operating partnership valued at \$11.15 per unit for our interest in Metro 29 th and the option. Metro 29 th Street entered into an agreement with Metro 29 th Sublessee, LLC, a joint venture owned by 44 New England and our joint venture partner, to sublease the hotel property. The hotel is managed by HHMLP.

The PRA Suites at Glastonbury, LLC (“PRA Suites”) joint venture agreement provides for a 10% preferred return based on our contributed equity interest in PRA Suites. Cash distributions will be made from cash available for distribution, first, to us to provide a 10% annual non-compounded return on our capital contributions and then to our joint venture partner to provide a 10% annual non-compounded return of their contributions. The 10% returns are not cumulative. Any remaining cash available for distribution will be distributed 40% to us. PRA Suites allocates income to us and our joint venture partner consistent with the allocation of cash distributions and liquidating distributions.

On April 1, 2007, we increased our investment in PRA Glastonbury, LLC, the owner of the Hilton Garden Inn, Glastonbury, CT, and PRA Suites at Glastonbury, LLC, the owner of the Homewood Suites, Glastonbury, CT by acquiring an additional 8% preferred interest from our partner in each venture. The purchase prices for our additional equity interests were \$780 and \$716 for PRA Glastonbury, LLC and PRA Suites at Glastonbury, LLC, respectively.

Index


---

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005  
[IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

---

## NOTE 3 — INVESTMENT IN UNCONSOLIDATED JOINT VENTURES (continued)

Income from our unconsolidated joint ventures is allocated to us and our joint venture partners consistent with the allocation of cash distributions in accordance with the joint venture agreements. Any difference between the carrying amount of these investments and the underlying equity in net assets is amortized over the expected useful lives of the properties and other intangible assets. Income (loss) recognized during the years ended December 31, 2007, 2006, and 2005 for our Investments in Unconsolidated Joint Ventures is as follows:

|   | Twelve Months Ended |            |            |
|---|---------------------|------------|------------|
|   | 12/31/2007          | 12/31/2006 | 12/31/2005 |
| PRA Glastonbury, LLC                      | \$ 47               | \$ (257)   | \$ 75      |
| Inn American Hospitality at<br>Ewing, LLC | 73                  | 160        | (79)       |
| Hiren Boston, LLC                         | 304                 | (167)      | (80)       |
| SB Partners, LLC                          | 191                 | (24)       | (26)       |
| Mystic Partners, LLC                      | 1,612               | 1,691      | 61         |
| PRA Suites at Glastonbury,<br>LLC         | (7)                 | (2)        | -          |
| Metro 29th Street<br>Associates, LLC      | 1,256               | -          | -          |
| HT/CNL Metro Hotels, LP                   | -                   | 398        | 506        |
| Total equity in income                    | \$ 3,476            | \$ 1,799   | \$ 457     |

The SB Partners and Hiren Boston joint venture agreements provided for a 10% preferred return during the first two years of the ventures based on our equity interest in the ventures. The preferred return period expired on July 1, 2007 for Hiren and October 1, 2007 for SB Partners. Subsequent to this initial two year period, cash distributions are made 50% to us and 50% to our joint venture partners in the ventures.

The Mystic Partners joint venture agreement provides for an 8.5% non-cumulative preferred return based on our contributed equity interest in the venture. Cash distributions will be made from cash available for distribution, first, to us to provide an 8.5% annual non-compounded return on our unreturned capital contributions and then to our joint venture partner to provide an 8.5% annual non-compounded return of their unreturned contributions. Any remaining cash available for distribution will be distributed to us 10.5% with respect to the net cash flow from the Hartford Marriott, 7.0% with respect to the Hartford Hilton and 56.7%, with respect to the remaining seven properties. Mystic Partners allocates income to us and our joint venture partner consistent with the allocation of cash distributions in accordance with the joint venture agreements.

Each of the Mystic Partners hotel properties, except the Hartford Hilton, is under an Asset Management Agreement

with 44 New England to provide asset management services. Fees for these services are paid monthly to 44 New England and recognized as income in the amount of 1% of operating revenues, except for the Hartford Marriott which is 0.25% of operating revenues.

The Company and our joint venture partner in Mystic Partners jointly and severally guarantee the performance of the terms of a loan to Adriaen's Landing Hotel, LLC, owner of the Hartford Marriott, in the amount of \$50,000, and 315 Trumbull Street Associates, LLC, in the amount of \$27,000, if at any time during the term of the note and during such time as the net worth of Mystic Partners falls below the amount of the guarantee. We have determined that the probability of incurring loss under this guarantee is remote and the value attributed to the guarantee is de minimis.

The following tables set forth the total assets, liabilities, equity and components of net income, including the Company's share, related to the unconsolidated joint ventures discussed above as of December 31, 2007 and December 31, 2006 and for the years ended December 31, 2007, 2006, and 2005.

Index


---

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
 FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005  
 [IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

---

## NOTE 3 — INVESTMENT IN UNCONSOLIDATED JOINT VENTURES (continued)

## Balance Sheets

|                                     | December 31,<br>2007 | December 31,<br>2006 |
|-------------------------------------|----------------------|----------------------|
| Investment in hotel properties, net | \$ 229,829           | \$ 244,113           |
| Other Assets                        | 30,000               | 24,496               |
| Assets                              | \$ 259,829           | \$ 268,609           |
|                                     |                      |                      |
| Mortgages and notes payable         | \$ 221,398           | \$ 211,576           |
| Other liabilities                   | 12,305               | 11,687               |
| Equity:                             |                      |                      |
| Hersha Hospitality Trust            | 51,851               | 50,234               |
| Other                               | (25,725)             | (4,888)              |
| Total Liabilities and Equity        | \$ 259,829           | \$ 268,609           |

## Statements of Operations

|                                       | Twelve Months Ended |            |            |
|---------------------------------------|---------------------|------------|------------|
|                                       | 12/31/2007          | 12/31/2006 | 12/31/2005 |
| Room Revenue                          | \$ 98,581           | \$ 81,285  | \$ 33,493  |
| Other Revenue                         | 31,586              | 30,016     | 8,679      |
| Operating Expenses                    | (81,873)            | (74,370)   | (26,261)   |
| Interest Expense                      | (15,421)            | (15,687)   | (5,521)    |
| Debt Extinguishment                   | (2,858)             | -          | -          |
| Lease Expense                         | (5,332)             | (393)      | (159)      |
| Property Taxes and Insurance          | (6,159)             | (5,537)    | (2,781)    |
| Federal and State Income Taxes        | (141)               | (224)      | 71         |
| General and Administrative            | (7,446)             | (7,781)    | (1,595)    |
| Depreciation, Amortization, and Other | (16,680)            | (16,993)   | (6,318)    |
| Net loss                              | \$ (5,743)          | \$ (9,684) | \$ (392)   |

Index


---

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005  
[IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

---

## NOTE 4 - DEVELOPMENT LOANS RECEIVABLE AND LAND LEASES

We have approved first mortgage and mezzanine lending to hotel developers, including entities in which our executive officers and affiliated trustees own an interest, to enable such entities to construct hotels and conduct related improvements on specific hotel projects at interest rates ranging from 10% to 13.5% (“Development Line Funding”). As of December 31, 2007 and December 31, 2006, we had Development Loans Receivable of \$58,183 and \$47,016, respectively. Interest income included in interest income from development loans was \$6,046, \$2,487, and \$3,940 for the years ended December 31, 2007, 2006, and 2005, respectively. Accrued interest on our development loans receivable was \$1,591 as of December 31, 2007 and \$883 as of December 31, 2006.

As of December 31, 2007, our development loans receivable consisted of the following:

| Hotel Property  | Borrower                       | Principal<br>Outstanding<br>12/31/2007 | Interest<br>Rate | Maturity Date      |
|---|--------------------------------|--|------------------|--------------------|
| Sheraton - JFK<br>Airport, NY                                   | Risingsam Hospitality, LLC     | \$ 10,016                              | 10%              | September 30, 2008 |
| Hampton Inn &<br>Suites - West<br>Haven, CT                     | 44 West Haven Hospitality, LLC | 2,000                                  | 10%              | October 9, 2008*   |
| Hilton Garden Inn -<br>New York, NY                             | York Street LLC                | 15,000                                 | 11%              | July 1, 2008       |
| Hampton Inn -<br>Smithfield, RI                                 | 44 Hersha Smithfield, LLC      | 2,000                                  | 10%              | October 9, 2008*   |
| Homewood Suites -<br>Newtown, PA                                | Reese Hotels, LLC              | 700                                    | 11%              | June 1, 2008       |
| Boutique Hotel -<br>Union Square, NY                            | Risingsam Union Square, LLC    | 10,000                                 | 10%              | May 31, 2008       |
| Hilton Garden<br>Inn/Homewood<br>Suites - Brooklyn,<br>NY       | 167 Johnson Street, LLC        |  |                  |                    |
| Tranche 1   |                                | 11,000                                 | 11%              | September 21, 2008 |
| Tranche 2   |                                | 9,000                                  | 13.5%            | September 24, 2008 |
| Discount  |                                | (1,533)                                |                  |                    |
| Total Hilton Garden<br>Inn/Homewood<br>Suites - Brooklyn,<br>NY |                                | 18,467                                 |                  |                    |

|                   |           |
|-------------------|-----------|
| Total Development |           |
| Loans Receivable  | \$ 58,183 |

\* Indicates borrower is a related party

In connection with originating the \$11,000 and \$9,000 development loans for the Hilton Garden Inn/Homewood Suites – Brooklyn, NY, we were granted an option to acquire a 50% interest in the entity that owns the Hilton Garden Inn – Brooklyn, NY. The option can be exercised any time during the three year period beginning on the date the property receives its certificate of occupancy or upon the borrower’s default on the development loans. The fair value of the option was \$1,688 at the time of acquisition and is recorded in other assets on our consolidated balance sheet. We recorded a discount on the development loans receivable of \$1,688 which is being amortized over life of the development loan, including the two year renewal period. Amortization of this discount is recorded as interest income from development loans on the Company’s consolidated statement of operations and was \$155 for year ended December 31, 2007.

As of December 31, 2006 our development loans receivable consisted of the following:

| Hotel Property                           | Borrower                    | Principal<br>Outstanding<br>12/31/2006 | Interest<br>Rate | Maturity Date      |
|--|-----------------------------|--|------------------|--------------------|
| Sheraton - JFK Airport,<br>NY            | Risingsam Hospitality, LLC  | \$ 9,016                               | 10%              | March 30, 2007     |
| Hilton Garden Inn -<br>Union Square, NY  | Risingsam Union Square, LLC | 10,000                                 | 10%              | May 31, 2007       |
| Holiday Inn Express -<br>29th Street, NY | Brisam Management, LLC      | 15,000                                 | 10%              | May 31, 2007       |
| Boutique Hotel -<br>Manhattan, NY        | Brisam East 52, LLC         | 3,000                                  | 10%              | December 6, 2007   |
| Boutique Hotel -<br>Manhattan, NY        | Brisam Greenwich, LLC       | 10,000                                 | 10%              | September 12, 2007 |
|  |                             | \$ 47,016                              |                  |                    |

Index


---

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
 FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005  
 [IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

---

## NOTE 4 - DEVELOPMENT LOANS RECEIVABLE AND LAND LEASES (continued)

Advances and repayments on our development loans receivable consisted of the following for the years ended December 31, 2007, 2006, and 2005:

|   | 2007      | 2006      | 2005      |
|---|-----------|-----------|-----------|
| Balance at January 1,                       | \$ 47,016 | \$ 32,450 | \$ 36,550 |
| New Advances                                | 65,700    | 51,616    | 31,325    |
| Repayments                                  | (53,000)  | (37,050)  | (30,725)  |
| Discount recorded, net of<br>amortization   | (1,533)   | -         | -         |
| Applied to Acquisition of<br>Hotel Property | -         | -         | (4,700)   |
| Balance at December 31,                     | \$ 58,183 | \$ 47,016 | \$ 32,450 |

We acquire land and improvements and lease them to entities, including entities in which our executive officers and affiliated trustees own an interest, to enable such entities to construct hotels and related improvements on the leased land. The land is leased under fixed lease agreements which earn rents at a minimum rental rate of 10% of our net investment in the leased property. Additional rents are paid by the lessee for the interest on the mortgage, real estate taxes and insurance. Revenues from our land leases are recorded in land lease revenue on our consolidated statement of operations. All expenses related to the land leases are recorded in operating expenses as land lease expense. Leased land and improvements are included in investment in hotel properties on our consolidated balance sheet. As of December 31, 2007 our investment in leased land and improvements consists of the following:

| Location                                       | Investment In Leased Properties |              |        | Total<br>Investment | Debt      | Net<br>Investment | Acquisition/<br>Lease Date | Lessee                                      |
|--|---------------------------------|--------------|--------|---------------------|-----------|-------------------|----------------------------|---|
|  | Land                            | Improvements | Other  |                     |           |                   |                            |   |
| 440 West 41st<br>Street, New<br>York, NY       | \$ 10,735                       | \$ 11,051    | \$ 196 | \$ 21,982           | \$ 12,100 | \$ 9,882          | 7/28/2006                  | Metro Forty<br>First Street,<br>LLC         |
| 39th Street and<br>8th Avenue,<br>New York, NY | 21,774                          | -            | 541    | 22,315              | 13,250    | 9,065             | 6/28/2006                  | Metro 39th<br>Street<br>Associates,<br>LLC  |
| Nevins Street,<br>Brooklyn, NY                 | 10,650                          | -            | 269    | 10,919              | 6,500     | 4,419             | 6/11/2007<br>7/11/2007     | H Nevins<br>Street<br>& Associates,<br>LLC* |



|       |           |           |          |           |           |           |
|-------|-----------|-----------|----------|-----------|-----------|-----------|
| Total | \$ 43,159 | \$ 11,051 | \$ 1,006 | \$ 55,216 | \$ 31,850 | \$ 23,366 |
|-------|-----------|-----------|----------|-----------|-----------|-----------|

\* Indicates lessee is a related party

68

---

Index


---

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005  
[IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

---

## NOTE 5 — OTHER ASSETS

Other Assets consisted of the following at December 31, 2007 and 2006:

|  | 2007      | 2006      |
|--|-----------|-----------|
| Transaction Costs  | \$ 209    | \$ 252    |
| Deposits on Hotel Acquisitions                           | 16        | 2,144     |
| Investment in Statutory Trusts                           | 1,548     | 1,548     |
| Notes Receivable   | 2,581     | 2,438     |
| Due from Lessees   | 1,986     | 2,318     |
| Prepaid Expenses   | 3,402     | 3,533     |
| Interest due on Development Loans to Non-Related Parties | 1,456     | 12        |
| Deposits on Property Improvement Plans                   | 640       | 1,405     |
| Hotel Purchase Option                                    | 2,620     | -         |
| Other  | 1,697     | 1,624     |
|  | \$ 16,155 | \$ 15,274 |

Transaction Costs - Transaction costs include legal fees and other third party transaction costs incurred relative to entering into debt facilities, issuances of equity securities or acquiring interests in hotel properties are recorded in other assets prior to the closing of the respective transactions.

Deposits on Hotel Acquisitions - Deposits paid in connection with the acquisition of hotels, including accrued interest, are recorded in other assets. As of December 31, 2007, we had \$-0- in interest bearing and non interest bearing deposits. As of December 31, 2006, we had \$2,000 in interest bearing deposits and \$100 in non-interest bearing deposits related to the acquisition of hotel properties. The interest bearing deposit as of December 31, 2006 accrued interest at 10%.

Investment in Statutory Trusts - We have an investment in the common stock of Hersha Statutory Trust I and Hersha Statutory Trust II. Our investment is accounted for under the equity method.

Notes Receivable - Notes receivable as of December 31, 2007 and 2006 include notes receivable of \$1,350 extended in November and December 2006 to the purchaser of the Holiday Inn Express, Duluth, GA; Comfort Suites, Duluth, GA; Hampton Inn, Newnan, GA; and the Hampton Inn Peachtree City, GA (collectively the "Atlanta Portfolio"). Each of these notes bears interest at 8% and have maturity dates of December 31, 2008, amended from December 31, 2007. Also included in notes receivable is a loan made to one of our unconsolidated joint venture partners in the amount of \$1,120 bearing interest at 12% with a maturity date of December 27, 2008. This loan was amended on

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December 31, 2007 to increase the note amount from \$1,000 to \$1,120, increase the interest rate from 12% to 13.5%, and extend the maturity date to December 27, 2008 from December 27, 2007.

Due from Lessees - Due from lessees represent rents due under our land lease and hotel lease agreements.

Prepaid Expense - Prepaid expenses include amounts paid for property tax, insurance and other expenditures that will be expensed in the next twelve months.

Interest due on Development Loans – Interest due on development loans represents interest income due from loans extended to non-related parties that are used to enable such entities to construct hotels and conduct related improvements on specific hotel projects. This excludes interest due on development loans from loans extended to related parties in the amounts of \$135 and \$871, as of December 31, 2007 and 2006, respectively, which is included in the Due from Related Parties caption on the face of the consolidated balance sheets.

Deposits on Property Improvement Plans – Deposits on property improvement plans consists of amounts advanced to HHMLP that is to be used to fund capital expenditures as part of our property improvement programs at certain properties.

Index


---

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
 FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005  
 [IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

---

## NOTE 6 - DEBT

## Mortgages and Notes Payable

The total mortgages payable balance at December 31, 2007, and December 31, 2006, was \$567,507 and \$504,523, respectively, and consisted of mortgages with fixed and variable interest rates ranging from 4.0% to 8.94%. The maturities for the outstanding mortgages ranged from August 2008 to January 2032. Aggregate interest expense incurred under the mortgages payable totaled \$33,767, \$20,579 and \$11,251 during 2007, 2006 and 2005, respectively. The mortgages are secured by first deeds of trust on various hotel properties with a combined net book value of \$829,008 and \$743,236 as of December 31, 2007, and 2006, respectively.

We have two junior subordinated notes payable in the aggregate amount of \$51,548 to the Hersha Statutory Trusts pursuant to indenture agreements. The \$25,774 note issued to Hersha Statutory Trust I will mature on June 30, 2035, but may be redeemed at our option, in whole or in part, beginning on June 30, 2010 in accordance with the provisions of the indenture agreement. The \$25,774 note issued to Hersha Statutory Trust II will mature on July 30, 2035, but may be redeemed at our option, in whole or in part, beginning on July 30, 2010 in accordance with the provisions of the indenture agreement. The note issued to Hersha Statutory Trust I bears interest at a fixed rate of 7.34% per annum through June 30, 2010, and the note issued to Hersha Statutory Trust II bears interest at a fixed rate of 7.173% per annum through July 30, 2010. Subsequent to June 30, 2010 for notes issued to Hersha Statutory Trust I and July 30, 2010 for notes issued to Hersha Statutory Trust II, the notes bear interest at a variable rate of LIBOR plus 3.0% per annum. Interest expense in amount of \$3,793, \$3,766, and \$2,313 was recorded during the years ended December 31, 2007, 2006, and 2005, respectively.

Aggregate annual principal payments for the Company's mortgages and notes payable for the five years following December 31, 2007 and thereafter are as follows:

|  |                      |            |
|--|----------------------|------------|
|  | 2008                 | \$ 25,670  |
|  | 2009                 | 66,687     |
|  | 2010                 | 31,669     |
|  | 2011                 | 6,802      |
|  | 2012                 | 12,144     |
|  | Thereafter           | 476,408    |
|  | Unamortized Discount | (72)       |
|  |                      | \$ 619,308 |

The carrying value of the mortgages and notes payable and the line of credit exceeded the fair value by approximately \$52,093 at December 31, 2007.

## Revolving Line of Credit

We maintain a revolving credit facility with Commerce Bank, N.A. The credit facility bears interest at either the bank's prime rate of interest minus 0.75% or LIBOR available for the periods of 1,2,3, or 6 months plus 2.00%, at the Company's option. Provisions of the credit facility allow for an increase of the principal amount of borrowings made available under the line of credit to a maximum aggregate amount of \$100,000, depending upon certain conditions described in the agreement.

The line of credit is collateralized by a first lien-security interest in all existing and future assets of HHLP, and title-insured, first-lien mortgages on the Holiday Inn Express, Harrisburg, PA, the Mainstay Suites and Sleep Inn, King of Prussia, PA, the Fairfield Inn, Laurel, MD, the Hampton Inn, Philadelphia, PA, the Residence Inn, Norwood, MA, the Residence Inn, Langhorne, PA and collateral assignment of all hotel management contracts of the management companies in the event of default. The line of credit includes certain financial covenants and requires that we maintain (1) a minimum tangible net worth of \$110,000; (2) a maximum accounts and other receivables from affiliates of \$75,000 million; and (3) certain financial ratios. The Company is in compliance with each of these covenants as of December 31, 2007. The line of credit expires on December 31, 2008. We intend to refinance remaining balances at the end of the line of credit facilities' term.

Index

---

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005  
[IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

---

NOTE 6 – DEBT (continued)

The Company maintained a line of credit balance of \$43,700 at December 31, 2007 and \$24,000 at December 31, 2006. The Company recorded interest expense of \$4,239, \$2,134 and \$186 related to the line of credit borrowings, for the years ended December 31, 2007, 2006, and 2005, respectively. The weighted average interest rate on our Line of Credit during the years ended December 31, 2007, 2006, and 2005 was 7.30%, 7.33%, and 6.10%, respectively.

Deferred Costs

Costs associated with entering into mortgages and notes payable and our revolving line of credit are deferred and amortized over the life of the debt instruments. Amortization of deferred costs is recorded in interest expense. As of December 31, 2007, deferred costs were \$8,048, net of accumulated amortization of \$3,252. Deferred costs were \$7,525, net of accumulated amortization of \$1,543, as of December 31, 2006. Amortization of deferred costs for the years ended December 31, 2007, 2006, and 2005 was \$1,724, \$944 and \$558, respectively.

Debt Extinguishment

The Sovereign Bank Line of Credit was replaced by the Commerce Line of Credit, noted above, in January 2006. As a result of this termination, we expensed \$255 in unamortized deferred costs related to the origination of the Sovereign Bank Line of Credit, which are included in the Loss on Debt Extinguishment caption on the face of the consolidated statement of operations for the year ended December 31, 2006.

On April 7, 2006, we repaid \$21,900 on our mortgage with Merrill Lynch for the Hampton Inn Herald Square property as a result of a debt refinancing. The new debt of \$26,500 has a fixed interest rate of 6.085% and a maturity date of May 1, 2016. As a result of this extinguishment, we expensed \$534 in unamortized deferred costs and prepayment penalties, which are included in the Loss on Debt Extinguishment caption on the face of the consolidated statement of operations for the year ended December 31, 2006.

On June 9, 2006, we repaid \$34,200 on our mortgage with UBS for the McIntosh Portfolio, as a result of a debt refinancing. The new debt of \$36,300 has a fixed interest rate of 6.33% and maturity date of June 11, 2016 for each of the loans associated with the McIntosh Portfolio. As a result of this extinguishment, we expensed \$374 in unamortized deferred costs, which are included in the Loss on Debt Extinguishment caption on the face of the consolidated statement of operations for the year ended December 31, 2006.

On September 9, 2006, we repaid \$8,287 on our mortgage with South New Hampshire Bank for the Residence Inn, Norwood, using proceeds from a draw on our line of credit with Commerce Bank. In connection with the mortgage assumption, the seller agreed to reimburse all pre-payment related fees associated with this payoff,

On December 27, 2006, we repaid \$12,907 on our mortgage with GE Capital for the Hilton Garden Inn, JFK, NY property as a result of a debt payoff. The new debt of \$21,000 was acquired on March 7, 2007 and has a fixed interest

rate of 5.82% and a maturity date of March 1, 2017. As a result of this extinguishment, we expensed \$322 in prepayment penalties, which are included in the Loss on Debt Extinguishment caption on the face of the consolidated statements of operations for the year ended December 31, 2006.

Index

---

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005  
[IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

---

NOTE 7 - COMMITMENTS AND CONTINGENCIES AND RELATED PARTY TRANSACTIONS

We are the sole general partner in the Partnership, which is indirectly the sole general partner of the subsidiary partnerships. The Company does not anticipate any losses as a result of our obligations as general partner.

Management Agreements

Our wholly owned TRS, 44 New England, engages eligible independent contractors, including HHMLP, as the property managers for hotels it leases from us pursuant to management agreements. Our management agreements with HHMLP provides for a five-year term and is subject to early termination upon the occurrence of defaults and certain other events described therein. As required under the REIT qualification rules, HHMLP must qualify as an “eligible independent contractor” during the term of the management agreements. Under the management agreements, HHMLP generally pays the operating expenses of our hotels. All operating expenses or other expenses incurred by HHMLP in performing its authorized duties are reimbursed or borne by our TRS to the extent the operating expenses or other expenses are incurred within the limits of the applicable approved hotel operating budget. HHMLP is not obligated to advance any of its own funds for operating expenses of a hotel or to incur any liability in connection with operating a hotel. Management agreements with other unaffiliated hotel management companies have similar terms.

As of December 31, 2007, HHMLP managed 44 of the properties leased to our TRS. HHMLP also managed three consolidated joint venture hotel properties and four unconsolidated joint venture hotel properties in which we maintain an investment. For its services, HHMLP receives a base management fee, and if a hotel exceeds certain thresholds, an incentive management fee. The base management fee for a hotel is due monthly and is equal to 3% of gross revenues associated with each hotel managed for the related month. The incentive management fee, if any, for a hotel is due annually in arrears on the ninetieth day following the end of each fiscal year and is based upon the financial performance of the hotel. There were no incentive management fees for the years ended December 31, 2007, 2006 and 2005. For the years ended December 31, 2007, 2006 and 2005, management fees incurred totaled \$5,571, \$4,361, and \$2,887, respectively, and are recorded as Hotel Operating Expenses. In addition, the Company incurred \$104 for the early termination of management contracts related to the sale of two hotels in the second quarter in 2005, \$30 related to the sale of one hotel in the second quarter of 2006, \$89 related to the sale of four hotels in the fourth quarter of 2006, and \$107 related to the sale of the two hotels in the fourth quarter of 2007. These fees are included in discontinued operations.

Administrative Services Agreement

Prior to July 1, 2005, under the terms of an administrative service agreement, HHMLP provided accounting and securities reporting services for the Company. The terms of the agreement provided for us to pay HHMLP an annual fee of \$10 per property (prorated from the time of acquisition) for each hotel in our portfolio. On July 1, 2005, the administrative service fee was replaced by monthly accounting and information technology fees for each of our wholly owned hotels. Monthly fees for accounting services are \$2 per property and monthly information technology fees are \$0.5 per property. For the years ended December 31, 2007, 2006 and 2005, the Company incurred



administrative services fees of \$0, \$0, and \$140, respectively. For the years ended December 31, 2007, 2006 and 2005, the Company incurred accounting fees of \$1,408, 1,053 and \$386. For the years ended December 31, 2007, 2006 and 2005, the Company incurred information technology fees of \$276, \$251 and \$95. Administrative services fees, accounting fees, and information technology fees are included in General and Administrative expenses.

#### Franchise Agreements

The hotel properties are operated under franchise agreements assumed by the hotel property lessee. The franchise agreements have 10 to 20 year terms but may be terminated by either the franchisee or franchisor on certain anniversary dates specified in the agreements. The franchise agreements require annual payments for franchise royalties, reservation, and advertising services, and such payments are based upon percentages of gross room revenue. These payments are paid by the hotels and charged to expense as incurred. Franchise fee expense for the years ended December 31, 2007, 2006, and 2005 was \$16,333, \$9,773 and \$5,818 respectively. The initial fees incurred to enter into the franchise agreements are amortized over the life of the franchise agreements.

Index

---

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005  
[IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

---

NOTE 7 - COMMITMENTS AND CONTINGENCIES AND RELATED PARTY TRANSACTIONS (continued)

Acquisitions from Affiliates

We have entered into an option agreement with some of our officers and affiliated trustees such that we obtain a first right of refusal to purchase any hotel owned or developed in the future by these individuals or entities controlled by them at fair market value. This right of first refusal would apply to each party until one year after such party ceases to be an officer or trustee of our Company. Since our initial public offering in 1999, we have acquired, wholly or through joint ventures, a total of 78 hotels, including 23 hotels acquired from entities controlled by our officers or trustees. Of the 23 acquisitions from these entities, 20 were newly-constructed or newly-renovated by these entities prior to our acquisition. Our Acquisition Committee of the Board of Trustees is comprised solely of independent trustees, and the purchase prices and all material terms of the purchase of hotels from related parties are negotiated with the Acquisition Committee.

Hotel Supplies

For the years ended December 31, 2007, 2006 and 2005, we incurred expenses of \$2,113, 1,686 and \$969, respectively, for hotel supplies from Hersha Hotel Supply, an unconsolidated related party, which are expenses included in Hotel Operating Expenses. Approximately \$149 and \$66 is included in accounts payable at December 31, 2007 and 2006.

Capital Expenditure Fees

Beginning April 1, 2006, HHMLP began to charge a 5% fee on all capitalized expenditures and pending renovation projects at the properties as compensation for procurement services related to capital expenditures and for project management of renovation projects. For the years ended December 31, 2007 and 2006, we incurred fees of \$292 and \$155, respectively, which were capitalized in with the cost of fixed asset additions.

Due From Related Parties

The Due from Related Party balance as of December 31, 2007 and December 31, 2006 was approximately \$1,256 and \$4,930, respectively. The majority of the balance as of December 31, 2007 and 2006 was accrued interest due on our development loans, and the remaining due from related party balance are receivables owed from our unconsolidated joint ventures.

Due to Related Parties

The Due to Related Parties balance as of December 31, 2007 and December 31, 2006 was approximately \$2,025 and \$3,297, respectively. The balances as of December 31, 2007 and December 31, 2006 consisted of amounts payable to HHMLP for administrative, management, and benefit related fees.

### Hotel Ground Rent

During 2003, in conjunction with the acquisition of the Hilton Garden Inn, Edison, NJ, we assumed a land lease from a third party with an original term of 75 years. Monthly payments as determined by the lease agreement are due through the expiration in August 2074. On February 16, 2006, in conjunction with the acquisition of the Hilton Garden Inn, JFK Airport, we assumed a land lease with an original term of 99 years. Monthly payments are determined by the lease agreement and are due through the expiration in July 2100. Both land leases provide rent increases at scheduled intervals. We record rent expense on a straight-line basis over the life of the lease from the beginning of the lease term. For the years ended December 31, 2007, 2006 and 2005, we incurred \$856, \$804, and \$433 respectively, in hotel ground rent from continuing operations under the agreements.

Index


---

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
 FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005  
 [IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

---

## NOTE 7 - COMMITMENTS AND CONTINGENCIES AND RELATED PARTY TRANSACTIONS (continued)

Future minimum lease payments (without reflecting future applicable Consumer Price Index increases) under these agreements are as follows:

|            |    |        |
|------------|----|--------|
| 2008       | \$ | 606    |
| 2009       |    | 615    |
| 2010       |    | 622    |
| 2011       |    | 648    |
| 2012       |    | 681    |
| Thereafter |    | 66,496 |
|            | \$ | 69,668 |

## Litigation

We are not presently subject to any material litigation nor, to our knowledge, is any other litigation threatened against us, other than routine actions for negligence or other claims and administrative proceedings arising in the ordinary course of business, some of which are expected to be covered by liability insurance and all of which collectively are not expected to have a material adverse effect on our liquidity, results of operations or business or financial condition.

Index

---

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005  
[IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

---

NOTE 8 - DERIVATIVE INSTRUMENTS

We maintain an interest rate swap that fixes our interest rate on a variable rate mortgage. Under the terms of this interest rate swap, we pay fixed rate interest of 4.73% of the notional amount and we receive floating rate interest equal to the one month U.S. dollar LIBOR. The notional amount amortizes in tandem with the amortization of the underlying hedged debt and is \$7,785 as of December 31, 2007.

On June 1, 2007, through the acquisition of Hotel 373, New York, NY, the Company assumed a mortgage containing an interest rate cap with a notional amount of \$22,000 to hedge against the variability in cash flows on a variable interest rate debt instrument. The principal of the variable interest rate debt being hedged equals the notional amount of the interest rate cap. The interest rate cap effectively fixes interest payments when LIBOR exceeds 5.75%. The interest rate cap terminates on April 9, 2009, the maturity date of the hedged debt instrument.

At December 31, 2007, the fair value of the interest rate swap was \$120 and is included in Accounts Payable, Accrued Expenses and Other Liabilities and at December 31, 2006, the fair value of the interest rate swap was \$47 and is included in Other Assets on the face of the consolidated balance sheets. At December 31, 2007, the fair value of the interest rate cap was \$1 and is included in Other Assets on the face of the consolidated balance sheets. The change in net unrealized gains/losses was a loss of \$257, a loss of \$94, and a gain of \$294 for the years ended December 31, 2007, 2006 and 2005, respectively, for derivatives designated as cash flow hedges which were reflected on our Balance Sheet in Accumulated Other Comprehensive Income. Hedge ineffectiveness of \$15, \$14 and \$13 on cash flow hedges was recognized in unrealized gain/loss on derivatives during 2007, 2006 and 2005, respectively.

On June 12, 2006, we terminated an interest rate cap with a notional amount of \$34,230 that served as a hedge against the variability in cash flows on a variable interest rate debt instrument due to the refinancing of the debt instrument to a fixed rate. We received \$79 in cash and reclassified \$58 in reduction to interest expense as a result of the termination of this cap.

Amounts reported in accumulated other comprehensive income related to derivatives will be reclassified to interest expense as interest payments are made on the Company's variable-rate debt. The change in net unrealized gains/losses on cash flow hedges reflects a reclassification of \$41 of net unrealized gains/losses from accumulated other comprehensive income as a reduction to interest expense during 2007. During 2008, the Company estimates that an additional \$61 will be reclassified as a reduction to interest expense.

Index


---

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE  
 FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005  
 [IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

---

## NOTE 9 - SHARE-BASED PAYMENTS

In 2004, we established the Hersha Hospitality Trust 2004 Equity Incentive Plan which provides for the grant of stock options, stock appreciation rights, stock awards, performance shares and incentive awards. The maximum number of shares of common stock that can be issued under this plan is 1.5 million shares. No share-based payments were granted under this plan during the year ended December 31, 2004.

On June 1, 2005, the Compensation Committee of the Board of Trustees granted 71,000 restricted share awards to executives. The restricted share awards vest 25% each year over four years and compensation expense is recognized ratably over the four year vesting period based on the fair value of the shares on the date of grant. The fair value of the restricted share awards on the grant date was \$9.60 per share. As of December 31, 2007, 50% of these restricted share awards were vested.

On June 1, 2006, the Compensation Committee of the Board of Trustees granted 89,500 restricted share awards to executives. The restricted share awards vest 25% each year over four years and compensation expense is recognized ratably over the four year vesting period based on the fair value of the shares on the date of grant. The fair value of the restricted share awards on the grant date was \$9.40 per share. As of December 31, 2007, 25% of these restricted share awards were vested.

On June 1, 2007, the Compensation Committee of the Board of Trustees granted 214,582 restricted share awards to executives. The restricted share awards vest 25% each year over four years and compensation expense is recognized ratably over the four year vesting period based on the fair value of the shares on the date of grant. The fair value of the restricted share awards on the grant date was \$12.32 per share. As of December 31, 2007, none of these restricted share awards were vested.

A summary of the stock awards issued to executives of the Company under the 2004 Equity Incentive Plan are as follows:

| Date of Award<br>Issuance | Shares<br>Issued | Shares Vested |            | Unearned Compensation |            | Period<br>until<br>Full<br>Vesting |
|---------------------------|------------------|---------------|------------|-----------------------|------------|------------------------------------|
|                           |                  | 12/31/2007    | 12/31/2006 | 12/31/2007            | 12/31/2006 |                                    |
| June 1, 2005              | 71,000           | 35,500        | 17,750     | \$ 242                | \$ 412     | 1.50<br>years                      |
| June 1, 2006              | 89,500           | 22,375        | -          | 508                   | 719        | 2.50<br>years                      |
| June 1, 2007              | 214,582          | -             | -          | 2,258                 | -          | 3.50<br>years                      |
|                           | 375,082          | 57,875        | 17,750     | \$ 3,008              | \$ 1,131   |                                    |

Compensation expense related to stock awards issued to executives of the Company of \$766, \$293 and \$99 was incurred during the years ended December 31, 2007, 2006 and 2005, respectively, related to the restricted share awards and is recorded in general and administrative expense on the statement of operations. Unearned compensation as of December 31, 2007 and 2006 was \$3,008 and \$1,131, respectively.

On January 3, 2006, 5,000 restricted shares were awarded to the Board of Trustees. The fair value of the restricted shares on the grant date was \$9.12 per share and immediately vested. On January 2, 2007, 4,000 restricted shares were awarded to the Board of Trustees. The fair value of the restricted shares on the grant date was \$11.44 per share and immediately vested. On July 2, 2007, 4,000 restricted shares were awarded to the Board of Trustees. The fair value of the restricted shares on the grant date was \$12.12 per share and immediately vested. On January 2, 2008, 4,000 restricted shares were awarded to the Board of Trustees. The fair value of the restricted shares on the grant date was \$9.33 per share and immediately vested. Compensation expense related to stock awards issued to the Board of Trustees of \$86, \$45, and \$46 was incurred during the years ended December 31, 2007, 2006 and 2005.

Index


---

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005  
[IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

---

## NOTE 10 - EARNINGS PER SHARE

The following table is a reconciliation of the income (numerator) and weighted average shares (denominator) used in the calculation of basic earnings per common share and diluted earnings per common share in accordance with SFAS No. 128, Earnings Per Share. The computation of basic and diluted earnings per share is presented below.

|  | Year Ended December 31, |            |            |
|--|-------------------------|------------|------------|
|  | 2007                    | 2006       | 2005       |
| Numerator:   |                         |            |            |
| BASIC  |                         |            |            |
| Income from Continuing Operations  | \$ 13,675               | \$ 3,793   | \$ 2,725   |
| Dividends paid on unvested restricted shares                               | (197)                   | (95)       | (38)       |
| Distributions to 8.0% Series A Preferred Shareholders                      | (4,800)                 | (4,800)    | (1,920)    |
| Income (loss) from continuing operations applicable to common shareholders | 8,678                   | (1,102)    | 767        |
| Income from Discontinued Operations  | 4,172                   | 1,305      | 572        |
| Net Income applicable to common shareholders                               | \$ 12,850               | \$ 203     | \$ 1,339   |
| DILUTED*   |                         |            |            |
| Income from Continuing Operations  | \$ 13,675               | \$ 3,793   | \$ 2,725   |
| Dividends paid on unvested restricted shares                               | (197)                   | (95)       | (38)       |
| Distributions to 8.0% Series A Preferred Shareholders                      | (4,800)                 | (4,800)    | (1,920)    |
| Income (loss) from continuing operations applicable to common shareholders | 8,678                   | (1,102)    | 767        |
| Income from Discontinued Operations  | 4,172                   | 1,305      | 572        |
| Net Income applicable to common shareholders                               | \$ 12,850               | \$ 203     | \$ 1,339   |
| Denominator:   |                         |            |            |
| Weighted average number of common shares - basic                           | 40,718,724              | 27,118,264 | 20,293,554 |
| Effect of dilutive securities:   |                         |            |            |
| Unvested stock awards  | -                       | -          | 6,383      |
| Weighted average number of common shares - diluted*                        | 40,718,724              | 27,118,264 | 20,299,937 |





Index


---

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
 FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005  
 [IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

---

## NOTE 10 - EARNINGS PER SHARE (continued)

|  | Year Ended December 31, |           |         |
|--|-------------------------|-----------|---------|
|  | 2007                    | 2006      | 2005    |
| Earnings Per Share:  |                         |           |         |
| BASIC  |                         |           |         |
| Income (loss) from continuing operations applicable to common shareholders | \$ 0.22                 | \$ (0.04) | \$ 0.04 |
| Income from Discontinued Operations  | \$ 0.10                 | \$ 0.05   | \$ 0.03 |
| Net Income applicable to common shareholders                               | \$ 0.32                 | \$ 0.01   | \$ 0.07 |
| DILUTED*   |                         |           |         |
| Income (loss) from continuing operations applicable to common shareholders | \$ 0.22                 | \$ (0.04) | \$ 0.04 |
| Income from Discontinued Operations  | \$ 0.10                 | \$ 0.05   | \$ 0.03 |
| Net Income applicable to common shareholders                               | \$ 0.32                 | \$ 0.01   | \$ 0.07 |

\*Income allocated to minority interest in the Partnership has been excluded from the numerator and Partnership units have been omitted from the denominator for the purpose of computing diluted earnings per share since the effect of including these amounts in the numerator and denominator would have no impact. Weighted average Partnership units outstanding for the year ended December 31, 2007, 2006 and 2005 were 5,464,670, 3,554,361 and 2,842,057, respectively. Unvested stock awards have been omitted from the denominator for the purpose of computing diluted earnings per share for the years ended December 31, 2007 and 2006 since the effect of including these amounts in the denominator would be anti-dilutive to income (loss) from continuing operations applicable to common shareholders. Unvested stock awards included in the denominator for the year ended December 31, 2005 have been calculated using the treasury stock method.

Index


---

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
 FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005  
 [IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

---

## NOTE 11 - CASH FLOW DISCLOSURES AND NON-CASH INVESTING AND FINANCING ACTIVITIES

Interest paid in 2007, 2006 and 2005 totaled \$40,594, \$25,349, and \$10,550, respectively. The following non-cash investing and financing activities occurred during 2007, 2006 and 2005:

|   | 2007   | 2006    | 2005   |
|---|--------|---------|--------|
| Common Shares issued as part of the Dividend Reinvestment Plan                              | \$ 30  | \$ 29   | \$ 24  |
| Issuance of Common Shares to the Board of Trustees  | 95     | 46      | -      |
| Issuance of Stock Awards  | 2,644  | 841     | 682    |
| Issuance of notes receivable in disposition of hotel properties held for sale               | -      | 1,350   | 1,700  |
| Issuance of Common LP Units for acquisitions of hotel properties                            | 25,781 | 9,940   | -      |
| Debt assumed in acquisition of hotel properties   | 70,564 | 101,900 | 30,811 |
| Issuance of Common LP Units for acquisition of unconsolidated joint venture                 | 6,817  | -       | -      |
| Issuance of Common LP Units for acquisition of option to acquire interest in hotel property | 933    | -       | -      |
| Conversion of Common LP Units to Common Shares  | 2,369  | 650     | 46     |
| Reallocation to minority interest   | 12,422 | 3,467   | -      |

Index

---

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005  
[IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

---

NOTE 12 - DISCONTINUED OPERATIONS

We follow the provisions of SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets," which requires, among other things, that the operating results of certain real estate assets which have been sold, or otherwise qualify as held for disposition (as defined by SFAS No. 144), be included in discontinued operations in the statements of operations for all periods presented.

In September of 2005, our Board of Trustees authorized management of the Company to sell the Holiday Inn Express, Hartford, CT. The operating results for this hotel were reclassified to discontinued operations in the statements of operations in the statements of operations for the years ended December 31, 2006 and 2005. The hotel was acquired by the Company in January 2004 and was sold on April 12, 2006. Proceeds from the sale were \$3,600, and the gain on the sale was \$497, of which \$61 was allocated to minority interest in HHLP. During 2004, in conjunction with the acquisition of the Holiday Inn Express, Hartford, CT, we assumed a land lease from a third party with an original term of 99 years. Monthly payments as determined by the lease agreement were due through the expiration in September 2101. Subsequent to the sale of this property in the second quarter of 2006, we did not incur further lease expense. For the years ended December 31, 2006 and 2005, we incurred \$85 and \$300 in hotel ground rent under this agreement, which have been reclassified to discontinued operations in the statement of operations. The lease was assumed by the purchaser of this property.

In March of 2006, our Board of Trustees authorized management of the Company to sell four properties located in metropolitan Atlanta, Georgia. These four properties are the Holiday Inn Express, Duluth, Comfort Suites, Duluth, Hampton Inn, Newnan and the Hampton Inn Peachtree City. The operating results for these hotels were reclassified to discontinued operations in the statements of operations for the years ended December 31, 2006 and 2005. These hotels were acquired by the Company in April and May 2000 and were sold during November and December 2006. Proceeds from the sales were \$18,100, and the gain on the sale was \$290, of which \$33 was allocated to minority interest in HHLP. Notes receivable in the aggregate amount of \$1,350 were received as part of the proceeds of the sale of the Atlanta Portfolio. Interest payments are due quarterly with repayment of the principal due upon maturity on December 31, 2008.

In September of 2007, our Board of Trustees authorized management of the Company to sell the Hampton Inn, Linden, NJ (Hampton Inn) and Fairfield Inn, Mt. Laurel, NJ (Fairfield Inn). The Company acquired the Hampton Inn in October 2003 and the Fairfield Inn in January 2006. The operating results for these hotels have been reclassified to discontinued operations in the statements of operations for the years ended December 31, 2007, 2006 and 2005. Proceeds from the sales were \$29,500, and the gain on the sale was \$4,248, of which \$503 was allocated to minority interest in HHLP.

We allocate interest and capital lease expense to discontinued operations for debt that is to be assumed or that is required to be repaid as a result of the disposal transaction. We allocated \$989, \$1,915 and \$1,933 of interest and capital lease expense to discontinued operations for the years ended December 31, 2007, 2006, and 2005, respectively.



Index


---

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
 FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005  
 [IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

---

## NOTE 12 - DISCONTINUED OPERATIONS (continued)

The following table sets forth the components of discontinued operations (excluding the gains on sale) for the years ended December 31, 2007, 2006 and 2005:

|  | 2007     | 2006      | 2005      |
|--|----------|-----------|-----------|
| Revenue:   |          |           |           |
| Hotel Operating Revenues   | \$ 6,684 | \$ 12,927 | \$ 13,718 |
| Total Revenue  | 6,684    | 12,927    | 13,718    |
| Expenses:  |          |           |           |
| Interest and Capital Lease Expense                                     | 989      | 1,915     | 1,933     |
| Hotel Operating Expenses   | 3,984    | 8,063     | 9,177     |
| Hotel Ground Rent  | -        | 85        | 300       |
| Real Estate and Personal Property Taxes<br>and Property Insurance      | 433      | 856       | 1,105     |
| General and Administrative   | -        | -         | 40        |
| Depreciation and Amortization  | 794      | 1,316     | 1,835     |
| Total Expenses   | 6,200    | 12,235    | 14,390    |
| Income (Loss) from Discontinued<br>Operations before Minority Interest | 484      | 692       | (672)     |
| Allocation to Minority Interest  | 57       | 80        | (83)      |
| Income (Loss) from Discontinued<br>Operations                          | \$ 427   | \$ 612    | \$ (589)  |

Index

---

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005  
[IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

---

NOTE 13 - SHAREHOLDERS' EQUITY AND MINORITY INTEREST IN PARTNERSHIP

Common Shares

The Company's common shares are duly authorized, fully paid and non-assessable. Common shareholders are entitled to receive dividends if and when authorized and declared by the Board of Trustees of the Company out of assets legally available and to share ratably in the assets of the Company legally available for distribution to its shareholders in the event of its liquidation, dissolution or winding up after payment of, or adequate provision for, all known debts and liabilities of the Company.

Preferred Shares

The Declaration of Trust authorizes our Board of Trustees to classify any unissued preferred shares and to reclassify any previously classified but unissued preferred shares of any series from time to time in one or more series, as authorized by the Board of Trustees. Prior to issuance of shares of each series, the Board of Trustees is required by Maryland REIT Law and our Declaration of Trust to set for each such series, subject to the provisions of our Declaration of Trust regarding the restriction on transfer of shares of beneficial interest, the terms, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications and terms or conditions of redemption for each such series. Thus, our Board of Trustees could authorize the issuance of additional preferred shares with terms and conditions which could have the effect of delaying, deferring or preventing a transaction or a change in control in us that might involve a premium price for holders of common shares or otherwise be in their best interest.

Common Partnership Units

Units of interest in our limited partnership are issued in connection with the acquisition of wholly owned hotels and joint venture interests in hotel properties. The total number of units of limited partnership interest outstanding as of December 31, 2007, 2006 and 2005 was 6,424,915; 3,835,586; and 2,834,282, respectively. These units can be converted to common shares which are issuable to the limited partners upon exercise of their redemption rights. The number of shares issuable upon exercise of the redemption rights will be adjusted upon the occurrence of stock splits, mergers, consolidation or similar pro rata share transactions, that otherwise would have the effect of diluting the ownership interest of the limited partners or our shareholders. During 2007 and 2006, 306,460 and 82,077 common units were converted to Class A Common Shares, respectively.

Index


---

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005  
[IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

---

## NOTE 14 - INCOME TAXES

The Company has elected to be taxed as a REIT under Sections 856 through 860 of the Code commencing with its taxable year ended December 31, 1999. To qualify as a REIT, the Company must meet a number of organizational and operational requirements, including a requirement that it currently distribute at least 90% of its adjusted taxable income to its shareholders. It is the Company's current intention to adhere to these requirements and maintain the Company's qualification for taxation as a REIT. As a REIT, the Company generally will not be subject to federal corporate income tax on that portion of its net income that is currently distributed to shareholders. If the Company fails to qualify for taxation as a REIT in any taxable year, it will be subject to federal income taxes at regular corporate rates (including any applicable alternative minimum tax) and may not be able to qualify as a REIT for four subsequent taxable years. Even if the Company qualifies for taxation as a REIT, the Company may be subject to certain state and local taxes on its income and property, and to federal income and excise taxes on its undistributed taxable income.

Taxable income from non-REIT activities managed through taxable REIT subsidiaries is subject to federal, state and local income taxes. 44 New England Company, a 100% owned taxable REIT subsidiary, and Revere Hotel Group LLC, a 55% owned taxable REIT subsidiary, (collectively "Consolidated TRS") are both entities subject to income taxes at the applicable federal, state and local tax rates.

In 2007, 2006 and 2005, 44 New England Management Company generated net operating losses (income) of \$707, (\$420) and \$20, respectively. In 2007, 2006 and 2005, Revere Hotel Group LLC generated net operating losses of \$313, \$521, \$670, respectively. The Company did not record an income tax expense (benefit) for the net operating losses generated in 2007, 2006 or 2005.

There was no income tax expense (benefit) recognized by the Consolidated TRS for 2007, 2006 and 2005.

The provision for income taxes differs from the amount of income tax determined by applying the applicable U.S. statutory federal income tax rate to pretax income as a result of the following differences:

|  | For the year ended December 31, |          |          |
|--|---------------------------------|----------|----------|
|  | 2007                            | 2006     | 2005     |
| Computed "Expected" federal tax expense (benefit) of TRS, at 35% | \$ (270)                        | \$ (451) | \$ (242) |
| State income taxes, net of federal income tax effect             | (66)                            | (6)      | (44)     |
| Changes in valuation allowance                                   | 336                             | 457      | 286      |
| Total income tax expense   | \$ -                            | \$ -     | \$ -     |

The components of consolidated TRS's deferred tax assets as of December 31, 2007 were as follows:



|                                 | as of December 31, |          |
|---------------------------------|--------------------|----------|
|                                 | 2007               | 2006     |
| Deferred tax assets:            |                    |          |
| Net operating loss carryforward | \$ 1,743           | \$ 1,476 |
| Depreciation                    | (19)               | -        |
| Net deferred tax assets         | 1,724              | 1,476    |
| Valuation allowance             | (1,724)            | (1,476)  |
| Deferred tax assets             | \$ -               | \$ -     |

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. Based on the level of historical taxable income and projections for future taxable income

Index


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HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
 FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005  
 [IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

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## NOTE 14 - INCOME TAXES (continued)

over the periods in which the deferred tax assets are deductible, management believes it is more likely than not that the Consolidated TRS will not realize the benefits of these deferred tax assets at December 31, 2007.

Earnings and profits, which will determine the taxability of dividends to shareholders, will differ from net income reported for financial reporting purposes due to the differences for federal tax purposes in the estimated useful lives and methods used to compute depreciation. The following table sets forth certain per share information regarding the Company's common and preferred share distributions for the years ended December 31, 2007, 2006 and 2005.

|                                | 2007   | 2006   | 2005   |
|--------------------------------|--------|--------|--------|
| Preferred Shares - 8% Series A |        |        |        |
| Ordinary income                | 81.98% | 83.05% | 85.96% |
| Capital Gain Distribution      | 18.02% | 16.95% | 14.04% |
| Common Shares - Class A        |        |        |        |
| Ordinary income                | 48.25% | 28.27% | 60.83% |
| Return of Capital              | 41.14% | 65.85% | 29.24% |
| Capital Gain Distribution      | 10.61% | 5.88%  | 9.93%  |

Index


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HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005  
[IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

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## NOTE 15 - SELECTED QUARTERLY FINANCIAL DATA (UNAUDITED)

|  | Year Ended December 31, 2007 |                |               |                |
|--|------------------------------|----------------|---------------|----------------|
|  | First Quarter                | Second Quarter | Third Quarter | Fourth Quarter |
| Revenues   | \$ 47,606                    | \$ 64,722      | \$ 68,967     | \$ 61,520      |
| Expenses   | 51,929                       | 57,576         | 60,878        | 60,468         |
| Loss (Income) from Unconsolidated Joint Ventures   | (838)                        | 1,741          | 1,680         | 893            |
| Loss (Income) before Minority Interests and Discontinued Operations                            | (5,161)                      | 8,887          | 9,769         | 1,945          |
| Loss (Income) Allocated to Minority Holders in Continuing Operations                           | (992)                        | 1,168          | 1,379         | 210            |
| Loss (Income) from Continuing Operations   | (4,169)                      | 7,719          | 8,390         | 1,735          |
| Loss (Income) from Discontinued Operations (including Gain on Disposition of Hotel Properties) | (69)                         | 76             | 106           | 4,059          |
| Net Loss (Income)  | (4,238)                      | 7,795          | 8,496         | 5,794          |
| Preferred Distributions  | 1,200                        | 1,200          | 1,200         | 1,200          |
| Net Loss (Income) applicable to Common Shareholders  | \$ (5,438)                   | \$ 6,595       | \$ 7,296      | \$ 4,594       |
| Basic and diluted earnings per share:  |                              |                |               |                |
| Loss (Income) from continuing operations applicable to common shareholders                     | \$ (0.13)                    | \$ 0.16        | \$ 0.18       | \$ 0.01        |
| Discontinued Operations  | -                            | -              | -             | 0.10           |
| Net Loss (Income) applicable to Common Shareholders  | \$ (0.13)                    | \$ 0.16        | \$ 0.18       | \$ 0.11        |
| Weighted Average Common Shares Outstanding   |                              |                |               |                |
| Basic  | 40,537,851                   | 40,642,569     | 40,807,626    | 40,882,090     |
| Diluted  | 40,537,851                   | 40,842,382     | 40,807,626    | 40,882,685     |

|  | Year Ended December 31, 2006 |                |               |                |
|--|------------------------------|----------------|---------------|----------------|
|  | First Quarter                | Second Quarter | Third Quarter | Fourth Quarter |
| Revenues   | \$ 23,098                    | \$ 37,149      | \$ 41,031     | \$ 40,864      |
| Expenses   | 26,766                       | 34,604         | 36,405        | 41,837         |
| Loss (Income) from Unconsolidated Joint Ventures | (1,110)                      | 769            | 1,773         | 367            |

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|  |            |            |            |            |
|--|------------|------------|------------|------------|
| Loss (Income) before Minority Interests and Discontinued Operations                            | (4,778)    | 3,314      | 6,399      | (606)      |
| Loss (Income) Allocated to Minority Holders in Continuing Operations                           | (1,003)    | 669        | 859        | 11         |
| Loss (Income) from Continuing Operations   | (3,775)    | 2,645      | 5,540      | (617)      |
| Loss (Income) from Discontinued Operations (including Gain on Disposition of Hotel Properties) | (109)      | 731        | 240        | 443        |
| Net Loss (Income)  | (3,884)    | 3,376      | 5,780      | (174)      |
| Preferred Distributions  | 1,200      | 1,200      | 1,200      | 1,200      |
| Net Loss (Income) applicable to Common Shareholders  | \$ (5,084) | \$ 2,176   | \$ 4,580   | \$ (1,374) |
| Basic and diluted earnings per share:  |            |            |            |            |
| Loss (Income) from continuing operations applicable to common shareholders                     | \$ (0.24)  | \$ 0.06    | \$ 0.15    | \$ (0.05)  |
| Discontinued Operations  | (0.01)     | 0.03       | 0.01       | 0.01       |
| Net Loss (Income) applicable to Common Shareholders  | \$ (0.25)  | \$ 0.09    | \$ 0.16    | \$ (0.04)  |
| Weighted Average Common Shares Outstanding   |            |            |            |            |
| Basic  | 20,308,225 | 25,469,708 | 28,413,553 | 34,115,606 |
| Diluted  | 20,308,225 | 25,564,362 | 28,428,637 | 34,115,606 |

Index


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HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
 FOR THE YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005  
 [IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

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## NOTE 16 - SUBSEQUENT EVENTS

Subsequent to December 31, 2007, we acquired interests in the following hotel properties:

| Brand              | Location     | Ownership Interest | Acquisition Date | Purchase Price | Limited Partnership Units Issued |
|--------------------|--------------|--------------------|------------------|----------------|----------------------------------|
| Duane Street Hotel | New York, NY | 100%               | 1/4/2007         | \$ 24,750      | 779,585                          |
| Nu Hotel           | New York, NY | 100%               | 1/14/2008        | \$ 17,240      | -                                |

Index


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HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
SCHEDULE III - REAL ESTATE AND ACCUMULATED DEPRECIATION AS OF DECEMBER 31, 2007  
[IN THOUSANDS]

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| Description                       | Encumbrances | Initial Costs |                          | Costs Capitalized Subsequent to Acquisition |                          | Gross Amounts at which Carried at Close of Period |                          | Total    | Accumulated Depreciation  |                          | Net Book Value Land | Date of Acquisition |
|-----------------------------------|--------------|---------------|--------------------------|---|--------------------------|---|--------------------------|----------|---------------------------|--------------------------|---------------------|---------------------|
|                                   |              | Land          | Buildings & Improvements | Land  | Buildings & Improvements | Land  | Buildings & Improvements |          | Buildings & Improvements* | Buildings & Improvements |                     |                     |
| Hampton Inn, Carlisle, PA         | \$ (3,562)   | \$ 300        | \$ 3,109                 | \$ 200                                      | \$ 2,153                 | \$ 500  | \$ 5,262                 | \$ 5,762 | \$ (1,363)                | \$ 4,399                 |                     | 06/01/97            |
| Holiday Inn, New Cumberland, PA   | (3,066)      | 412           | 1,234                    | -   | 3,242                    | 412   | 4,476                    | 4,888    | (2,032)                   | 2,856                    |                     | 12/15/94            |
| Holiday Inn Exp, Hershey, PA      | (4,238)      | 426           | 2,645                    | 410   | 3,394                    | 836   | 6,039                    | 6,875    | (1,479)                   | 5,396                    |                     | 10/01/97            |
| Holiday Inn Exp, New Columbia, PA | (1,623)      | 94            | 2,510                    | 66  | 774                      | 160   | 3,284                    | 3,444    | (802)                     | 2,642                    |                     | 12/01/97            |
| Comfort Inn, Harrisburg, PA       | (2,164)      | -             | 2,720                    | 214   | 1,145                    | 214   | 3,865                    | 4,079    | (936)                     | 3,143                    |                     | 05/15/98            |
| Hampton Inn, Selinsgrove, PA      | (2,976)      | 157           | 2,511                    | 93  | 2,346                    | 250   | 4,857                    | 5,107    | (1,431)                   | 3,676                    |                     | 09/12/96            |
| Hampton Inn, Danville, PA         | (2,255)      | 300           | 2,787                    | 99  | 1,167                    | 399   | 3,954                    | 4,353    | (938)                     | 3,415                    |                     | 08/28/97            |
| HIE & Suites, Harrisburg, PA      | -            | 213           | 1,934                    | 81  | 1,030                    | 294   | 2,964                    | 3,258    | (695)                     | 2,563                    |                     | 03/06/98            |
| Hampton Inn, Hershey, PA          | (3,177)      | 807           | 5,714                    | 4   | 1,213                    | 811   | 6,927                    | 7,738    | (1,317)                   | 6,421                    |                     | 01/01/00            |
| Mainstay Suites, Frederick, MD    | (2,638)      | 262           | 1,049                    | 171   | 2,936                    | 433   | 3,985                    | 4,418    | (600)                     | 3,818                    |                     | 01/01/02            |
| Sleep Inn, KOP, PA                | -            | 1,133         | 7,294                    | -   | 117                      | 1,133   | 7,411                    | 8,544    | (1,223)                   | 7,321                    |                     | 06/01/01            |
| Hilton Garden Inn, Edison, NJ     | (7,709)      | -             | 12,159                   | -   | 110                      | -   | 12,269                   | 12,269   | (1,303)                   | 10,966                   |                     | 10/01/04            |

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|                                     |          |       |        |      |     |       |        |        |         |        |          |
|-------------------------------------|----------|-------|--------|------|-----|-------|--------|--------|---------|--------|----------|
| Sheraton Four Points, Revere, MA    | (7,785)  | 70    | 14,996 | -    | 206 | 70    | 15,202 | 15,272 | (3,272) | 12,000 | 02/23/04 |
| Residence Inn, Framingham, MA       | (9,036)  | 1,325 | 12,737 | -    | 317 | 1,325 | 13,054 | 14,379 | (1,242) | 13,137 | 03/26/04 |
| Comfort Inn, Frederick, MD          | (3,387)  | 450   | 4,342  | -    | 44  | 450   | 4,386  | 4,836  | (405)   | 4,431  | 05/27/04 |
| Hilton Garden Inn, Gettysburg, PA   | (5,140)  | 745   | 6,116  | -    | 19  | 745   | 6,135  | 6,880  | (535)   | 6,345  | 07/23/04 |
| Hampton Inn, NYC, NY                | (26,500) | 5,472 | 23,280 | -    | 65  | 5,472 | 23,345 | 28,817 | (1,679) | 27,138 | 04/01/05 |
| Residence Inn, Greenbelt, MD        | (12,302) | 2,615 | 14,815 | -    | 145 | 2,615 | 14,960 | 17,575 | (1,302) | 16,273 | 07/16/04 |
| Fairfield Inn, Laurel, MD           |          | 927   | 6,120  | -    | 996 | 927   | 7,116  | 8,043  | (500)   | 7,543  | 01/31/05 |
| Holiday Inn Exp, Langhorne, PA      | (6,550)  | 1,088 | 6,573  | -    | 52  | 1,088 | 6,625  | 7,713  | (437)   | 7,276  | 05/26/05 |
| Holiday Inn Exp, Malvern, PA        | (4,070)  | 2,639 | 5,324  | 654  | 31  | 3,293 | 5,355  | 8,648  | (351)   | 8,297  | 05/24/05 |
| Holiday Inn Exp, KOP, PA            | (12,950) | 2,557 | 13,339 | -    | 215 | 2,557 | 13,554 | 16,111 | (890)   | 15,221 | 05/23/05 |
| Courtyard Inn, Wilmington, DE       | -        | 988   | 10,295 | -    | 748 | 988   | 11,043 | 12,031 | (691)   | 11,340 | 06/17/05 |
| McIntosh Inn, Wilmington, DE        | (12,730) | 898   | 4,515  | -    | 478 | 898   | 4,993  | 5,891  | (322)   | 5,569  | 06/17/05 |
| Residence Inn, Williamsburg, VA     | (7,921)  | 1,911 | 11,625 | 13   | 625 | 1,924 | 12,250 | 14,174 | (1,910) | 12,264 | 11/22/05 |
| Springhill Suites, Williamsburg, VA | (5,394)  | 1,430 | 10,293 | (13) | 40  | 1,417 | 10,333 | 11,750 | (1,529) | 10,221 | 11/22/05 |
| Courtyard Inn, Brookline, MA        | (38,913) | -     | 47,414 | -    | 47  | -     | 47,461 | 47,461 | (3,020) | 44,441 | 06/15/05 |
| Courtyard Inn, Scranton, PA         | (6,300)  | 761   | 7,193  | -    | 329 | 761   | 7,522  | 8,283  | (366)   | 7,917  | 02/01/06 |

Index

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
SCHEDULE III - REAL ESTATE AND ACCUMULATED DEPRECIATION AS OF DECEMBER 31, 2007  
(continued)  
[IN THOUSANDS]

| Description                        | Encumbrances | Costs         |                          |                          |                          | Gross Amounts at which Carried at Close of Period |                          | Total  | Accumulated Depreciation | Net Book Value | Date of Acquisition |
|------------------------------------|--------------|---------------|--------------------------|--------------------------|--------------------------|---|--------------------------|--------|--------------------------|----------------|---------------------|
|                                    |              | Initial Costs | Buildings & Improvements | Buildings & Improvements | Buildings & Improvements | Land  | Buildings & Improvements |        |                          |                |                     |
| Courtyard Inn, Langhorne, PA       | (15,575)     | 3,064         | 16,068                   | -                        | 12                       | 3,064   | 16,080                   | 19,144 | (787)                    | 18,357         | 01/03/06            |
| Fairfield Inn, Bethlehem, PA       | (6,225)      | 1,399         | 6,778                    | -                        | 316                      | 1,399   | 7,094                    | 8,493  | (364)                    | 8,129          | 01/03/06            |
| Residence Inn, Tyson's Corner, VA  | (9,249)      | 4,283         | 14,475                   | -                        | 257                      | 4,283   | 14,732                   | 19,015 | (690)                    | 18,325         | 02/02/06            |
| Hilton Garden Inn, JFK Airport, NY | (21,000)     | -             | 25,018                   | -                        | 282                      | -   | 25,300                   | 25,300 | (1,200)                  | 24,100         | 02/16/06            |
| Hawthorne Suites, Franklin, MA     | (8,500)      | 1,872         | 8,968                    | -                        | 11                       | 1,872   | 8,979                    | 10,851 | (384)                    | 10,467         | 04/25/06            |
| Comfort Inn, Dartmouth, MA         | (3,145)      | 902           | 3,525                    | -                        | 437                      | 902   | 3,962                    | 4,864  | (166)                    | 4,698          | 05/01/06            |
| Residence Inn, Dartmouth, MA       | (9,073)      | 1,933         | 10,434                   | -                        | 80                       | 1,933   | 10,514                   | 12,447 | (428)                    | 12,019         | 05/01/06            |
| Holiday Inn Exp, Cambridge, MA     | (8,389)      | 1,956         | 9,793                    | -                        | 281                      | 1,956   | 10,074                   | 12,030 | (414)                    | 11,616         | 05/03/06            |
| Residence Inn, Norwood, MA         | -            | 1,970         | 11,761                   | -                        | 9                        | 1,970   | 11,770                   | 13,740 | (429)                    | 13,311         | 07/27/06            |
| Hampton Inn, Brookhaven, NY        | (15,089)     | 3,130         | 17,345                   | -                        | 140                      | 3,130   | 17,485                   | 20,615 | (565)                    | 20,050         | 09/06/06            |
| Holiday Inn Exp, Hauppauge, NY     | (10,358)     | 2,737         | 14,080                   | -                        | 166                      | 2,737   | 14,246                   | 16,983 | (461)                    | 16,522         | 09/01/06            |
| Residence Inn,                     | -            | 1,463         | 12,094                   | -                        | 106                      | 1,463   | 12,200                   | 13,663 | (306)                    | 13,357         | 01/08/07            |



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|  |          |        |        |   |       |        |        |        |         |        |          |
|--|----------|--------|--------|---|-------|--------|--------|--------|---------|--------|----------|
| Langhorne, PA<br>Hampton Inn,<br>Chelsea, NY           | (36,000) | 8,905  | 33,500 | - | 303   | 8,905  | 33,803 | 42,708 | (1,102) | 41,606 | 09/29/06 |
| Hyatt<br>Summerfield<br>Suites,<br>Bridgewater, NJ     | (14,492) | 3,373  | 19,685 | - | 131   | 3,373  | 19,816 | 23,189 | (496)   | 22,693 | 12/28/06 |
| Hyatt<br>Summerfield<br>Suites, Charlotte,<br>NC       | (7,330)  | 770    | 7,315  | - | 495   | 770    | 7,810  | 8,580  | (196)   | 8,384  | 12/28/06 |
| Hyatt<br>Summerfield<br>Suites,<br>Gaithersburg,<br>MD | (13,720) | 2,912  | 16,001 | - | 290   | 2,912  | 16,291 | 19,203 | (428)   | 18,775 | 12/28/06 |
| Hyatt<br>Summerfield<br>Suites, Pleasant<br>Hills, CA  | (20,160) | 6,216  | 17,229 | - | 101   | 6,216  | 17,330 | 23,546 | (434)   | 23,112 | 12/28/06 |
| Hyatt<br>Summerfield<br>Suites,<br>Pleasanton, CA      | (14,490) | 3,941  | 12,560 | - | 107   | 3,941  | 12,667 | 16,608 | (317)   | 16,291 | 12/28/06 |
| Hyatt<br>Summerfield<br>Suites,<br>Scottsdale, AZ      | (16,778) | 3,060  | 19,968 | - | 126   | 3,060  | 20,094 | 23,154 | (503)   | 22,651 | 12/28/06 |
| Hyatt<br>Summerfield<br>Suites, White<br>Plains, NY    | (33,030) | 8,823  | 30,273 | - | 108   | 8,823  | 30,381 | 39,204 | (761)   | 38,443 | 12/28/06 |
| HIE & Suites,<br>Chester, NY                           | (6,700)  | 1,500  | 6,671  | - | 34    | 1,500  | 6,705  | 8,205  | (154)   | 8,051  | 01/25/07 |
| Residence Inn,<br>Carlisle, PA                         | (7,000)  | 1,015  | 7,511  | - | 20    | 1,015  | 7,531  | 8,546  | (185)   | 8,361  | 01/10/07 |
| Hampton Inn,<br>Seaport, NY                            | (19,250) | 7,816  | 19,040 | - | 63    | 7,816  | 19,103 | 26,919 | (441)   | 26,478 | 02/01/07 |
| Hotel 373-5th<br>Ave, NYC, NY                          | (22,000) | 14,239 | 16,778 | - | 56    | 14,239 | 16,834 | 31,073 | (246)   | 30,827 | 06/01/07 |
| Holiday Inn,<br>Norwich, CT                            | -        | 1,984  | 12,037 | - | 20    | 1,984  | 12,057 | 14,041 | (151)   | 13,890 | 07/01/07 |
| Hampton Inn,<br>Philadelphia, PA                       | -        | 3,490  | 24,382 | - | 2,809 | 3,490  | 27,191 | 30,681 | (3,660) | 27,021 | 02/15/06 |

Index

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
 SCHEDULE III - REAL ESTATE AND ACCUMULATED DEPRECIATION AS OF DECEMBER 31, 2007  
 (continued)  
 [IN THOUSANDS]

| Description                            | Encumbrances       | Initial Costs     |                          | Costs Capitalized Subsequent to Acquisition |                          | Gross Amounts at which Carried at Close of Period |                          | Total             | Net Book Value           |                          |
|--|--------------------|-------------------|--------------------------|---|--------------------------|---|--------------------------|-------------------|--------------------------|--------------------------|
|  |                    | Land              | Buildings & Improvements | Land  | Buildings & Improvements | Land  | Buildings & Improvements |                   | Accumulated Depreciation | Buildings & Improvements |
| Courtyard Inn, Alexandria, VA          | (25,000)           | 6,376             | 26,089                   | -   | 24                       | 6,376   | 26,113                   | 32,489            | (843)                    | 31,646                   |
| 8th Ave Land, NYC, NY                  | (13,250)           | 21,575            | -                        | -   | 198                      | 21,575  | 198                      | 21,773            | (7)                      | 21,766                   |
| 41st Street Facility, NYC, NY          | (12,100)           | 10,735            | 11,051                   | -   | -                        | 10,735  | 11,051                   | 21,786            | (403)                    | 21,383                   |
| Nevins Street Land, Brooklyn, NY       | (6,500)            | 10,650            | -                        | -   | -                        | 10,650  | -                        | 10,650            | -                        | 10,650                   |
| <b>Total Investment in Real Estate</b> | <b>\$(566,789)</b> | <b>\$ 170,069</b> | <b>\$ 675,072</b>        | <b>\$ 1,992</b>                             | <b>\$ 30,966</b>         | <b>\$ 172,061</b>                                 | <b>\$ 706,038</b>        | <b>\$ 878,099</b> | <b>\$(49,091)</b>        | <b>\$ 829,008</b>        |

\* Assets are depreciated over a 7 to 40 year life, upon which the latest income statement is computed

Index


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HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
SCHEDULE III - REAL ESTATE AND ACCUMULATED DEPRECIATION AS OF DECEMBER 31, 2007  
(continued)  
[IN THOUSANDS]

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|  | 2007       | 2006       | 2005       |
|--|------------|------------|------------|
| Reconciliation of Real Estate              |            |            |            |
| Balance at beginning of year               | \$ 776,609 | \$ 318,865 | \$ 178,935 |
| Additions during the year                  | 125,175    | 479,028    | 158,095    |
| Dispositions During the year               | (23,685)   | (21,284)   | (20,809)   |
| Investments in real estate                 | 878,099    | 776,609    | 316,221    |
| Assets held for sale                       | -          | -          | 2,644      |
| Total Real Estate                          | \$ 878,099 | \$ 776,609 | \$ 318,865 |
| Reconciliation of Accumulated Depreciation |            |            |            |
| Balance at beginning of year               | \$ 33,373  | \$ 21,727  | \$ 14,418  |
| Depreciation for year                      | 17,252     | 14,390     | 8,152      |
| Accumulated Depreciation on Assets Sold    | (1,534)    | (2,744)    | (843)      |
| Balance at the end of year                 | \$ 49,091  | \$ 33,373  | \$ 21,727  |

The aggregate cost of land, buildings and improvements for Federal income tax purposes for the years ended December 31, 2007, 2006 and 2005 is approximately \$817,805, 676,415, and 252,444, respectively.

Depreciation is computed based upon the following useful lives:

Buildings and Improvements 7 to 40 years

Index

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act), as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures as of the end of the period covered by this report are functioning effectively to provide reasonable assurance that the information required to be disclosed by us in reports filed under the Securities Exchange Act of 1934 is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding disclosure. A control system cannot provide absolute assurance, however, that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

(b) Management's Report on Internal Control Over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined within Exchange Act Rules 13a-15(f) and 15d-15(f). Internal control over financial reporting refers to the processes designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles, and includes policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

A material weakness in internal control over financial reporting is a significant deficiency, or a combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected.

Management conducted an evaluation of the effectiveness of the Company's internal control over financial reporting based on the criteria contained in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission as of December 31, 2007. Based on that evaluation,

management has concluded that, as of December 31, 2007, the Company's internal control over financial reporting was effective based on those criteria. The effectiveness of our internal control over financial reporting as of December 31, 2007 has been audited by KPMG LLP, an independent registered public accounting firm, as stated in their report which is included herein.

Index

(c) Audit Report of Independent Registered Public Accounting Firm

Report of Independent Registered Public Accounting Firm

The Board of Trustees and Shareholders of  
Hersha Hospitality Trust:

We have audited Hersha Hospitality Trust and subsidiaries' internal control over financial reporting as of December 31, 2007, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Hersha Hospitality Trust's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Hersha Hospitality Trust maintained, in all material respects, effective internal control over financial reporting as of December 31, 2007, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Hersha Hospitality Trust and subsidiaries as of December 31, 2007 and 2006, and the related consolidated statements of operations, shareholders' equity and comprehensive income, and cash flows for each of the years in the three-year period ended December 31, 2007, and our report dated March 11, 2008 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

Philadelphia, Pennsylvania  
March 11, 2008

(d) Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended December 31, 2007, that have materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

92

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Index

Item 9B. Other Information

None.

93

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Index

PART III

Item 10. Trustees, Executive Officers and Corporate Governance

Incorporated herein by reference from our definitive proxy statement to be filed with the Securities and Exchange Commission within 120 days after the year covered by this Form 10-K with respect to our 2008 Annual Meeting of Shareholders.

Item 11. Executive Compensation

Incorporated herein by reference from our definitive proxy statement to be filed with the Securities and Exchange Commission within 120 days after the year covered by this Form 10-K with respect to our 2008 Annual Meeting of Shareholders.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Incorporated herein by reference from our definitive proxy statement to be filed with the Securities and Exchange Commission within 120 days after the year covered by this Form 10-K with respect to our 2008 Annual Meeting of Shareholders.

Item 13. Certain Relationships and Related Transactions, and Trustee Independence

Incorporated herein by reference from our definitive proxy statement to be filed with the Securities and Exchange Commission within 120 days after the year covered by this Form 10-K with respect to our 2008 Annual Meeting of Shareholders.

Item 14. Principal Accountant Fees and Services

Incorporated herein by reference from our definitive proxy statement to be filed with the Securities and Exchange Commission within 120 days after the year covered by this Form 10-K with respect to our 2008 Annual Meeting of Shareholders.

Index

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) Documents filed as part of this report.

1. Financial Reports:

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets as of December 31, 2007 and 2006

Consolidated Statements of Operations for the years ended December 31, 2007, 2006 and 2005

Consolidated Statements of Shareholders' Equity for the years ended December 31, 2007, 2006 and 2005

Consolidated Statements of Cash Flows for the years ended December 31, 2007, 2006 and 2005

Notes to Consolidated Financial Statements

2. Financial Statement Schedules:

Schedule III - Real Estate and Accumulated Depreciation for the year ended December 31, 2007

(b) Exhibits

The Exhibits listed in the accompanying "Index of Exhibits" on pages 98 through 104 hereof are filed and incorporated by reference as a part of this report.

Index

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

## HERSHA HOSPITALITY TRUST

March 13, 2008

/s/ Jay H. Shah  
Jay H. Shah  
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| SIGNATURE  | TITLE  | DATE           |
|--|--|----------------|
| /s/ Hasu P. Shah<br>Hasu P. Shah                 | Chairman of the Board  | March 13, 2008 |
| /s/ Jay H. Shah<br>Jay H. Shah                   | Trustee and Chief Executive Officer<br>(Principal Executive Officer) | March 13, 2008 |
| /s/ Thomas S. Capello<br>Thomas S. Capello       | Trustee  | March 13, 2008 |
| /s/ John M. Sabin<br>John M. Sabin               | Trustee  | March 13, 2008 |
| /s/ Donald J. Landry<br>Donald J. Landry         | Trustee  | March 13, 2008 |
| /s/ Michael A. Leven<br>Michael A. Leven         | Trustee  | March 13, 2008 |
| /s/ Kiran P. Patel<br>Kiran P. Patel             | Trustee  | March 13, 2008 |
| /s/ Ashish R. Parikh<br>Ashish R. Parikh         | Chief Financial Officer (Principal Financial Officer)                | March 13, 2008 |
| /s/ Michael R. Gillespie<br>Michael R. Gillespie | Chief Accounting Officer (Principal Accounting Officer)              | March 13, 2008 |



Index

## INDEX OF EXHIBITS

|     |   |
|-----|---|
| 3.1 | Amended and Restated Declaration of Trust, as amended. (filed with the SEC as Exhibit 3.1 to the Quarterly Report on Form 10-Q filed April 6, 2007 (SEC File No. 001-14765) and incorporated by reference herein).  |
| 3.2 | Articles Supplementary to the Amended and Restated Declaration of Trust of the Registrant Designating the Terms of the 8.00% Series A Cumulative Redeemable Preferred Shares of Beneficial Interest, \$0.01 par value per share (filed with the SEC as Exhibit 3.2 to the Form 8-A filed on August 3, 2005 (SEC File No. 001-14765) and incorporated by reference herein).  |
| 3.3 | Bylaws of the Registrant.*  |
| 4.1 | Form of Common Share Certificate.*  |
| 4.2 | Excepted Holder Agreement, dated April 21, 2003, by and among CNL Hospitality Properties, Inc., CNL Hospitality Partners, L.P., Hersha Hospitality Trust and Hersha Hospitality Limited Partnership (filed as Exhibit 4.1 to the Form 8-K filed on April 23, 2003 (SEC File No. 001-14765) and incorporated by reference herein).   |
| 4.3 | Junior Subordinated Indenture, dated as of May 13, 2005, between the Company and JPMorgan Chase Bank, National Association, as trustee (filed as Exhibit 4.1 to the Current Report on Form 8-K filed on May 17, 2005 (SEC File No. 001-14765) and incorporated by reference herein).  |
| 4.4 | Amended and Restated Trust Agreement, dated as of May 13, 2005, among the Company, as depositor, JPMorgan Chase Bank, National Association, as property trustee, Chase Bank USA, National Association, as Delaware trustee, the Administrative Trustees named therein and the holders of undivided beneficial interests in the assets of the Trust. (filed as Exhibit 4.2 to the Current Report on Form 8-K filed on May 17, 2005 (SEC File No. 001-14765) and incorporated by reference herein). |
| 4.5 | Form of Junior Subordinated Note (included in Exhibit 4.3 hereto).  |
| 4.6 | Form of Trust Preferred Security Certificate (included in Exhibit 4.4 hereto).  |
| 4.7 | Junior Subordinated Indenture, dated as of May 31, 2005, between the Company and Wilmington Trust Company, as trustee (filed as Exhibit 4.1 to the Current Report on Form 8-K filed on June 6, 2005 (SEC File No. 001-14765) and incorporated by reference herein).   |

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|------|---|
| 4.8  | Amended and Restated Trust Agreement, dated as of May 31, 2005, among the Company, as depositor, Wilmington Trust Company, as property trustee and Delaware trustee, the Administrative Trustees named therein and the holders of undivided beneficial interests in the assets of the Trust (filed as Exhibit 4.2 to the Current Report on Form 8-K filed on June 6, 2005 (SEC File No. 001-14765) and incorporated by reference herein). |
| 4.9  | Form of Junior Subordinated Note (included in Exhibit 4.7 hereto).  |
| 4.10 | Form of Trust Preferred Security Certificate (included in Exhibit 4.8 hereto).  |
| 4.11 | Form of 8.00% Series A Cumulative Redeemable Preferred Share certificate (filed as Exhibit 3.4 to the Form 8-A filed on August 3, 2005 (SEC File No. 001-14765) and incorporated by reference herein).  |

Index

## INDEX OF EXHIBITS (continued)

|       |  |
|-------|--|
| 10.1  | Amended and Restated Agreement of Limited Partnership of Hersha Hospitality Limited Partnership.*  |
| 10.2  | Option Agreement dated as of June 3, 1998, among Hasu P. Shah, Jay H. Shah, Neil H. Shah, Bharat C. Mehta, K.D. Patel, Rajendra O. Gandhi, Kiran P. Patel, David L. Desfor, Madhusudan I. Patni and Manhar Gandhi, and the Partnership.*   |
| 10.3  | Amendment to Option Agreement dated December 4, 1998.*   |
| 10.4  | Form of Percentage Lease.*   |
| 10.5  | Administrative Services Agreement, dated January 26, 1999, between Hersha Hospitality Trust and Hersha Hospitality Management, L.P.*   |
| 10.6  | Securities Purchase Agreement, dated as of April 21, 2003, among CNL Hospitality Partners, L.P., Hersha Hospitality Trust and Hersha Hospitality Limited Partners (filed as Exhibit 10.1 to the Form 8-K filed on April 23, 2003 (SEC File No. 001-14765) and incorporated by reference herein).                             |
| 10.7  | Second Amendment to the Amended and Restated Agreement of Limited Partnership of Hersha Hospitality Limited Partnership, dated as of April 21, 2003 (filed as Exhibit 10.2 to the Form 8-K filed on April 23, 2003 (SEC File No. 001-14765) and incorporated by reference herein).   |
| 10.8  | Standstill Agreement, dated as of April 21, 2003, by and among Hersha Hospitality Trust, Hersha Hospitality Limited Partnership, CNL Hospitality Partners, L.P. and CNL Financial Group, Inc. (filed as Exhibit 10.3 to the Form 8-K filed on April 23, 2003 (SEC File No. 001-14765) and incorporated by reference herein). |
| 10.9  | Limited Partnership Agreement of HT/CNL Metro Hotels, LP, dated as of April 21, 2003 (filed as Exhibit 10.5 to the Form 8-K filed on April 23, 2003 (SEC File No. 001-1476) and incorporated by reference herein).   |
| 10.10 | Second Amendment to Option Agreement (filed as Exhibit 10.15 to the Registration Statement on Form S-3 filed on February 24, 2004 (File No. 333-113061) and incorporated by reference herein).   |
| 10.11 | Purchase and Sale Agreement, dated April 28, 2005, by and between McIntosh Inn of Wilmington, Inc., a Delaware corporation, and Hersha Hospitality Limited Partnership, a Virginia limited partnership (filed as Exhibit 10.1 to the Company's Quarterly Report  |

on Form 10-Q filed on May 10, 2005 (SEC File No. 001-14765) and incorporated by reference herein).

10.12

Purchase and Sale Agreement, dated April 28, 2005, by and between McIntosh Inn of King of Prussia, Inc., a Pennsylvania corporation, and Hersha Hospitality Limited Partnership, a Virginia limited partnership (filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed on May 10, 2005 (SEC File No. 001-14765) and incorporated by reference herein).

10.13

Purchase and Sale Agreement, dated April 28, 2005, by and between McIntosh Inn of Malvern, Inc., a Pennsylvania corporation, and Hersha Hospitality Limited Partnership, a Virginia limited partnership (filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed on May 10, 2005 (SEC File No. 001-14765) and incorporated by reference herein).



Index

## INDEX OF EXHIBITS (continued)

|       |  |
|-------|--|
| 10.14 | Purchase and Sale Agreement, dated April 28, 2005, by and between McIntosh Inn of Oxford Valley, Inc., a Pennsylvania corporation, and Hersha Hospitality Limited Partnership, a Virginia limited partnership (filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q filed on May 10, 2005 (SEC File No. 001-14765) and incorporated by reference herein).                |
| 10.15 | Agreement for Sale and Purchase of a Hotel, dated as of May 4, 2005 by and among Webster Street Hotel, LLC, a Delaware limited liability company, and Hersha Hospitality Limited Partnership, a Virginia limited partnership (filed as Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q filed on May 10, 2005 (SEC File No. 001-14765) and incorporated by reference herein). |
| 10.16 | Purchase Agreement, dated as of May 11, 2005, among the Company, the Trust and Merrill Lynch International (previously filed with the SEC as Exhibit 10.1 to the Current Report on Form 8-K filed on May 17, 2005 (SEC File No. 001-14765) and incorporated by reference herein).  |
| 10.17 | Agreement of Purchase and Sale, dated as of May 13, 2005, by and between Metro Two Hotel, LLC and CNR Queens Hospitality, LLC (filed as Exhibit 10.1 to the Current Report on Form 8-K filed on May 19, 2005 (SEC File No. 001-14765) and incorporated by reference herein).   |
| 10.18 | Purchase and Sale Agreement, dated as of May 13, 2005, by and between 5544 JFK III Associates and Metro Sai Hospitality L.L.C (filed as Exhibit 10.2 to the Current Report on Form 8-K filed on May 19, 2005 (SEC File No. 001-14765) and incorporated by reference herein).   |
| 10.19 | Placement Agreement, dated as of May 31, 2005, among the Company, the Trust and Credit Suisse First Boston LLC (filed as Exhibit 10.1 to the Current Report on Form 8-K filed on June 6, 2005 (SEC File No. 001-14765) and incorporated by reference herein).  |
| 10.20 | Membership Interests Contribution Agreement, dated June 15, 2005, by and among Waterford Hospitality Group, LLC, Mystic Hotel Investors, LLC and Hersha Hospitality Group Limited Partnership (filed as Exhibit 10.1 to the Current Report on Form 8-K filed on June 21, 2005 (SEC File No. 001-14765) and incorporated by reference herein).  |
| 10.21 | Form of Limited Liability Company Agreement of Mystic Partners, LLC (filed as Exhibit 10.2 to the Current Report on Form 8-K filed   |

on June 21, 2005 (SEC File No. 001-14765) and incorporated by reference herein).

10.22

Form of Management Agreement between Lessee and Waterford Hotel Group, Inc. (filed as Exhibit 10.3 to the Current Report on Form 8-K filed on June 21, 2005 (SEC File No. 001-14765) and incorporated by reference herein).

10.23

Form of Limited Liability Company Agreement of Leaseco, LLC (filed as Exhibit 10.4 to the Current Report on Form 8-K filed on June 21, 2005 (SEC File No. 001-14765) and incorporated by reference herein).

Index

## INDEX OF EXHIBITS (continued)

|       |  |
|-------|--|
| 10.24 | Third Amendment to Agreement of Limited Partnership of Hersha Hospitality Limited Partnership, by and between Hersha Hospitality Trust and Hersha Hospitality Limited Partnership, dated August 5, 2005 (filed as Exhibit 10.1 to the Current Report on Form 8-K filed on August 8, 2005 (SEC File No. 001-14765) and incorporated by reference herein).   |
| 10.25 | Agreement of Sale, dated October 24, 2005, by and between Charlene Schwartz, a resident of Pennsylvania; Langhorne Courtyard, Inc., a Pennsylvania corporation; Mt. Laurel FFI, Inc., a New Jersey corporation; Bethlehem FFI, Inc., a Pennsylvania corporation and Hersha Hospitality Trust (filed as Exhibit 10.1 to the Current Report on Form 8-K filed October 28, 2005 (SEC File No. 001-14765) and incorporated by reference herein).   |
| 10.26 | Revolving Credit Loan and Security Agreement, dated January 17, 2006, by and between Hersha Hospitality Limited Partnership, Hersha Hospitality Trust and Commerce Bank N.A (filed as Exhibit 10.1 to the Current Report on Form 8-K filed January 23, 2006, (SEC File No. 001-14765) and incorporated by reference herein).   |
| 10.27 | Contribution Agreement, dated as of January 19, 2006, by and among Shanti III Associates, Kunj Associates, Devi Associates, Shree Associates, David L. Desfor, Ashish R. Parikh, Sal Shahriar, The Hasu and Hersha Shah 2004 Trust FBO Neil H. Shah, The Hasu and Hersha Shah 2004 Trust FBO Jay H. Shah, Metro JFK Associates LLC, and Hersha Hospitality Limited Partnership (filed as Exhibit 10.1 to the Current Report on Form 8-K filed January 25, 2006 (SEC File No. 001-14765) and incorporated by reference herein). |
| 10.28 | Limited Partnership Interests Purchase Agreement, dated as of the 19th day of January, 2006, by and among Affordable Hospitality, Inc.; 3344 Associates; Hersha Capital, Inc.; Affordable Hospitality Associates, LP; Hersha Hospitality Limited Partnership and Race Street, LLC (filed as Exhibit 10.2 to the Current Report on Form 8-K filed January 25, 2006 (SEC File No. 001-14765) and incorporated by reference herein).  |
| 10.29 | Sixth Amendment to Membership Interests Contribution Agreement, dated February 8, 2006, by and among Hersha Hospitality Limited Partnership, Mystic Hotel Investors, LLC; Waterford Hospitality Group, LLC and First American Title Insurance Company (filed as Exhibit 10.5 to the Current Report on Form 8-K filed February 14, 2006 (SEC File No. 001-14765) and incorporated by reference herein).   |

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|-------|---|
| 10.30 | Second Amendment to Limited Liability Company Operating Agreement of Mystic Partners, LLC, dated February 8, 2006 (filed as Exhibit 10.6 to the Current Report on Form 8-K filed February 14, 2006 (SEC File No. 001-14765) and incorporated by reference herein).  |
| 10.31 | First Amendment to Limited Liability Company Operating Agreement of Mystic Partners Leaseco, LLC, dated February 8, 2006 (filed as Exhibit 10.7 to the Current Report on Form 8-K filed February 14, 2006 (SEC File No. 001-14765) and incorporated by reference herein).   |
| 10.32 | Conditional Payment Guaranty, dated February 8, 2006, made by Hersha Hospitality Limited Partnership and Mystic Hotel Investors, LLC to and for the benefit of Merrill Lynch Capital (filed as Exhibit 10.8 to the Current Report on Form 8-K filed February 14, 2006 (SEC File No. 001-14765) and incorporated by reference herein). |

Index

## INDEX OF EXHIBITS (continued)

|       |  |
|-------|--|
| 10.33 | Conditional Payment Guaranty, dated February 8, 2006, made by Hersha Hospitality Limited Partnership and Mystic Hotel Investors, LLC to and for the benefit of Merrill Lynch Capital (filed as Exhibit 10.9 to the Current Report on Form 8-K filed February 14, 2006 (SEC File No. 001-14765) and incorporated by reference herein).  |
| 10.34 | Supplemental Limited Joinder, dated February 8, 2006, made by Hersha Hospitality Limited Partnership and Mystic Hotel Investors LLC (filed as Exhibit 10.10 to the Current Report on Form 8-K filed February 14, 2006 (SEC File No. 001-14765) and incorporated by reference herein).  |
| 10.35 | Hersha Hospitality Trust 2004 Equity Incentive Plan (filed as Appendix A to the Proxy Statement on Schedule 14A filed April 22, 2004 ( SEC File No. 001-14765) and incorporated by reference herein). †  |
| 10.36 | Contribution Agreement, dated as of May 3, 2006, by and among Kiran P. Patel, Hasu P. Shah, Bharat C. Mehta, Kanti D. Patel, 44 Cambridge Associates LLC and Hersha Hospitality Limited Partnership (filed as Exhibit 10.1 to the Current Report on Form 8-K filed May 3, 2006 (SEC File No. 001-14765) and incorporated by reference herein).   |
| 10.37 | Purchase and Sale Agreement, dated July 11, 2006, by and between CNL Hospitality Partners, LP and Hersha Hospitality Limited Partnership (filed as Exhibit 10.1 to the Current Report on Form 8-K filed July 11, 2006 (SEC File No. 001-14765) and incorporated by reference herein).  |
| 10.38 | Purchase and Sale Agreement, dated as of the 18th day of December, 2006, between Bridgeworks Hotelworks Associates, L.P., Charlotte Hotelworks Associates, L.P., Gaithersburg Hotelworks Associates, L.P., Pleasant Hill Lodging Partners, L.P., Pleasanton Hotelworks Associates, L.P., Scottsdale Hotelworks Associates, L.P., and Harrison Hotelworks Associates, L.P., and Hersha Hospitality Limited Partnership (filed as Exhibit 10.1 to the Current Report on Form 8-K filed December 18, 2006 (SEC File No. 001-14765) and incorporated by reference herein). |
| 10.39 | Contribution Agreement, dated as of January 10, 2007, by and among Shree Associates, Kunj Associates, Shanti III Associates, Trust FBO Neil H. Shah under The Hasu and Hersha Shah 2004 Trust, Trust FBO Jay H. Shah under The Hasu and Hersha Shah 2004 Trust, Shreenathji Enterprises, LTD and David L. Desfor (filed as Exhibit 10.1 to the Current Report on Form 8-K filed January 10, 2007 (SEC  |

File No. 001-14765) and incorporated by reference herein).

10.40 Purchase and Sale Agreement, dated as of January 17, 2007, between BCM, LLC, HPS Seaport LLC and Hersha Hospitality Limited Partnership (filed as Exhibit 10.1 to the Current Report on Form 8-K filed January 17, 2007 (SEC File No. 001-14765) and incorporated by reference herein).

10.41 Contribution Agreement, dated as of January 17, 2007, between Shree Associates, Kunj Associates, Devi Associates, Shanti II Associates, Trust FBO Jay H. Shah under The Hasu and Hersha Shah 2004 Trust, Trust FBO Neil H. Shah under The Hasu and Hersha Shah 2004 Trust , David L. Desfor and Hersha Hospitality Limited Partnership (filed as Exhibit 10.2 to the Current Report on Form 8-K filed January 17, 2007 (SEC File No. 001-14765) and incorporated by reference herein).

10.42 Amended and Restated Purchase and Sale Agreement, dated as of February 1, 2007, between BCM, LLC, HPS Seaport LLC and SEAPORT HOSPITALITY, LLC (filed as Exhibit 10.1 to the Current Report on Form 8-K filed February 7, 2007 (SEC File No. 001-14765) and incorporated by reference herein).

Index

## INDEX OF EXHIBITS (continued)

|       |   |
|-------|---|
| 10.43 | Sales Agreement by and between Hersha Hospitality Trust and Cantor Fitzgerald & Co., dated April 5, 2007 (filed as Exhibit 10.1 to the Current Report on Form 8-K filed April 6, 2007 (SEC File No. 001-14765) and incorporated by reference herein).   |
| 10.44 | Contribution Agreement, dated as of June 11, 2007, by and among Hersha Hospitality Limited Partnership, Hasu P. Shah and Bharat C. Mehta (filed as Exhibit 10.1 to the Current Report on Form 8-K filed June 15, 2007 (SEC File No. 001-14765) and incorporated by reference herein).   |
| 10.45 | Contribution Agreement, dated as of July 1, 2007, by and among Hersha Norwich Associates, LLC; Kirit Patel; Ashwin Shah; K&D Investment Associates, L.L.C. and Hersha Hospitality Limited Partnership and 44 Norwich Manager, LLC (filed as Exhibit 10.1 to the Current Report on Form 8-K filed July 3, 2007 (SEC File No. 001-14765) and incorporated by reference herein). |
| 10.46 | Amended and Restated Employment Agreement, dated June 28, 2007, by and between the Company and Hasu P. Shah (filed as Exhibit 10.1 to the Current Report on Form 8-K filed July 3, 2007 (SEC File No. 001-14765) and incorporated by reference herein).†  |
| 10.47 | Amended and Restated Employment Agreement, dated June 28, 2007, by and between the Company and Jay H. Shah (filed as Exhibit 10.2 to the Current Report on Form 8-K filed July 3, 2007 (SEC File No. 001-14765) and incorporated by reference herein).†   |
| 10.48 | Amended and Restated Employment Agreement, dated June 28, 2007, by and between the Company and Neil H. Shah (filed as Exhibit 10.3 to the Current Report on Form 8-K filed July 3, 2007 (SEC File No. 001-14765) and incorporated by reference herein).†  |
| 10.49 | Amended and Restated Employment Agreement, dated June 28, 2007 by and between the Company and Ashish R. Parikh (filed as Exhibit 10.4 to the Current Report on Form 8-K filed July 3, 2007 (SEC File No. 001-14765) and incorporated by reference herein).†   |
| 10.50 | Amended and Restated Employment Agreement, dated June 28, 2007 by and between the Company and Michael R. Gillespie (filed as Exhibit 10.5 to the Current Report on Form 8-K filed July 3, 2007 (SEC File No. 001-14765) and incorporated by reference herein).†   |
| 10.51 | Contribution Agreement, dated as of July 1, 2007, by and among Hersha Norwich Associates, LLC; Kirit Patel; Ashwin Shah; K&D Investment Associates, LLC and Hersha Hospitality Limited Partnership and 44 Norwich Manager, LLC. (filed as Exhibit 10.1 to   |

the Current Report on Form 8-K filed July 3, 2007 (SEC File No. 001-14765) and incorporated by reference herein).

10.52 Contribution Agreement, dated as of October 1, 2007, by and among 3344 Associates and Hersha Hospitality Limited Partnership (filed as Exhibit 99.1 to the Current Report on Form 8-K filed October 9, 2007 (SEC File No. 001-14765) and incorporated by reference herein).

10.53 Contribution Agreement, dated as of January 8, 2008, by and among Shree Associates, Kunj Associates, Shanti III Associates, Trust FBO Sajni Mehta Browne under the Bharat and Devyani Mehta 2005 Trust dated January 13, 2006, Trust FBO Neelay Mehta under the Bharat and Devyani Mehta 2005 Trust dated January 13, 2006, Trust FBO Jay H Shah under the Hasu and Hersha Shah 2004 Trust dated August 18, 2004, Trust FBO Neil H Shah under the Hasu and Hersha Shah 2004 Trust dated August 18, 2004, PLM Associates LLC, David L. Desfor and Ashish R. Parikh and Hersha Hospitality Limited Partnership (filed as Exhibit 10.1 to the Current Report on form 8-K filed January 10, 2008 (SEC File No. 001-14765) and incorporated by reference herein).



Index

## INDEX OF EXHIBITS (continued)

|             |   |
|-------------|---|
| <u>21.1</u> | List of Subsidiaries of the Registrant.**   |
| <u>23.1</u> | Consent of KPMG LLP.**  |
| <u>23.2</u> | Consent of Pricewaterhouse Coopers LLP.**   |
| <u>31.1</u> | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.** |
| <u>31.2</u> | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.** |
| <u>32.1</u> | Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.** |
| <u>32.2</u> | Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.** |
| <u>99.1</u> | Consolidated Financial Statements of Mystic Partners, LLC and Subsidiaries.**                         |

\* Filed as an exhibit to Hersha Hospitality Trust's Registration Statement on Form S-11, as amended, filed June 5, 1998 (SEC File No. 333-56087) and incorporated by reference herein.

\*\* Filed herewith.

† Indicates management contract or compensatory plan or arrangement.