

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended March 23, 2007

OR

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

Commission file number 001-32514

DIAMONDROCK HOSPITALITY COMPANY

(Exact Name of Registrant as Specified in Its Charter)

Maryland

(State of Incorporation)

20-1180098

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

6903 Rockledge Drive, Suite 800, Bethesda, Maryland

(Address of Principal Executive Offices)

20817

(Zip Code)

(240) 744-1150

(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, 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 Accelerated filer Non-accelerated filer

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

The registrant had 94,534,132 shares of its \$0.01 par value common stock outstanding as of May 1, 2007.

PART I. FINANCIAL INFORMATION

| | <u>Page No.</u> |
|--|------------------------|
| Item 1. Financial Statements (unaudited): | |
| Condensed Consolidated Balance Sheets- March 23, 2007 and December 31, 2006 | 1 |
| Condensed Consolidated Statements of Operations For the Periods from January 1, 2007 to March 23, 2007 and January 1, 2006 to March 24, 2006 | 2 |
| Condensed Consolidated Statements of Cash Flows- For the Periods from January 1, 2007 to March 23, 2007 and January 1, 2006 to March 24, 2006 | 3 |
| Notes to Condensed Consolidated Financial Statements | 5 |
| Item 2. Management's Discussion and Analysis of Results of Operations and Financial Condition | 12 |
| Item 3. Quantitative and Qualitative Disclosures about Market Risk | 23 |
| Item 4. Controls and Procedures | 23 |

PART II. OTHER INFORMATION AND SIGNATURE

| | |
|---|----|
| Item 1. Legal Proceedings | 24 |
| Item 1A. Risk Factors | 24 |
| Item 2. Unregistered Sales of Equity Securities and Use of Proceeds | 24 |
| Item 3. Defaults Upon Senior Securities | 24 |
| Item 4. Submission of Matters to a Vote of Security Holders | 24 |
| Item 5. Other Information | 24 |
| Item 6. Exhibits | 24 |

DIAMONDROCK HOSPITALITY COMPANY

CONDENSED CONSOLIDATED BALANCE SHEETS

March 23, 2007 and December 31, 2006

(in thousands, except share amounts)

ASSETS

| | March 23, 2007 | December 31, 2006 |
|---------------------------------|---------------------|----------------------|
| | (Unaudited) | |
| Property and equipment, at cost | \$ 2,105,318 | \$ 1,761,748 |
| Less: accumulated depreciation | (91,422) | (75,322) |
| | <u>2,013,896</u> | <u>1,686,426</u> |
| Deferred financing costs, net | 4,705 | 3,764 |
| Restricted cash | 24,905 | 28,595 |
| Due from hotel managers | 58,125 | 57,753 |
| Favorable lease asset, net | 9,935 | 10,060 |
| Prepaid and other assets | 12,374 | 12,676 |
| Cash and cash equivalents | <u>17,424</u> | <u>19,691</u> |
| Total assets | <u>\$ 2,141,364</u> | <u>\$ 1,818,965</u> |

LIABILITIES AND SHAREHOLDERS' EQUITY

Liabilities:

| | | |
|---------------------------------------|----------------|----------------|
| Debt, at face amount | \$ 861,790 | \$ 841,151 |
| Debt premium | <u>2,583</u> | <u>2,620</u> |
| Total debt | 864,373 | 843,771 |
| Deferred income related to key money | 11,413 | 11,495 |
| Unfavorable contract liabilities, net | 87,446 | 87,843 |
| Due to hotel managers | 32,975 | 34,545 |
| Dividends declared and unpaid | 22,946 | 13,871 |
| Accounts payable and accrued expenses | <u>34,856</u> | <u>42,512</u> |
| Total other liabilities | <u>189,636</u> | <u>190,266</u> |

Shareholders' Equity:

| | | |
|---|---------------------|---------------------|
| Preferred stock, \$.01 par value; 10,000,000 shares authorized; no shares issued and outstanding | - | - |
| Common stock, \$.01 par value; 200,000,000 shares authorized; 94,534,132 and 76,191,632 shares issued and outstanding at March 23, 2007 and December 31, 2006, respectively | 945 | 762 |
| Additional paid-in capital | 1,145,320 | 826,918 |
| Accumulated deficit | <u>(58,910)</u> | <u>(42,752)</u> |
| Total shareholders' equity | <u>1,087,355</u> | <u>784,928</u> |
| Total liabilities and shareholders' equity | <u>\$ 2,141,364</u> | <u>\$ 1,818,965</u> |

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

DIAMONDROCK HOSPITALITY COMPANY

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
For the Periods from January 1, 2007 to March 23, 2007 and January 1, 2006 to March 24, 2006
(in thousands, except per share amounts)

| | Period from January 1, 2007 to March 23, 2007 | Period from January 1, 2006 to March 24, 2006 |
|-----------------------------------|--|--|
| | (Unaudited) | (Unaudited) |
| Rooms | \$ 86,115 | \$ 54,515 |
| Food and beverage | 41,503 | 24,070 |
| Other | 6,117 | 4,537 |
| Total revenues | 133,735 | 83,122 |
| Operating Expenses: | | |
| Rooms | 20,383 | 12,835 |
| Food and beverage | 28,506 | 16,889 |
| Management fees | 5,232 | 2,917 |
| Other hotel expenses | 44,372 | 28,907 |
| Depreciation and amortization | 16,061 | 9,047 |
| Corporate expenses | 3,148 | 2,567 |
| Total operating expenses | 117,702 | 73,162 |
| Operating profit | 16,033 | 9,960 |
| Other Expenses (Income): | | |
| Interest income | (597) | (183) |
| Interest expense | 11,495 | 5,807 |
| Total other expenses | 10,898 | 5,624 |
| Income before income taxes | 5,135 | 4,336 |
| Income tax benefit | 1,655 | 30 |
| Net income | \$ 6,790 | \$ 4,366 |
| Earnings per share: | | |
| Basic and diluted | \$ 0.07 | \$ 0.08 |

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

DIAMONDROCK HOSPITALITY COMPANY

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Periods from January 1, 2007 to March 23, 2007 and January 1, 2006 to March 24, 2006
(in thousands)

| | Period from January 1, 2007 to March 23, 2007 | Period from January 1, 2006 to March 24, 2006 |
|---|--|--|
| | (Unaudited) | (Unaudited) |
| Cash flows from operating activities: | | |
| Net income | \$ 6,790 | \$ 4,366 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Real estate depreciation | 16,061 | 9,047 |
| Corporate asset depreciation as corporate expenses | 39 | 22 |
| Non-cash straight line ground rent | 1,707 | 1,711 |
| Non-cash financing costs as interest | 170 | 184 |
| Market value adjustment to interest rate caps | - | (19) |
| Amortization of debt premium and unfavorable contract liabilities | (434) | (69) |
| Amortization of deferred income | (82) | (67) |
| Stock-based compensation | 959 | 577 |
| Yield support received | 1,703 | - |
| Non-cash yield support | (69) | (200) |
| Changes in assets and liabilities: | | |
| Prepaid expenses and other assets | 302 | (170) |
| Restricted cash | 1,665 | (250) |
| Due to/from hotel managers | (3,400) | (753) |
| Accounts payable and accrued expenses | (7,539) | (2,084) |
| Net cash provided by operating activities | 17,872 | 12,295 |
| Cash flows from investing activities: | | |
| Hotel acquisitions | (331,325) | (85,916) |
| Hotel capital expenditures | (14,120) | (11,535) |
| Change in restricted cash | 2,025 | 2,202 |
| Net cash used in investing activities | (343,420) | (95,249) |
| Cash flows from financing activities: | | |
| Repayments of credit facility | (20,000) | (3,000) |
| Draws on credit facility | 41,500 | 24,000 |
| Proceeds from short-term loan | - | 79,500 |
| Payment of lender deposits | - | (3,810) |
| Scheduled mortgage debt principal payments | (861) | (814) |
| Payment of financing costs | (1,111) | (109) |
| Proceeds from sale of common stock | 317,935 | - |
| Payment of costs related to sale of common stock | (380) | - |
| Payment of dividends | (13,802) | (8,943) |
| Net cash provided by financing activities | \$ 323,281 | \$ 86,824 |

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

DIAMONDROCK HOSPITALITY COMPANY

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)
For the Periods from January 1, 2007 to March 23, 2007 and January 1, 2006 to March 24, 2006
(in thousands)

| | <u>Period from January 1, 2007 to March 23, 2007</u> | <u>Period from January 1, 2006 to March 24, 2006</u> |
|--|--|--|
| | (Unaudited) | (Unaudited) |
| Net (decrease) increase in cash and cash equivalents | \$ (2,267) | \$ 3,870 |
| Cash and cash equivalents, beginning of period | 19,691 | 9,432 |
| Cash and cash equivalents, end of period | <u>\$ 17,424</u> | <u>\$ 13,302</u> |

Supplemental Disclosure of Cash Flow Information:

| | | |
|----------------------------|-----------|----------|
| Cash paid for interest | \$ 11,917 | \$ 5,521 |
| Cash paid for income taxes | \$ 334 | \$ 802 |
| Capitalized interest | \$ - | \$ 143 |

Non Cash Investing and Financing Activities:

| | | |
|-----------------------------|------|------------|
| Assumption of mortgage debt | \$ - | \$ 220,000 |
|-----------------------------|------|------------|

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

DIAMONDROCK HOSPITALITY COMPANY

Notes to the Condensed Consolidated Financial Statements (Unaudited)

1. Organization

DiamondRock Hospitality Company (the "Company") is a lodging focused real estate company that commenced operations in July of 2004. As of March 23, 2007, the Company owned twenty-one hotels, comprising 9,798 rooms, located in the following markets: Atlanta, Georgia (4); Austin, Texas; Boston, Massachusetts; Chicago, Illinois (2); Fort Worth, Texas; Lexington, Kentucky; Los Angeles, California (2); New York, New York (2); Northern California; Oak Brook, Illinois; Orlando, Florida; Salt Lake City, Utah; Washington D.C.; St. Thomas, U.S. Virgin Islands; and Vail, Colorado.

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

2. Summary of Significant Accounting Policies

Basis of Presentation

We have condensed or omitted certain information and footnote disclosures normally included in financial statements presented in accordance with U.S. generally accepted accounting principles, or GAAP, in the accompanying unaudited condensed consolidated financial statements. We believe the disclosures made are adequate to prevent the information presented from being misleading. However, the unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto as of and for the year ended December 31, 2006 included in our Annual Report on Form 10-K dated February 28, 2007.

In our opinion, the accompanying unaudited condensed consolidated financial statements reflect all adjustments necessary to present fairly our financial position as of March 23, 2007 and the results of our operations and cash flows for the periods from January 1, 2007 to March 23, 2007 and January 1, 2006 to March 24, 2006, respectively. Interim results are not necessarily indicative of full-year performance because of the impact of seasonal and short-term variations and the timing of the Company's acquisitions.

Reporting Periods

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

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

While the reporting calendar we adopted is more closely aligned with the reporting calendar used by the manager of most of our properties, one final consequence of our calendar is we are unable to report any results for Frenchman's Reef, Vail Marriott, Westin Atlanta North at Perimeter, Conrad Chicago, or Westin Boston Waterfront Hotel for the month of operations that ends after our fiscal quarter-end because none of our managers make mid-month results available to us. As a result, our quarterly results of operations include results from Frenchman's Reef, the Vail Marriott, the Westin Atlanta North at Perimeter, the Conrad Chicago, and the Westin Boston Waterfront Hotel as follows: first quarter (January, February), second quarter (March to May), third quarter (June to August) and fourth quarter (September to December). While this does not affect full-year results, it does affect the reporting of quarterly results.

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

Revenue Recognition

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

Earnings Per Share

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

Stock-based Compensation

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

Key Money

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

Yield Support

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

Straight-Line Rent

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

Income Taxes

The Company adopted the provisions of FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes - an interpretation of FASB Statement No. 109* ("FIN 48") on January 1, 2007. FIN 48 did not have a material impact on our results of operations, financial position, or cash flows. The Company had no accruals for tax expenses as of December 31, 2006 or March 23, 2007, respectively. As of March 23, 2007, all of the Company's federal income tax returns and state tax returns for the jurisdictions in which the Company's hotels are located remain subject to examination by the respective jurisdiction tax authorities.

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

3. Property and Equipment

Property and equipment as of March 23, 2007 (unaudited) and December 31, 2006 consists of the following (in thousands):

| | <u>March 23, 2007</u> | <u>December 31, 2006</u> |
|------------------------------------|-----------------------|--------------------------|
| Land | \$ 223,490 | \$ 223,490 |
| Land improvements | 21,994 | 5,594 |
| Buildings | 1,667,913 | 1,375,143 |
| Furniture, fixtures and equipment | 182,686 | 149,842 |
| Corporate office equipment and CIP | <u>9,235</u> | <u>7,679</u> |
| | 2,105,318 | 1,761,748 |
| Less: accumulated depreciation | <u>(91,422)</u> | <u>(75,322)</u> |
| | <u>\$ 2,013,896</u> | <u>\$ 1,686,426</u> |

4. Capital Stock

Common Shares

The Company is authorized to issue up to 200,000,000 shares of common stock, \$.01 par value per share. The Company's authorized number of shares of common stock increased from 100,000,000 to 200,000,000 during the fiscal quarter ended March 23, 2007. Each outstanding share of common stock entitles the holder to one vote on all matters submitted to a vote of stockholders. Holders of the Company's common stock are entitled to receive dividends out of assets legally available for the payment of dividends when authorized by the Company's board of directors.

The Company completed an additional follow-on offering of our common stock during the fiscal quarter ended March 23, 2007. The Company sold 18,342,500 shares of common stock, including the underwriters' over-allotment of 2,392,500 shares, at an offering price of \$18.15 per share. The net proceeds to the Company, after deduction of offering costs, were \$317.6 million. The Company used the net proceeds of this offering to complete the acquisition of the Westin Boston Waterfront Hotel.

Preferred Shares

The Company is authorized to issue up to 10,000,000 shares of preferred stock, \$.01 par value per share. The Company's board of directors is required to set for each class or series of preferred stock the terms, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications, and terms or conditions of redemption. As of March 23, 2007 and December 31, 2006, there were no shares of preferred stock outstanding.

5. Stock Incentive Plan

As of March 23, 2007, the Company has issued or committed to issue 1,408,628 shares of common stock under the 2004 Stock Option and Incentive Plan, including 659,306 shares of unvested restricted common stock and a commitment to issue 413,554 units of deferred common stock.

As of March 23, 2007, the Company's officers and employees have been awarded 1,142,139 shares of restricted common stock. The aggregate fair value of these awards on the respective grants dates was \$14.2 million. The weighted average grant date fair value of these awards was \$12.44 per share. As of March 23, 2007, 482,833 of these awards have vested. The remaining share awards will vest as follows: 314,787 shares during 2007, 146,880 shares during 2008, 131,713 shares during 2009 and 65,926 shares during 2010. None of the recipients were required to pay for such shares of common stock. The Company awarded 197,779 shares of restricted common stock to the Company's officers and employees during the fiscal quarter ended March 23, 2007. The aggregate fair value of these awards was \$3.6 million, and the weighted average grant date fair value of these awards was \$18 per share. As of March 23, 2007, the Company's independent directors have been awarded 40,288 shares of common stock. Shares issued to the Company's independent directors were fully vested upon issuance. Shares issued to the Company's officers and employees vest over a three-year period from the date of the grant. As of March 23, 2007, the unrecognized compensation cost related to the share awards was \$6.7 million and the weighted- average period over which the unrecognized compensation expense will be recorded is approximately 13 months.

At the time of our initial public offering, the Company made a commitment to issue 382,500 shares of deferred stock units to the Company's senior executive officers. These deferred stock units are fully vested and represent the promise of the Company to issue a number of shares of the Company's common stock to each senior executive officer upon the earlier of (i) a change of control or (ii) five years after the date of grant, which was the initial public offering completion date (the "Deferral Period"). However, if an executive's service with the Company is terminated for "cause" prior to the expiration of the Deferral Period, all deferred stock unit awards will be forfeited. The executive officers are restricted from transferring these shares until the fifth anniversary of the initial public offering completion date. As of March 23, 2007, the Company has a commitment to issue 413,554 shares under this plan. The share commitment increased from 382,500 to 413,554 since the Company's initial public offering because current dividends are not paid out but instead are effectively reinvested at the dividend payment date's closing price of our common stock. No expense has been recognized during the period from January 1, 2007 to March 23, 2007 for these awards.

In total, for the periods from January 1, 2007 to March 23, 2007, and January 1, 2006 to March 24, 2006, the Company recorded \$1.0 million and \$0.6 million, respectively, of stock-based compensation expense, which is included in corporate expenses in the accompanying condensed consolidated statements of operations.

6. Earnings Per Share

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

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

| Basic Earnings per Share Calculation: | Fiscal Quarter Ended March 23, 2007 | Fiscal Quarter Ended March 24, 2006 |
|--|---|---|
| | (unaudited) | (unaudited) |
| Net income | \$ 6,790 | \$ 4,366 |
| Dividends on unvested restricted common stock | (83) | (134) |
| Net income after dividends on unvested restricted common stock | \$ 6,707 | \$ 4,232 |
| Weighted-average number of common shares outstanding— basic | 91,187,727 | 51,207,861 |
| Basic earnings per share | \$ 0.07 | \$ 0.08 |

| Diluted Earnings per Share Calculation: | Fiscal Quarter | Fiscal Quarter |
|--|----------------------|----------------------|
| | Ended March 23, 2007 | Ended March 24, 2006 |
| | (unaudited) | (unaudited) |
| Net income | \$ 6,790 | \$ 4,366 |
| Dividends on unvested restricted common stock | (83) | (134) |
| Net income after dividends on unvested restricted common stock | \$ 6,707 | \$ 4,232 |
| Weighted-average number of common shares outstanding—basic | 91,187,727 | 51,207,861 |
| Unvested restricted common stock | 402,118 | 466,330 |
| Weighted-average number of common shares outstanding—diluted | 91,589,845 | 51,674,191 |
| Diluted earnings per share | \$ 0.07 | \$ 0.08 |

7. Debt

The Company has incurred limited recourse, property specific mortgage debt in conjunction with the acquisition of certain of the Company's hotels. In the event of default, the lender may only foreclose on the pledged assets; however, in the event of fraud, misapplication of funds and other customary recourse provisions, the lender may seek payment from the Company. As of March 23, 2007, twelve of our twenty-one hotel properties were secured by mortgage debt. The Company's mortgage debt contains certain property specific covenants and restrictions, including minimum debt service coverage ratios that trigger cash management provisions as well as restrictions on incurring additional debt without lender consent. As of March 23, 2007, the Company was in compliance with the financial covenants of our debt.

The following table sets forth information regarding the Company's debt as of March 23, 2007 (unaudited), in thousands:

| Property | Principal Balance | Interest Rate |
|---|-------------------|---|
| Courtyard Manhattan / Midtown East | \$ 42,971 | 5.195% |
| Marriott Salt Lake City Downtown | 36,589 | 5.50% |
| Courtyard Manhattan / Fifth Avenue | 51,000 | 6.48% |
| Marriott Griffin Gate Resort | 29,636 | 5.11% |
| Bethesda Marriott Suites | 18,594 | 7.69% |
| Renaissance Worthington | 57,400 | 5.40% |
| Frenchman's Reef & Morning Star Marriott Beach Resort | 62,500 | 5.44% |
| Marriott Los Angeles Airport | 82,600 | 5.30% |
| Orlando Airport Marriott | 59,000 | 5.68% |
| Chicago Marriott Downtown Magnificent Mile | 220,000 | 5.975% |
| Renaissance Austin | 83,000 | 5.507% |
| Renaissance Waverly | 97,000 | 5.503% |
| Senior unsecured credit facility | 21,500 | LIBOR + 0.95 (6.27% as of March 23, 2007) |
| Total | \$ 861,790 | |
| Weighted-Average Interest Rate | | 5.7 % |

The Company was party to a three-year, \$75.0 million senior secured revolving credit facility from Wachovia Bank, National Association, as administrative agent under the credit facility, and Citicorp North America, Inc. and Bank of America, N.A., as co-syndication agents under the credit facility (the "Former Facility"). The Company amended and restated the Former Facility to expand it into a \$200 million unsecured credit facility on February 28, 2007 (the "New Facility").

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

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

In addition to the interest payable on amounts outstanding under the Former Facility, the Company was required to pay an annual fee equal to 0.35% of the unused portion of the Former Facility.

The New Facility has a term of 48 months. The Company may extend the maturity date of the New Facility for an additional year upon the payment of applicable fees and the satisfaction of certain other customary conditions. The Company also has the right to increase the amount of the New Facility to \$500.0 million with the lenders' approval.

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

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

In addition to the interest payable on amounts outstanding under the New Facility, the Company is required to pay a fee equal to 0.20% of the unused portion of the New Facility if the unused portion of the New Facility is greater than 50% and 0.125% if the unused portion of the New Facility is less than 50%.

8. Acquisition

On January 31, 2007, the Company acquired a leasehold interest in the 793 room Westin Boston Waterfront Hotel. In addition to the Westin Boston Waterfront Hotel, the acquisition, which closed on February 8, 2007, included a leasehold interest in 100,000 square feet of retail space, and an option to acquire a leasehold interest in a parcel of land with development rights to build a 320 to 350 room hotel. The contractual purchase price for the Westin Boston Waterfront Hotel, the leasehold interest in the retail space and the option to acquire a leasehold interest in a parcel of land was \$330.3 million. The hotel remains a Westin-branded property and continues to be managed by Starwood under a twenty-year management agreement. The management fee provides for a base management fee of 2.5% of the hotel's gross revenues and an incentive fee of 20% of hotel operating profits above an owner's priority defined in the management agreement. The hotel and retail space are subject to a ground lease that expires in 2099.

The preliminary purchase price allocation, including transaction costs, of the Westin Boston Waterfront Hotel to the acquired assets and liabilities, which may be adjusted if any of the assumptions underlying the purchase accounting change and when additional information is obtained, are as follows (in thousands):

| | | |
|-----------------------------------|-----------|------------------------------|
| Land improvements | \$ | 16,400 |
| Building | | 290,921 |
| Furniture, fixtures and equipment | | <u>23,790</u> |
| Total fixed assets | | 331,111 |
| Working capital | | 175 |
| Other assets, net | | <u>39</u> |
| Purchase Price | \$ | <u><u>331,325</u></u> |

Acquired properties are included in the Company's results of operations from the date of acquisition. The following unaudited pro forma results of operations reflect the Company's acquisitions as if they had occurred on the first day of the fiscal year presented. In the Company's opinion, all significant adjustments necessary to reflect the effects of the acquisitions have been made; however, a preliminary allocation of the purchase price to land improvements and buildings was made, and the Company will finalize the allocation after all information is obtained.

| | <u>Fiscal Quarter Ended March 23, 2007</u> | <u>Fiscal Quarter Ended March 24, 2006</u> |
|--|--|--|
| (in thousands) | | |
| Revenues | \$ 136,822 | \$ 120,723 |
| Net income | <u>5,572</u> | <u>711</u> |
| Earnings per share - Basic and Diluted | <u>\$ 0.06</u> | <u>\$ 0.01</u> |

9. Dividends

During the 2006 fourth fiscal quarter the Company's board of directors declared a cash dividend of \$0.18 per share of the Company's common stock. The dividend was paid on January 4, 2007, to all stockholders of record as of December 21, 2006. During the first fiscal quarter of 2007, the Company's board of directors declared a cash dividend of \$0.24 per share of the Company common stock. The dividend was paid on April 2, 2007 to all stockholders of record as of March 23, 2007.

10. Commitments and Contingencies

Litigation

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

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

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

Overview

We are a lodging focused real estate company. We are committed to maximizing shareholder value through investing in premium full-service hotels and, to a lesser extent, premium urban select-service hotels. As of March 23, 2007, we owned twenty-one hotels comprising 9,798 rooms. These hotels are geographically diversified across major markets in the United States.

We adhere to three basic principles:

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

High Quality Urban and Resort Focused Real Estate

We own and seek to acquire premium hotels and resorts in North America. Since our formation in May 2004, we have acquired 21 properties, with purchase prices aggregating over \$2 billion. These hotels and resorts are all categorized as upper upscale as defined by Smith Travel Research and are generally located in high barrier to entry markets with multiple demand generators.

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

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

Conservative Capital Structure

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

As of March 23, 2007, 97.5% of our debt carried fixed interest rates, with a weighted-average interest rate of 5.7%, and a weighted-average maturity of 8.4 years. As of March 23, 2007, we had \$861.8 million of debt outstanding, representing a net debt-to-enterprise value ratio of 32%, which is calculated as our market capitalization plus net debt.

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

Thoughtful Asset Management

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

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

Our philosophy is to negotiate management agreements that give us the right to exert significant influence over the management of our properties, annual budgets and all capital expenditures, and then to use those rights to continually monitor and improve the performance of our properties. We cooperatively partner with the managers of our hotels in an attempt to increase operating results and long-term asset values at our hotels. In addition to working directly with the personnel at our hotels, our senior management team also has long-standing professional relationships with our hotel managers' senior executives, and we work directly with these senior executives to improve the performance of our portfolio.

We believe we can create significant value in our portfolio through innovative asset management strategies such as rebranding, renovating and repositioning. We are committed to regularly evaluating our portfolio to determine if we can employ these value-added strategies at our hotels. During 2006 and the fiscal quarter ended March 23, 2007, we completed a significant amount of capital reinvestment in our hotels - completing projects that ranged from room renovations (Courtyard Manhattan/Midtown East, Los Angeles Airport Marriott, Bethesda Marriott Suites, Orlando Airport Marriott, Frenchman's Reef & Morning Star Marriott Beach Resort) to total renovation and repositioning of the hotel (Torrance Marriott and the Oak Brook Hills Marriott Resort). In connection with our planned renovations and repositionings, our senior management team and our asset managers are committed to completing these renovations on time, on budget and with minimum disruption at our hotels. We are optimistic that, when completed, these renovations will enable us to achieve higher rates and greater demand for our hotels.

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

Key Indicators of Financial Condition and Operating Performance

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

- Occupancy percentage;
- ADR;
- RevPAR;
- EBITDA and
- FFO.

Occupancy, ADR and RevPAR are commonly used measures within the hotel industry to evaluate operating performance. RevPAR, which is calculated as the product of ADR and occupancy percentage, is an important statistic for monitoring operating performance at the individual hotel level and across our business as a whole. We evaluate individual hotel RevPAR performance on an absolute basis with comparisons to budget and prior periods, as well as on a company-wide and regional basis. ADR and RevPAR include only room revenue. Room revenue comprised approximately 64% of our total revenues for the fiscal quarter ended March 23, 2007 and is dictated by demand, as measured by occupancy percentage, pricing, as measured by ADR, and our available supply of hotel rooms.

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

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

Significant highlights for the Fiscal Quarter ended March 23, 2007 and subsequent period are as follows:

Follow On Offering. The Company completed an additional follow-on offering of our common stock during the quarter ended March 23, 2007. The Company sold 18,342,500 shares of common stock, including the underwriters' over-allotment of 2,392,500 shares, at an offering price of \$18.15 per share. The net proceeds to the Company, after deduction of offering costs, were \$317.6 million. The Company used the net proceeds of this offering to complete the acquisition of the Westin Boston Waterfront Hotel.

Acquisition of the Westin Boston Waterfront Hotel. On January 31, 2007 the Company acquired a leasehold interest in the 793 room Westin Boston Waterfront Hotel. In addition to the Westin Boston Waterfront Hotel, the acquisition, which closed on February 8, 2007, included a leasehold interest in 100,000 square feet of retail space and an option to acquire a leasehold interest in a parcel of land with development rights to build a 320 to 350 room hotel. The contractual purchase price for the Westin Boston Waterfront Hotel, the leasehold interest in the retail space and the option to acquire a leasehold interest in a parcel of land was \$330.3 million.

Payment of First Quarter Dividend. During the first fiscal quarter of 2007, the Company's board of directors declared a cash dividend of \$0.24 per share of our common stock. The dividend was paid on April 2, 2007 to all record holders of our common stock as of March 23, 2007.

Results of Operations

Fiscal Quarter Ended March 23, 2007

As of March 23, 2007, we owned twenty-one hotels. Our total assets were \$2.1 billion as of March 23, 2007. Total liabilities were \$1.1 billion as of March 23, 2007, including \$864.4 million of debt. Shareholders' equity was approximately \$1.1 billion as of March 23, 2007. Our total assets were \$1.8 billion as of December 31, 2006. Total liabilities were \$1.0 billion as of December 31, 2006, including \$843.8 million of debt. Shareholders' equity was approximately \$784.9 million as of December 31, 2006. Our net income for the fiscal quarter ended March 23, 2007 was \$6.8 million compared to \$4.4 million for the fiscal quarter ended March 24, 2006. We acquired six of our twenty-one hotels after the first fiscal quarter of 2006. Accordingly, the current period results are not comparable to the results for the corresponding period in 2006.

Revenue. Our revenues totaled \$133.7 million and \$83.1 million for the fiscal quarters ended March 23, 2007 and March 24, 2006, respectively. Revenue consists primarily of the room, food and beverage and other revenues from our hotels. Revenues for the fiscal quarters ended March 23, 2007 and March 24, 2006, respectively, consist of the following (in thousands):

| | Fiscal Quarter Ended March 23, 2007 | Fiscal Quarter Ended March 24, 2006 |
|-------------------|--|--|
| Rooms | \$ 86,115 | \$ 54,515 |
| Food and beverage | 41,503 | 24,070 |
| Other | 6,117 | 4,537 |
| Total revenues | <u>\$ 133,735</u> | <u>\$ 83,122</u> |

Individual hotel revenues for the fiscal quarters ended March 23, 2007 and March 24, 2006, respectively, consist of the following (in millions):

| | Fiscal Quarter Ended March 23, 2007 | Fiscal Quarter Ended March 24, 2006 |
|---|--|--|
| Chicago Marriott | \$ 17.4 | \$ - |
| Los Angeles Airport Marriott | 14.3 | 13.9 |
| Frenchman's Reef & Morning Star Marriott Beach Resort (1) | 10.9 | 9.8 |
| Renaissance Worthington | 9.8 | 9.2 |
| Renaissance Waverly Hotel | 9.1 | - |
| Renaissance Austin Hotel | 8.6 | - |
| Vail Marriott Mountain Resort & Spa (1) | 7.7 | 7.2 |
| Orlando Airport Marriott | 7.0 | 6.3 |
| Salt Lake City Marriott Downtown | 6.8 | 6.5 |
| Courtyard Manhattan/Midtown East | 5.2 | 3.7 |
| Torrance Marriott | 5.0 | 5.0 |
| Westin Boston Waterfront Hotel (2) | 4.0 | - |
| Marriott Griffin Gate Resort | 3.9 | 3.7 |
| Marriott Atlanta Alpharetta | 3.6 | 3.6 |
| Oak Brook Hills Marriott Resort | 3.5 | 3.9 |
| Bethesda Marriott Suites | 3.5 | 3.2 |
| Westin Atlanta North at Perimeter (1) | 3.4 | - |
| Courtyard Manhattan/Fifth Avenue | 3.1 | 2.6 |
| The Lodge at Sonoma, a Renaissance Resort & Spa | 3.0 | 2.9 |
| Conrad Chicago (1) | 2.4 | - |
| SpringHill Suites Atlanta Buckhead | 1.5 | 1.6 |
| Total | \$ 133.7 | \$ 83.1 |

- (1) The Frenchman's Reef & Morning Star Marriott Beach Resort, Vail Marriott Mountain Resort & Spa, Westin Atlanta North at Perimeter and Conrad Chicago report operations on a calendar month and year basis. The period from January 1, 2007 to March 23, 2007 includes the operations for the period from January 1, 2007 to February 28, 2007 for these four hotels.
- (2) The Westin Boston Waterfront Hotel reports operations on a calendar month and year basis. The period from January 1, 2007 to March 23, 2007, includes the operations for the period from January 31, 2007 (date of acquisition) to February 28, 2007. This hotel was newly built in 2006.

The following pro forma key hotel operating statistics for our hotels for the fiscal quarters ended March 23, 2007 and March 24, 2006. The pro forma hotel operating statistics presented below include the results of operations of the hotels under previous ownership for the comparable period to our ownership period. The operating statistics for the fiscal quarters ended March 23, 2007 and March 24, 2006 exclude the Westin Boston Waterfront Hotel due to the fact that this hotel was newly built in 2006 and there are no comparable statistics for the fiscal quarter ended March 24, 2006.

| | Fiscal Quarter Ended March 23, 2007 | Fiscal Quarter Ended March 24, 2006 | % Change |
|-------------|--|--|-----------------------|
| Occupancy % | 72.0% | 70.6% | 1.4 percentage points |
| ADR | \$ 166.43 | \$ 154.60 | 7.7% |
| RevPAR | \$ 119.77 | \$ 109.21 | 9.7% |

The hotel operating statistics presented below are pro forma as they include the results of operations of the hotels under previous ownership for the comparable period to our ownership period. Individual hotel statistics for the fiscal quarters ended March 23, 2007 and March 24, 2006 are as follows:

| Property | Location | Number of Rooms | Average Occupancy (%) | ADR(\$) | RevPAR(\$) | % Change from 2006 RevPAR |
|---|---------------------------------|-----------------|-----------------------|------------------|------------------|---------------------------|
| Chicago Marriott | Chicago, Illinois | 1,192 | 68.3% | \$ 165.01 | \$ 112.68 | 4.9% |
| Los Angeles Airport Marriott | Los Angeles, California | 1,004 | 82.3 | 122.30 | 100.65 | 5.4 |
| Westin Boston Waterfront Hotel (2) | Boston, Massachusetts | 793 | 56.2 | 165.42 | 92.91 | N/A |
| Renaissance Waverly Hotel | Atlanta, Georgia | 521 | 73.9 | 146.90 | 108.62 | (3.0) |
| Salt Lake City Marriott Downtown | Salt Lake City, Utah | 510 | 77.8 | 139.35 | 108.38 | 6.8 |
| Renaissance Worthington | Fort Worth, Texas | 504 | 80.8 | 173.81 | 140.44 | 7.5 |
| Frenchman's Reef & Morning Star Marriott Beach Resort (1) | St. Thomas, U.S. Virgin Islands | 502 | 84.6 | 305.82 | 258.86 | 11.3 |
| Renaissance Austin Hotel | Austin, Texas | 492 | 80.1 | 157.42 | 126.03 | 21.1 |
| Torrance Marriott | Los Angeles County, California | 487 | 73.4 | 120.91 | 88.79 | 3.3 |
| Orlando Airport Marriott | Orlando, Florida | 486 | 81.7 | 138.55 | 113.15 | 10.6 |
| Marriott Griffin Gate Resort | Lexington, Kentucky | 408 | 52.3 | 113.64 | 59.42 | 10.7 |
| Oak Brook Hills Marriott Resort | Oak Brook, Illinois | 384 | 38.4 | 131.52 | 50.49 | 0.8 |
| Westin Atlanta North at Perimeter (1) | Atlanta, Georgia | 369 | 66.1 | 145.54 | 96.21 | 7.3 |
| Vail Marriott Mountain Resort & Spa (1) | Vail, Colorado | 346 | 80.1 | 358.61 | 287.33 | 7.0 |
| Marriott Atlanta Alpharetta | Atlanta, Georgia | 318 | 61.1 | 156.38 | 95.59 | 6.6 |
| Courtyard Manhattan/Midtown East | New York, New York | 312 | 84.7 | 231.05 | 195.74 | 46.1 |
| Conrad Chicago (1) | Chicago, Illinois | 311 | 54.1 | 175.71 | 95.12 | 39.6 |
| Bethesda Marriott Suites | Bethesda, Maryland | 272 | 63.7 | 187.80 | 119.68 | 12.7 |
| SpringHill Suites Atlanta Buckhead | Atlanta, Georgia | 220 | 63.4 | 119.03 | 75.42 | (5.7) |
| Courtyard Manhattan/Fifth Avenue | New York, New York | 185 | 89.2 | 227.75 | 203.22 | 19.9 |
| The Lodge at Sonoma, a Renaissance Resort & Spa | Sonoma, California | 182 | 53.5 | 182.99 | 97.95 | 0.1 |
| TOTAL/WEIGHTED AVERAGE (3) | | 9,798 | 72.0% | \$ 166.43 | \$ 119.77 | 9.7% |

- (1) The Frenchman's Reef & Morning Star Marriott Beach Resort, Vail Marriott Mountain Resort & Spa, Westin Atlanta North at Perimeter and Conrad Chicago report operations on a calendar month and year basis. The period from January 1, 2007 to March 23, 2007 includes the operations for the period from January 1, 2007 to February 28, 2007 for these four hotels.
- (2) The Westin Boston Waterfront Hotel reports operations on a calendar month and year basis. The period from January 1, 2007 to March 23, 2007 includes the operations for the period from January 31, 2007 (date of acquisition) to February 28, 2007.
- (3) Totals exclude the Westin Boston Waterfront Hotel. This hotel was newly built in 2006 and there are no comparable statistics for the fiscal quarter ended March 24, 2006.

Hotel operating expenses. Our hotel operating expenses totaled \$98.5 million for the fiscal quarter ended March 23, 2007 compared to \$61.5 million for the fiscal quarter ended March 24, 2006. Hotel operating expenses consist primarily of operating expenses of our hotels, including non-cash ground rent expense. The operating expenses for the fiscal quarters ended March 23, 2007 and March 24, 2006, respectively, consist of the following (in millions):

| | Fiscal Quarter Ended March 23, 2007 | Fiscal Quarter Ended March 24, 2006 |
|---|-------------------------------------|-------------------------------------|
| Rooms departmental expenses | \$ 20.4 | \$ 12.8 |
| Food and beverage departmental expenses | 28.5 | 16.9 |
| Other hotel expenses | 37.3 | 24.6 |
| Base management fees | 3.7 | 2.6 |
| Yield support | (0.1) | (0.2) |
| Incentive management fees | 1.6 | 0.5 |
| Property taxes | 5.0 | 2.2 |
| Ground rent—Contractual | 0.4 | 0.4 |
| Ground rent—Non-cash | 1.7 | 1.7 |
| Total hotel operating expenses | \$ 98.5 | \$ 61.5 |

In connection with entering into certain management agreements with Marriott, Marriott provided the Company with limited operating cash flow guarantees (“yield support”) for those hotels. The yield support is designed to protect us from the disruption often associated with changing the hotel’s brand or manager or undergoing significant renovations. Across our portfolio, we are entitled to up to \$0.8 million of yield support in 2007 for the Oak Brook Hills Marriott and \$100,000 in 2007 for the Buckhead SpringHill Suites. We currently anticipate that we will recognize \$0.5 million of yield support in 2007. We

recorded yield support of \$0.1 million during the fiscal quarter ended March 23, 2007. We recorded \$0.2 million of yield support during the fiscal quarter ended March 24, 2006.

Depreciation and amortization. Our depreciation and amortization expense totaled \$16.1 million and \$9.0 million for the fiscal quarters ended March 23, 2007 and March 24, 2006, respectively. Depreciation and amortization is recorded on our hotel buildings over 40 years for the periods subsequent to acquisition. Depreciable lives of hotel furniture, fixtures and equipment are estimated as the time period between the acquisition date and the date that the hotel furniture, fixtures and equipment will be replaced.

Corporate expenses. Our corporate expenses totaled \$3.1 million and \$2.6 million for the fiscal quarters ended March 23, 2007 and March 24, 2006, respectively. Corporate expenses principally consist of employee-related costs, including base payroll, bonus and restricted stock. Corporate expenses also include corporate operating costs, professional fees and directors' fees.

Interest expense. Our interest expense totaled \$11.5 million and \$5.8 million for the fiscal quarters ended March 23, 2007 and March 24, 2006, respectively. The 2007 interest expense is related to mortgage debt (\$10.9 million), amortization of deferred financing costs (\$0.2 million) and interest and unused facility fees on our credit facility (\$0.4 million). The 2006 interest expense is related to mortgage debt (\$5.2 million), amortization and write off of deferred financing costs (\$0.2 million) and interest and unused facility fees on our credit facility (\$0.4 million). As of March 23, 2007, we had property-specific mortgage debt outstanding on twelve of our hotels. On all twelve of the hotels, we have fixed-rate secured debt, which bears interest at rates ranging from 5.11% to 7.69% per year. Amounts drawn under the credit facility bear interest at a variable rate that fluctuates based on the level of outstanding indebtedness in relation to the value of our assets from time to time. The interest rate as of March 23, 2007 on the credit facility was 6.27%. The Company had \$21.5 million drawn on the credit facility as of March 23, 2007. Our weighted-average interest rate on all debt as of March 23, 2007 was 5.7%.

Interest income. We recorded interest income of \$0.6 million and \$0.2 million for the fiscal quarters ended March 23, 2007 and March 24, 2006, respectively. Interest income increased from the comparable period in 2006 as a result of interest earned on cash received from the secondary offering completed in January 2007.

Income taxes. We recorded an income tax benefit of \$1.7 million and \$30,000 for the fiscal quarters ended March 23, 2007 and March 24, 2006, respectively. The 2007 income tax benefit was incurred on the \$4.5 million pre-tax loss of our TRS for the fiscal quarter ended March 23, 2007, offset by foreign income tax expense of \$0.2 million related to the taxable REIT subsidiary that owns the Frenchman's Reef & MorningStar Marriott Beach Resort. The 2006 income tax benefit was incurred on the \$0.3 million pre-tax loss of our TRS for the fiscal quarter ended March 24, 2006.

Liquidity and Capital Resources

Our short-term liquidity requirements consist primarily of funds necessary to fund future distributions to our shareholders to maintain our REIT status as well as to pay for operating expenses and other expenditures directly associated with our hotels, including maintenance and recurring capital expenditures as well as payments of interest and principal. We expect to meet our short-term liquidity requirements generally through net cash provided by operations, existing cash balances and, if necessary, short-term borrowings under our credit facility.

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

Our Financing Strategy

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

As of March 23, 2007, 97.5% of our debt carries fixed interest rates, with a weighted-average interest rate of 5.7%, and a weighted-average maturity of 8.4 years. As of March 23, 2007, we had \$861.8 million of debt outstanding.

In the current market, we have a preference towards fixed-rate, long-term, limited recourse, single property specific debt. When possible and desirable, we will seek to replace short-term sources of capital with long-term financing. In addition to property-specific debt and our credit facility, we intend to use other financing methods as necessary, including obtaining funds from banks, institutional investors or other lenders, bridge loans, letters of credit and other arrangements, any of which may be unsecured or may be secured by mortgages or other interests in our investments. In addition, we may issue publicly or privately placed debt instruments.

Credit Facilities

On July 8, 2005, the Company entered into a three-year, \$75.0 million senior secured revolving credit facility from Wachovia Bank, National Association, as administrative agent under the credit facility, and Citicorp North America, Inc. and Bank of America, N.A., as co-syndication agents under the credit facility (the "Former Facility"). The Company amended and restated the Former Facility to expand it into a \$200.0 million unsecured credit facility on February 28, 2007 (the "New Facility").

The New Facility has a term of 48 months. The Company may extend the maturity date of the New Facility for an additional year upon the payment of applicable fees and the satisfaction of certain other customary conditions. The Company also has the right to increase the amount of the New Facility to \$500.0 million with the lenders' approval.

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

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

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

| | |
|---|-----------------|
| Maximum leverage ratio | 65% |
| Minimum fixed charge coverage ratio | 1.6x |
| Minimum tangible net worth | \$738.4 million |
| Unhedged floating rate debt as a percentage of total indebtedness | 35% |

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

- A minimum of four properties with an unencumbered borrowing base value, as defined, of not less than \$150 million.
- No single borrowing base asset shall contribute more than 40% of the adjusted net operating income, as defined, of the unencumbered borrowing base.
- Not more than 40% of the adjusted net operating income, as defined, of the unencumbered borrowing base shall be located in one MSA.
- The minimum implied debt service ratio of the unencumbered borrowing base assets shall be greater than 1.50x.
- Total unsecured indebtedness shall not exceed 65% of the unencumbered borrowing base asset value, as defined.

In addition to the interest payable on amounts outstanding under the New Facility, the Company is required to pay an amount equal to 0.20% of the unused portion of the New Facility if the unused portion of the New Facility is greater than 50% and 0.125% if the unused portion of the New Facility is less than 50%. The Company incurred interest and unused credit facility fees of \$0.4 million for the fiscal quarter ended March 23, 2007 on the credit facilities. As of March 23, 2007, the Company had \$21.5 million outstanding on the New Facility. The Company incurred interest and unused credit facility fees of \$0.4 million for the fiscal quarter ended March 24, 2006 on the Former Facility. As of March 23, 2007, the Company was in compliance with all financial covenants of the New Facility.

Sources and Uses of Cash

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

Cash Provided by Operations. Our cash provided by operations was \$17.9 million for the fiscal quarter ended March 23, 2007, which is the result of our \$6.8 million net income and \$1.7 million of cash received from yield support, adjusted for the impact of several non-cash charges, including \$16.1 million of depreciation, \$1.7 million of non-cash straight line ground rent, \$0.2 million of amortization of deferred financing costs, and \$1.0 million of stock compensation, offset by \$0.4 million of amortization of unfavorable agreements, and unfavorable working capital changes of \$9.0 million. Our cash provided by operations was \$12.3 million for the fiscal quarter ended March 24, 2006, which is the result of our \$4.4 million net income, adjusted for the impact of several non-cash charges, including \$9.0 million of depreciation, \$1.7 million of non-cash straight line ground rent, \$0.2 million of amortization of deferred financing costs and loan repayment losses, \$0.6 million of stock compensation, \$0.2 million of non-cash yield support, offset by an unfavorable working capital changes of \$3.3 million.

Cash Used In Investing Activities. Our cash used in investing activities was \$343.4 million and \$95.2 million for the fiscal quarters ended March 23, 2007 and March 24, 2006, respectively. During the fiscal quarter ended March 23, 2007, we utilized \$331.3 million for the acquisition of the Westin Boston Waterfront Hotel and incurred capital expenditures at our other hotels of \$14.1 million. During the fiscal quarter ended March 24, 2006, we utilized \$85.9 million of cash for the acquisition of the Chicago Marriott Downtown Magnificent Mile and incurred capital expenditures at our other hotels of \$11.5 million.

Cash Provided by Financing Activities. Approximately \$323.3 million and \$86.8 million of cash was provided by financing activities for the fiscal quarters ended March 23, 2007 and March 24, 2006, respectively. The cash provided by financing activities for the fiscal quarter ended March 23, 2007, primarily consists of \$317.6 million of net proceeds from the sale of our common stock and \$41.5 million in draws under the Company's credit facilities. The cash provided by financing activities for the fiscal quarter ended March 23, 2007 was offset by the \$20 million repayment of the senior secured credit facility, \$0.9 million of scheduled debt principal payments, \$1.1 million payment of financing costs, and \$13.8 million of dividends. The cash provided by financing activities for the fiscal quarter ended March 24, 2006, primarily consists of \$79.5 million of proceeds from a short-term loan in conjunction with the acquisition of the Chicago Marriott Downtown Magnificent Mile, and \$24.0 million in draws under the Company's senior secured credit facility. The cash provided by financing activities for the fiscal quarter ended March 24, 2006 was offset by a \$3.0 million repayment of the Company's senior secured credit facility, \$3.8 million of cash paid to the lender for deposits relating to the refinancing of the Chicago Marriott mortgage debt (\$3.3 million) and the Courtyard Manhattan/Fifth Avenue (\$0.5 million), \$0.8 million of scheduled debt principal payments and \$8.9 million of dividends.

The following table summarizes our significant financing activities since the beginning of 2007:

| Transaction Date | Description of Transaction | Amount |
|-------------------------|-------------------------------------|----------------|
| January 3, 2007 | Draw under Former Facility | \$ 5.0 million |
| January 4, 2007 | Payment of fourth quarter dividends | (13.8 million) |
| January 9, 2007 | Draw under Former Facility | 15.0 million |
| January 23, 2007 | Proceeds from follow-on offering | 317.9 million |
| February 28, 2007 | Repayment of Former Facility | (20.0 million) |
| February 28, 2007 | Draw under New Facility | 21.5 million |
| March 29, 2007 | Draw under New Facility | 20.0 million |
| April 2, 2007 | Payment of first quarter dividends | (22.8 million) |
| April 30, 2007 | Repayment of New Facility | (12.0 million) |

Dividend Policy

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

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

During the first fiscal quarter of 2007, the Company's board of directors declared a cash dividend of \$0.24 per share of common stock. The dividend was paid on April 2, 2007 to all stockholders of record as of March 23, 2007.

Capital Expenditures

The management agreements for each of our hotels provide for the establishment of separate property improvement funds to cover, among other things, the cost of replacing and repairing furniture and fixtures at the hotel. Contributions to the property improvement fund are calculated as a percentage of hotel sales. In addition, we may be required to pay for the cost of certain additional improvements that are not permitted to be funded from the property improvement fund under the applicable management agreement. As of March 23, 2007, we had set aside \$24.9 million for capital projects in property improvement funds (\$23.2 million) and lender held restricted cash (\$1.7 million). Funds held in property improvement funds for one hotel are typically not permitted to be applied to any other property.

The Company has and continues to make significant capital investments in the Company's hotels. In 2007, the Company plans to undertake approximately \$70 to \$80 million of capital improvements at the Company's hotels. The Company incurred \$12.8 million of capital projects in the fiscal quarter ended March 23, 2007. The most significant projects are as follows:

- Chicago Marriott Downtown: The Company is currently in the planning stages of a \$35 million renovation of the hotel. The renovation includes a complete redo of all the meeting and ballrooms, adding 17,000 square feet of new meeting space, reconcepting and relocating the restaurant, expanding the lobby bar and creating a Marriott "great room" in the lobby. The work will begin in the second half of 2007 and be completed in the first half of 2008. The estimated disruption, mainly associated with the ballroom renovations, will occur primarily in the first quarter of 2008.
- Westin Boston Waterfront: The Company is currently planning the construction of approximately \$15 million of tenant improvements to the unfinished shell space attached to the hotel. The improvements include the creation of over 45,000 square feet to meeting/exhibit space as well as 20,000 square feet for restaurant outlets. The project will be completed in the first quarter of 2008.
- Oak Brook Hills Marriott Resort: The Company completed the significant renovation of the hotel. The renovation included the guestrooms and bathrooms, the main ballroom and meeting rooms and the lobby.
- Los Angeles Airport Marriott: The Company plans to renovate 19 suites during the second quarter of 2007 and certain breakout meeting rooms during the fourth quarter of 2007.
- Griffin Gate Marriott Resort: The Company is currently adding a spa, repositioning and reconcepting the hotel restaurants as well as adding meeting space to the hotel. The projects will be completed by the end of the second quarter of 2007.
- Westin Atlanta North: The Company plans to renovate the guestrooms during the third quarter of 2007.

Off-Balance Sheet Arrangements

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

Non-GAAP Financial Measures

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

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

| | <u>Fiscal Quarter Ended</u> <u>March 23, 2007</u> | <u>Fiscal Quarter Ended</u> <u>March 24, 2006</u> |
|---|--|--|
| | (in thousands) | |
| Net income | \$ 6,790 | \$ 4,366 |
| Interest expense | 11,495 | 5,807 |
| Income tax benefit | (1,655) | (30) |
| Real estate related depreciation and amortization | 16,061 | 9,047 |
| EBITDA | <u>\$ 32,691</u> | <u>\$ 19,190</u> |

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

| | <u>Fiscal Quarter Ended</u> <u>March 23, 2007</u> | <u>Fiscal Quarter Ended</u> <u>March 24, 2006</u> |
|---|--|--|
| | (in thousands) | |
| Net income | \$ 6,790 | \$ 4,366 |
| Real estate related depreciation and amortization | 16,061 | 9,047 |
| FFO | <u>\$ 22,851</u> | <u>\$ 13,413</u> |

Critical Accounting Policies

Our consolidated financial statements include the accounts of DiamondRock Hospitality Company and all consolidated subsidiaries. The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities at the date of our financial statements and the reported amounts of revenues and expenses during the reporting period. While we do not believe the reported amounts would be materially different, application of these policies involves the exercise of judgment and the use of assumptions as to future uncertainties and, as a result, actual results could differ materially from these estimates. We evaluate our estimates and judgments, including those related to the impairment of long-lived assets, on an ongoing basis. We base our estimates on experience and on various other assumptions that are believed to be reasonable under the circumstances. All of our significant accounting policies are disclosed in the notes to our consolidated financial statements. The following represent certain critical accounting policies that require us to exercise our business judgment or make significant estimates:

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

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

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

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

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

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

Inflation

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

Seasonality

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

New Accounting Pronouncements

Statement of Financial Accounting Standards No. 157, *Fair Value Measurements* ("SFAS 157"), defines fair value, establishes a framework for measuring fair value in GAAP, and expands disclosures about fair value measurements. We will adopt the provisions of SFAS 157 effective January 1, 2008. We do not expect SFAS 157 to have a material impact on our results of operations, financial position or cash flows.

Statement of Financial Accounting Standards No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* ("SFAS 159"), provides companies with an option to report selected financial assets and liabilities at fair value. SFAS 159's objective is to reduce both complexity in accounting for financial instruments and the volatility in earnings caused by measuring related assets and liabilities differently. We will adopt the provisions of SFAS 159 effective January 1, 2008. We do not expect SFAS 159 to have a material impact on our results of operations, financial position or cash flows.

Item 3. Qualitative Disclosure about Market Risk

Market risk includes risks that arise from changes in interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market sensitive instruments. In pursuing our business strategies, the primary market risk to which we are currently exposed, and, which we expect to be exposed in the future, is interest rate risk. The face amount of our outstanding debt at March 23, 2007 was approximately \$861.8 million, of which \$21.5 million or 2.5% was variable rate debt. If market rates of interest on our variable rate debt were to increase by 1.0%, or approximately 100 basis points, the increase in interest expense on our variable rate debt would decrease future earnings and cash flows by approximately \$0.2 million annually. On the other hand, if market rates of interest on our variable rate were to decrease by one percentage point, or approximately 100 basis points, the decrease in interest expense on our variable rate debt would increase future earnings and cash flow by approximately \$0.2 million annually. If market rates of interest were to increase by 1.0%, or approximately 100 basis points, the decrease in the fair value of our fixed-rate debt would be \$48.2 million. On the other hand, if market rates of interest were to decrease by one percentage point, or approximately 100 basis points, the increase in the fair value of our fixed-rate debt would be \$48.2 million. As of March 23, 2007, the fair value of the \$861.8 million of debt was approximately \$868.7 million.

Item 4. Controls and Procedures

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

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

PART II

Item 1. Legal Proceedings

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

Item 1A. Risk Factors

There have been no material changes in the risk factors described in Item 1A ("Risk Factors") of the Company's Annual Report on Form 10-K for the year ended December 31, 2006.

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

None.

Item 3. Defaults Upon Senior Securities

Not applicable.

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

None.

Item 5. Other Information

None.

Item 6. Exhibits

(a) Exhibits

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

| <u>Exhibit</u> | |
|----------------|--|
| 3.1.1 | Articles of Amendment and Restatement of the Articles of Incorporation of DiamondRock Hospitality Company (<i>incorporated by reference to the Registrant's Registration Statement on Form S-11 filed with the Securities and Exchange Commission (File no. 333-123065)</i>) |
| 3.1.2 | Amendment to the Articles of Amendment and Restatement of the Articles of Incorporation of DiamondRock Hospitality Company (<i>incorporated by reference to the Registrant's Current Report on Form 8-K dated January 9, 2007</i>) |
| 3.2.1 | Second Amended and Restated Bylaws of DiamondRock Hospitality Company (<i>incorporated by reference to the Registrant's Registration Statement on Form S-11 filed with the Securities and Exchange Commission (File no. 333-123065)</i>) |
| 3.2.2 | Amendment No. 1 to Second Amended and Restated Bylaws of DiamondRock Hospitality Company (<i>incorporated by reference to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 7, 2006</i>) |
| 4.1 | Form of Certificate for Common Stock for DiamondRock Hospitality Company (<i>incorporated by reference to the Registrant's Registration Statement on Form S-11 filed with the Securities and Exchange Commission (File no. 333-123065)</i>) |
| 10.1 | Purchase And Sale Agreement, dated January 9, 2007, By And Between Boston Convention Center Hotel LLC, BCCCH Retail LLC And DiamondRock Hospitality Limited Partnership For Westin Boston Waterfront (<i>incorporated by reference to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 10, 2007</i>) |

- 10.2 Amended and Restated Credit Agreement, dated as of February 28, 2007 by and among DiamondRock Hospitality Limited Partnership, DiamondRock Hospitality Company, Wachovia Bank, National Association, as Agent, Wachovia Capital Markets, LLC, as Sole Lead Arranger and as Book Manager, each of Bank of America, N.A., Calyon New York Branch and The Royal Bank Of Scotland PLC, as a Syndication Agent, and Citicorp North America, Inc., as Documentation Agent (*incorporated by reference to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 5, 2007*)
- 10.3* Form of Severance Agreement, dated as of March 9, 2007 (*incorporated by reference to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 9, 2007*)
- 12.1 Ratio of Earnings to Combined Fixed Charges and Preferred Dividends
- 31.1 Certification of Chief Executive Officer Required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.
- 31.2 Certification of Chief Financial Officer Required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.
- 32.1 Certification of Chief Executive Officer and Chief Financial Officer Required by Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended.

* Exhibit is a management contract or compensatory plan or arrangement.

SIGNATURE

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

May 1, 2007

DiamondRock Hospitality Company

/s/ Sean M. Mahoney

/s/ Michael D. Schechter

Sean M. Mahoney
Chief Accounting Officer
and Corporate Controller

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

RATIO OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED DIVIDENDS

| | Fiscal Quarter Ended March 23, 2007 | Fiscal Quarter Ended March 24, 2006 |
|--|---|---|
| | (in thousands) | |
| Income Before Income Taxes | \$ 5,135 | \$ 4,336 |
| Fixed Charges | 12,196 | 6,647 |
| Amortization of Capitalized Interest | 34 | 10 |
| Capitalized Interest | - | (143) |
| Earnings | <u>\$ 17,365</u> | <u>\$ 10,850</u> |
| Interest Expense | \$ 11,495 | \$ 5,807 |
| Portion of Rent Related to Interest Capitalized Interest | 701 | 697 |
| | - | 143 |
| Fixed Charges | <u>12,196</u> | <u>6,647</u> |
| Preferred Stock Dividends | - | - |
| Combined Fixed Charges and Preferred Stock Dividends | <u>\$ 12,196</u> | <u>\$ 6,647</u> |
| Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends | <u>1.4</u> | <u>1.6</u> |

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

I, William W. McCarten, certify that:

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

Date: May 1, 2007

/s/ William W. McCarten

William W. McCarten
Chairman of the Board and
Chief Executive Officer
(Principal Executive Officer)

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

I, Mark W. Brugger, certify that:

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

Date: May 1, 2007

/s/ Mark W. Brugger

Mark W. Brugger
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

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

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

/s/ William W. McCarten

William W. McCarten
Chairman of the Board and Chief Executive Officer
May 1, 2007

/s/ Mark W. Brugger

Mark W. Brugger
Executive Vice President, Chief Financial Officer and Treasurer
May 1, 2007
