

May 3, 2005

**VIA EDGAR AND VIA HAND DELIVERY**

Elaine Wolff, Special Counsel  
Michael McTiernan, Attorney-Advisor  
Division of Corporation Finance  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, DC 20549

Re: **DiamondRock Hospitality Company**  
**Registration Statement on Form S-11 Filed March 1, 2005**  
**Registration No. 333-12305**

Dear Ms. Wolff and Mr. McTiernan:

Reference is hereby made to the comments of the staff of the Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission (the "Commission") with respect to the Registration Statement on Form S-11 (the "Registration Statement") of DiamondRock Hospitality Company (the "Company") filed with the Commission on March 1, 2005, as amended pursuant to Amendment No. 1 to the Registration Statement filed with the Commission on April 1, 2005, as set forth in your letter, dated April 12, 2005 (the "Comment Letter"), to Mr. William McCarten, Chairman of the Board and Chief Executive Officer of the Company. Reference is also made to the draft opinion of Goodwin Procter LLP (the "Opinion") supplementally filed with the Commission as Annex A to the Company's initial response letter filed with the Commission on April 1, 2005.

Pursuant to comment No. 20 of the Comment Letter, Goodwin Procter LLP hereby supplementally confirms to the Staff that it concurs with the Staff's understanding that the reference and limitation to Maryland General Corporation Law set forth in the Opinion includes the statutory provisions and applicable provisions of the Maryland Constitution and reported judicial decisions interpreting these laws.

If you should have any questions regarding this response to comment No. 20 of the Comment Letter, please do not hesitate to call Suzanne D. Lecaroz at (617) 570-1306.

Sincerely,

/s/ Goodwin Procter LLP

Goodwin Procter LLP

Enclosures

cc: William W. McCarten  
John L. Williams  
Mark W. Brugger  
Michael D. Schecter  
Sean M. Mahoney  
Gilbert G. Menna  
David C. Wright  
Cyane B. Crump  
Richard Nadeau  
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