

ASHFORD HOSPITALITY TRUST INC

Form 10-Q

November 02, 2018

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2018

OR

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

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

Commission file number: 001-31775

ASHFORD HOSPITALITY TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland 86-1062192  
(State or other jurisdiction of incorporation or organization) (IRS employer identification number)

14185 Dallas Parkway, Suite 1100  
Dallas, Texas 75254  
(Address of principal executive offices) (Zip code)

(972) 490-9600  
(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the

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Exchange Act. "

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). "

Yes  No

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

Common Stock, \$0.01 par value per share	101,038,430
(Class)	Outstanding at October 31, 2018

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ASHFORD HOSPITALITY TRUST, INC  
FORM 10-Q  
FOR THE QUARTER ENDED SEPTEMBER 30, 2018  
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## PART I. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS (unaudited)

## ASHFORD HOSPITALITY TRUST, INC. AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS

(unaudited, in thousands, except share and per share amounts)

	September 30, 2018	December 31, 2017
Assets		
Investments in hotel properties, net	\$4,089,985	\$ 4,035,915
Cash and cash equivalents	325,839	354,805
Restricted cash	141,092	116,787
Marketable securities	24,173	26,926
Accounts receivable, net of allowance of \$608 and \$770, respectively	60,208	44,257
Inventories	4,223	4,244
Investment in unconsolidated entities	4,514	2,955
Deferred costs, net	3,427	2,777
Prepaid expenses	29,662	19,269
Derivative assets, net	2,969	2,010
Other assets	18,117	14,152
Intangible assets, net	9,854	9,943
Due from third-party hotel managers	19,277	17,387
Assets held for sale	—	18,423
Total assets	\$4,733,340	\$ 4,669,850
Liabilities and Equity		
Liabilities:		
Indebtedness, net	\$3,894,447	\$ 3,696,300
Accounts payable and accrued expenses	147,808	132,401
Dividends and distributions payable	28,095	25,045
Due to Ashford Inc., net	5,176	15,146
Due to related party, net	1,078	1,067
Due to third-party hotel managers	2,745	2,431
Intangible liabilities, net	15,572	15,839
Derivative liabilities, net	205	—
Other liabilities	19,613	18,376
Liabilities related to assets held for sale	—	13,977
Total liabilities	4,114,739	3,920,582
Commitments and contingencies (note 14)		
Redeemable noncontrolling interests in operating partnership	118,663	116,122
Equity:		
Preferred stock, \$0.01 par value, 50,000,000 shares authorized:		
Series D Cumulative Preferred Stock, 2,389,393 shares issued and outstanding at September 30, 2018 and December 31, 2017	24	24
Series F Cumulative Preferred Stock, 4,800,000 shares issued and outstanding at September 30, 2018 and December 31, 2017	48	48
Series G Cumulative Preferred Stock, 6,200,000 shares issued and outstanding at September 30, 2018 and December 31, 2017	62	62
Series H Cumulative Preferred Stock, 3,800,000 shares issued and outstanding at September 30, 2018 and December 31, 2017	38	38
	54	54

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Series I Cumulative Preferred Stock, 5,400,000 shares issued and outstanding at September 30, 2018 and December 31, 2017

Common stock, \$0.01 par value, 400,000,000 shares authorized, 101,038,430 and 97,409,113 shares issued and outstanding at September 30, 2018 and December 31, 2017, 1,010 974 respectively

Additional paid-in capital	1,811,391	1,784,997
Accumulated deficit	(1,313,327 )	(1,153,697 )
Total stockholders' equity of the Company	499,300	632,500
Noncontrolling interests in consolidated entities	638	646
Total equity	499,938	633,146
Total liabilities and equity	\$4,733,340	\$4,669,850

See Notes to Consolidated Financial Statements.

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ASHFORD HOSPITALITY TRUST, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF OPERATIONS  
(unaudited, in thousands, except per share amounts)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2018	2017	2018	2017
Revenue				
Rooms	\$288,016	\$289,017	\$868,090	\$876,927
Food and beverage	49,396	48,313	164,869	175,005
Other hotel revenue	17,309	15,006	51,358	43,720
Total hotel revenue	354,721	352,336	1,084,317	1,095,652
Other	1,209	989	2,984	2,052
Total revenue	355,930	353,325	1,087,301	1,097,704
Expenses				
Hotel operating expenses:				
Rooms	64,197	63,950	187,497	188,857
Food and beverage	37,649	37,173	116,270	121,619
Other expenses	109,992	112,421	332,629	337,978
Management fees	13,198	13,027	40,306	40,100
Total hotel expenses	225,036	226,571	676,702	688,554
Property taxes, insurance, and other	20,774	18,194	59,363	55,293
Depreciation and amortization	64,923	60,135	192,536	185,380
Impairment charges	(27	) 1,785	1,652	1,785
Transaction costs	—	—	11	11
Advisory services fee	12,805	14,612	52,961	39,482
Corporate general and administrative	3,090	2,412	8,450	10,836
Total expenses	326,601	323,709	991,675	981,341
Operating income (loss)	29,329	29,616	95,626	116,363
Equity in earnings (loss) of unconsolidated entities	310	(679	) 892	(3,580
Interest income	1,150	706	2,779	1,460
Gain (loss) on sale of hotel properties	(9	) 15	394	14,024
Other income (expense)	(202	) (273	) 80	(3,539
Interest expense and amortization of premiums and loan costs	(60,731	) (56,963	) (173,680	) (167,224
Write-off of premiums, loan costs and exit fees	(1,572	) —	(9,316	) (1,629
Unrealized gain (loss) on marketable securities	68	(936	) (758	) (4,813
Unrealized gain (loss) on derivatives	(2,085	) (1,479	) (3,672	) (1,804
Income (loss) before income taxes	(33,742	) (29,993	) (87,655	) (50,742
Income tax (expense) benefit	(519	) 1,267	(2,606	) 507
Net income (loss)	(34,261	) (28,726	) (90,261	) (50,235
(Income) loss from consolidated entities attributable to noncontrolling interest	(10	) (22	) 8	(4
Net (income) loss attributable to redeemable noncontrolling interests in operating partnership	6,682	6,940	18,087	13,202
Net income (loss) attributable to the Company	(27,589	) (21,808	) (72,166	) (37,037
Preferred dividends	(10,645	) (11,440	) (31,933	) (33,352
Extinguishment of issuance costs upon redemption of preferred stock	—	(4,507	) —	(4,507
Net income (loss) attributable to common stockholders	\$(38,234	) \$(37,755	) \$(104,099	) \$(74,896

Income (loss) per share - basic and diluted:

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Basic:

Net income (loss) attributable to common stockholders	\$ (0.40 )	\$ (0.40 )	\$ (1.09 )	\$ (0.80 )
Weighted average common shares outstanding – basic	97,467	95,332	96,591	95,169

Diluted:

Net income (loss) attributable to common stockholders	\$ (0.40 )	\$ (0.40 )	\$ (1.09 )	\$ (0.80 )
Weighted average common shares outstanding – diluted	97,467	95,332	96,591	95,169

Dividends declared per common share	\$0.12	\$0.12	\$0.36	\$0.36
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See Notes to Consolidated Financial Statements.

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ASHFORD HOSPITALITY TRUST, INC. AND SUBSIDIARIES  
 CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)  
 (unaudited, in thousands)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2018	2017	2018	2017
Net income (loss)	\$(34,261)	\$(28,726)	\$(90,261)	\$(50,235)
Other comprehensive income (loss), net of tax:				
Total other comprehensive income (loss)	—	—	—	—
Comprehensive income (loss)	(34,261 )	(28,726 )	(90,261 )	(50,235 )
Less: Comprehensive (income) loss attributable to noncontrolling interest in consolidated entities	(10 )	(22 )	8	(4 )
Less: Comprehensive (income) loss attributable to redeemable noncontrolling interests in operating partnership	6,682	6,940	18,087	13,202
Comprehensive income (loss) attributable to the Company	\$(27,589)	\$(21,808)	\$(72,166)	\$(37,037)
See Notes to Consolidated Financial Statements.				



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CONSOLIDATED STATEMENT OF EQUITY

(unaudited, in thousands)

	Preferred Stock		Series G		Series H		Series I		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Nonc Inter In Cons Entit		
	Series D	Series F	Series G	Series H	Series I	Common Stock	Common Stock	Common Stock	Common Stock	Common Stock					
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount					
Balance at January 1, 2018	2,389	\$24	4,800	\$48	6,200	\$62	3,800	\$38	5,400	\$54	97,409	\$974	\$1,784,997	\$(1,153,697)	\$646
Purchases of common stock	—	—	—	—	—	—	—	—	—	(249)	(3)	(1,595)	—	—	—
Equity-based compensation	—	—	—	—	—	—	—	—	—	—	—	13,329	—	—	—
Forfeitures of restricted shares	—	—	—	—	—	—	—	—	—	(46)	—	—	—	—	—
Issuance of restricted shares/units	—	—	—	—	—	—	—	—	—	1,490	15	108	—	—	—
Cost for issuances of preferred shares	—	—	—	—	—	—	—	—	—	—	—	(60)	—	—	—
Issuance of common stock	—	—	—	—	—	—	—	—	—	2,434	24	14,612	—	—	—
Dividends declared - common shares	—	—	—	—	—	—	—	—	—	—	—	—	(36,144)	—	—
Dividends declared - preferred shares- Series D	—	—	—	—	—	—	—	—	—	—	—	—	(3,785)	—	—
Dividends declared - preferred shares- Series F	—	—	—	—	—	—	—	—	—	—	—	—	(6,637)	—	—
Dividends declared - preferred shares- Series G	—	—	—	—	—	—	—	—	—	—	—	—	(8,573)	—	—
Dividends declared -	—	—	—	—	—	—	—	—	—	—	—	—	(5,344)	—	—

preferred shares- Series H Dividends declared – preferred shares- Series I Distributions to noncontrolling interests Redemption value adjustment Net income (loss) Balance at September 30, 2018	—	—	—	—	—	—	—	—	—	—	—	—	—	—	(7,594)	)	—
	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
	—	—	—	—	—	—	—	—	—	—	—	—	—	—	(19,387)	)	—
	—	—	—	—	—	—	—	—	—	—	—	—	—	—	(72,166)	)	(8)
September 30, 2018	2,389	\$24	4,800	\$48	6,200	\$62	3,800	\$38	5,400	\$54	101,038	\$1,010	\$1,811,391	\$(1,313,327)	\$638		

See Notes to Consolidated Financial Statements.

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ASHFORD HOSPITALITY TRUST, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(unaudited, in thousands)

	Nine Months Ended September 30,	
	2018	2017
Cash Flows from Operating Activities		
Net income (loss)	\$(90,261)	\$(50,235)
Adjustments to reconcile net income (loss) to net cash flow from operating activities:		
Depreciation and amortization	192,536	185,380
Impairment charges	1,652	1,785
Amortization of intangibles	(178)	(178)
Recognition of deferred income	(432)	(593)
Bad debt expense	1,527	1,441
Deferred income tax expense (benefit)	(603)	(1,683)
Equity in (earnings) loss of unconsolidated entities	(892)	3,580
(Gain) loss on sale of hotel properties, net	(394)	(14,024)
Realized and unrealized (gain) loss on marketable securities	585	3,991
Purchases of marketable securities	(11,434)	(38,889)
Sales of marketable securities	13,602	76,123
Net settlement of trading derivatives	(1,323)	(3,840)
Realized and unrealized (gain) loss on derivatives	3,672	6,512
Amortization of loan costs and premiums, write-off of premiums, loan costs and exit fees	23,726	10,783
Equity-based compensation	21,946	8,751
Changes in operating assets and liabilities, exclusive of the effect of acquisitions and dispositions of hotel properties:		
Accounts receivable and inventories	(16,524)	(14,169)
Prepaid expenses and other assets	(10,775)	(6,852)
Accounts payable and accrued expenses	21,551	18,573
Due to/from related party	(987)	(734)
Due to/from third-party hotel managers	(1,515)	(5,969)
Due to/from Braemar OP, net	—	(488)
Due to/from Ashford Inc., net	(9,970)	(2,027)
Other liabilities	1,743	1,213
Net cash provided by (used in) operating activities	137,252	178,451
Cash Flows from Investing Activities		
Investment in unconsolidated entity	(667)	(983)
Acquisition of hotel properties and assets, net of cash and restricted cash acquired	(114,877)	(110)
Improvements and additions to hotel properties	(164,726)	(164,075)
Net proceeds from sales of assets and hotel properties	40,573	105,267
Liquidation of AQUA U.S. Fund	—	50,942
Payments for initial franchise fees	(380)	(225)
Proceeds from property insurance	651	2,369
Net cash provided by (used in) investing activities	(239,426)	(6,815)
Cash Flows from Financing Activities		
Borrowings on indebtedness	2,676,881	180,800
Repayments of indebtedness	(2,461,279)	(246,139)
Payments for loan costs and exit fees	(55,152)	(5,813)
Payments for dividends and distributions	(72,333)	(75,571)

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Purchases of common stock	(1,598 )	(1,273 )
Redemption of preferred stock	—	(80,554 )
Payments for derivatives	(3,103 )	(633 )
Proceeds from common stock offering	13,624	—
Proceeds from preferred stock offering	—	91,634
Preferred stock offering costs	(60 )	—
Other	53	94
Net cash provided by (used in) financing activities	97,033	(137,455 )
Net increase (decrease) in cash, cash equivalents and restricted cash	(5,141 )	34,181
Cash, cash equivalents and restricted cash at beginning of period	472,072	492,473
Cash, cash equivalents and restricted cash and at end of period	\$466,931	\$526,654

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	Nine Months Ended September 30,	
	2018	2017
Supplemental Cash Flow Information		
Interest paid	\$ 158,832	\$ 158,443
Income taxes paid (refunded)	1,527	1,610
Supplemental Disclosure of Non-Cash Investing and Financing Activity		
Accrued but unpaid capital expenditures	\$ 13,970	\$ 18,300
Non-cash dividends paid	123	—
Unsettled common stock offering proceeds	1,075	—
Dividends and distributions declared but not paid	28,095	25,520
Supplemental Disclosure of Cash, Cash Equivalents and Restricted Cash		
Cash and cash equivalents at beginning of period	\$ 354,805	\$ 347,091
Cash and cash equivalents at beginning of period included in assets held for sale	78	976
Restricted cash at beginning of period	116,787	144,014
Restricted cash at beginning of period included in assets held for sale	402	392
Cash, cash equivalents and restricted cash at beginning of period	\$ 472,072	\$ 492,473
Cash and cash equivalents at end of period	\$ 325,839	\$ 393,527
Restricted cash at end of period	141,092	133,127
Cash, cash equivalents and restricted cash at end of period	\$ 466,931	\$ 526,654
See Notes to Consolidated Financial Statements.		

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ASHFORD HOSPITALITY TRUST, INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(unaudited)

1. Organization and Description of Business

Ashford Hospitality Trust, Inc., together with its subsidiaries (“Ashford Trust”), is a real estate investment trust (“REIT”) focused on investing in full-service hotels in the upscale and upper upscale segments in domestic and international markets that have revenue per available room (“RevPAR”) generally less than twice the U.S. national average, and in all methods including direct real estate, equity, and debt. We own our lodging investments and conduct our business through Ashford Hospitality Limited Partnership (“Ashford Trust OP”), our operating partnership. Ashford OP General Partner LLC, a wholly-owned subsidiary of Ashford Trust, serves as the sole general partner of our operating partnership. In this report, terms such as the “Company,” “we,” “us,” or “our” refer to Ashford Hospitality Trust, Inc. and all entities included in its consolidated financial statements.

We are advised by Ashford Hospitality Advisors LLC (“Ashford LLC”), a subsidiary of Ashford Inc., through an advisory agreement. All of the hotel properties in our portfolio are currently asset-managed by Ashford LLC. We do not have any employees. All of the services that might be provided by employees are provided to us by Ashford LLC. As of September 30, 2018, we owned interests in the following assets:

118 consolidated hotel properties, including 116 directly owned and two owned through a majority-owned investment in a consolidated entity, which represent 24,930 total rooms (or 24,903 net rooms excluding those attributable to our partner);

90 hotel condominium units at WorldQuest Resort in Orlando, Florida (“WorldQuest”);

a 25.1% ownership in Ashford Inc. common stock with a carrying value of \$1.8 million and a fair value of \$45.4 million; and

a 16.3% ownership in OpenKey with a carrying value of \$2.8 million.

For federal income tax purposes, we have elected to be treated as a REIT, which imposes limitations related to operating hotels. As of September 30, 2018, our 118 hotel properties were leased or owned by our wholly-owned or majority-owned subsidiaries that are treated as taxable REIT subsidiaries for federal income tax purposes (collectively, these subsidiaries are referred to as “Ashford TRS”). Ashford TRS then engages third-party or affiliated hotel management companies to operate the hotels under management contracts. Hotel operating results related to these properties are included in the consolidated statements of operations.

As of September 30, 2018, Remington Lodging & Hospitality, LLC, together with its affiliates (“Remington Lodging”), which is beneficially wholly owned by Mr. Monty J. Bennett, our Chairman, and Mr. Archie Bennett, Jr., our Chairman Emeritus, managed 80 of our 118 hotel properties and WorldQuest Resort. Third-party management companies managed the remaining hotel properties. On August 8, 2018, Ashford Inc., the parent company of the advisor, completed its acquisition of Remington Holdings, L.P.’s project management business. See note 16.

2. Significant Accounting Policies

**Basis of Presentation**—The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles (“GAAP”) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. These consolidated financial statements include the accounts of Ashford Hospitality Trust, Inc., its majority-owned subsidiaries, and its majority-owned joint ventures in which it has a controlling interest. All significant inter-company accounts and transactions between consolidated entities have been eliminated in these consolidated financial statements. We have condensed or omitted certain information and footnote disclosures normally included in financial statements presented in accordance with GAAP in the accompanying unaudited consolidated financial statements. We believe the disclosures made herein are adequate to prevent the information presented from being misleading. However, the financial statements should be read in conjunction with the consolidated financial statements and notes

thereto included in our 2017 Annual Report to Stockholders on Form 10-K filed with the Securities and Exchange Commission (“SEC”) on March 14, 2018.

Ashford Trust OP is considered to be a variable interest entity (“VIE”), as defined by authoritative accounting guidance. A VIE must be consolidated by a reporting entity if the reporting entity is the primary beneficiary because it has (i) the power to direct the VIE’s activities that most significantly impact the VIE’s economic performance and (ii) the obligation to absorb losses of the VIE or the right to receive benefits from the VIE. All major decisions related to Ashford Trust OP that most significantly impact its economic performance, including but not limited to operating procedures with respect to business affairs and any acquisitions,

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)  
(unaudited)

dispositions, financings, restructurings or other transactions with sellers, purchasers, lenders, brokers, agents and other applicable representatives, are subject to the approval of our wholly-owned subsidiary, Ashford Trust OP General Partner LLC, its general partner. As such, we consolidate Ashford Trust OP.

Historical seasonality patterns at some of our hotel properties cause fluctuations in our overall operating results. Consequently, operating results for the three and nine months ended September 30, 2018, are not necessarily indicative of the results that may be expected for the year ending December 31, 2018.

The following acquisitions and dispositions affect reporting comparability of our consolidated financial statements:

Hotel Property	Location	Type	Date
Renaissance	Portsmouth, VA	Disposition	February 1, 2017
Embassy Suites	Syracuse, NY	Disposition	March 6, 2017
Crowne Plaza Ravinia	Atlanta, GA	Disposition	June 29, 2017
SpringHill Suites	Glen Allen, VA	Disposition	February 20, 2018
SpringHill Suites	Centreville, VA	Disposition	May 1, 2018
Residence Inn Tampa	Tampa, FL	Disposition	May 10, 2018
Hilton Alexandria Old Town	Alexandria, VA	Acquisition	June 29, 2018

**Use of Estimates**—The preparation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States 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 revenue and expenses during the reporting period. Actual results could differ from those estimates.

**Restricted Cash**—Restricted cash includes reserves for debt service, real estate taxes, and insurance, as well as excess cash flow deposits and reserves for furniture, fixtures, and equipment replacements of approximately 4% to 6% of property revenue for certain hotels, as required by certain management or mortgage debt agreement restrictions and provisions.

**Impairment of Investments in Hotel Properties**—Hotel properties are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. Recoverability of the hotel is measured by comparison of the carrying amount of the hotel to the estimated future undiscounted cash flows, which take into account current market conditions and our intent with respect to holding or disposing of the hotel. If our analysis indicates that the carrying value of the hotel is not recoverable on an undiscounted cash flow basis, we recognize an impairment charge for the amount by which the property's net book value exceeds its estimated fair value, or fair value, less cost to sell. In evaluating impairment of hotel properties, we make many assumptions and estimates, including projected cash flows, expected holding period, and expected useful life. Fair value is determined through various valuation techniques, including internally developed discounted cash flow models, comparable market transactions and third-party appraisals, where considered necessary. Asset write-downs resulting from property damage are recorded up to the amount of the allocable property insurance deductible in the period that the property damage occurs. See note 5.

**Hotel Dispositions**—Discontinued operations are defined as the disposal of components of an entity that represents strategic shifts that have (or will have) a major effect on an entity's operations and financial results. We believe that individual dispositions of hotel properties do not represent a strategic shift that has (or will have) a major effect on our



operations and financial results as most will not fit the definition.

**Assets Held for Sale**—We classify assets as held for sale when we have obtained a firm commitment from a buyer, and consummation of the sale is considered probable and expected within one year. The related operations of assets held for sale are reported as discontinued if the disposal is a component of an entity that represents a strategic shift that has (or will have) a major effect on our operations and cash flows. Depreciation and amortization will cease as of the date assets have met the criteria to be deemed held for sale. See note 5.

**Investments in Unconsolidated Entities**—Investments in entities in which we have ownership interests ranging from 16.3% to 25.1%, at September 30, 2018, are accounted for under the equity method of accounting by recording the initial investment and our percentage of interest in the entities' net income/loss. We review the investments in our unconsolidated entities for impairment in each reporting period pursuant to the applicable authoritative accounting guidance. An investment is impaired when its estimated fair value is less than the carrying amount of our investment. Any impairment is recorded in equity in earnings (loss) in unconsolidated entities. No such impairment was recorded for the three and nine months ended September 30, 2018 and 2017.

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Our investments in certain unconsolidated entities are considered to be variable interests in the underlying entities. Each VIE, as defined by authoritative accounting guidance, must be consolidated by a reporting entity if the reporting entity is the primary beneficiary because it has (i) the power to direct the VIE's activities that most significantly impact the VIE's economic performance, and (ii) the obligation to absorb losses of the VIE or the right to receive benefits from the VIE. Because we do not have the power and financial responsibility to direct the unconsolidated entities' activities and operations, we are not considered to be the primary beneficiary of these entities on an ongoing basis and therefore such entities should not be consolidated. In evaluating VIEs, our analysis involves considerable management judgment and assumptions.

Equity-Based Compensation—Prior to the adoption of Accounting Standards Update (“ASU”) 2018-07, Compensation—Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting (“ASU 2018-07”) in the third quarter of 2018, stock/unit-based compensation for non-employees was accounted for at fair value based on the market price of the shares at period end that resulted in recording expense, included in “advisory services fee” and “management fees,” equal to the fair value of the award in proportion to the requisite service period satisfied during the period. Performance stock units (“PSUs”) and performance-based Long-Term Incentive Plan (“Performance LTIP”) units granted to certain executive officers were accounted for at fair value at period end based on a Monte Carlo simulation valuation model that resulted in recording expense, included in “advisory services fee,” equal to the fair value of the award in proportion to the requisite service period satisfied during the period. Stock/unit grants to independent directors are recorded at fair value based on the market price of the shares at grant date, which amount is fully expensed as the grants of stock/units are fully vested on the date of grant.

After the adoption of ASU 2018-07 in the third quarter of 2018, stock/unit-based compensation for non-employees is measured at the grant date and expensed ratably over the vesting period based on the original measurement as of the grant date. This results in the recording of expense, included in “advisory services fee” and “management fees,” equal to the ratable amount of the grant date fair value based on the requisite service period satisfied during the period. PSUs and Performance LTIP units granted to certain executive officers vest based on market conditions and are measured at the grant date fair value based on a Monte Carlo simulation valuation model. The subsequent expense is then ratably recognized over the service period as the service is rendered regardless of when, if ever, the market conditions are satisfied. This results in recording expense, included in “advisory services fee,” equal to the ratable amount of the grant date fair value based on the requisite service period satisfied during the period. Stock/unit grants to independent directors are measured at the grant date based on the market price of the shares at grant date, which amount is fully expensed as the grants of stock/units are fully vested on the date of grant.

Recently Adopted Accounting Standards—In May 2014, the Financial Accounting Standards Board (“FASB”) issued ASU 2014-09, Revenue from Contracts with Customers (“ASU 2014-09”). ASU 2014-09 is a comprehensive new revenue recognition model, which requires a company to recognize revenue to depict the transfer of promised goods or services to a customer in an amount that reflects the consideration the company expects to receive in exchange for those goods or services. The update replaces most existing revenue recognition guidance in U.S. GAAP. The standard permits the use of either the full retrospective or cumulative effect (modified retrospective) transition method. This standard, referred to as “Topic 606,” does not materially affect the amount or timing of revenue recognition for revenues from room, food and beverage, and other hotel level sales. Additionally, we have historically disposed of hotel properties for cash sales with no contingencies and no future involvement in the hotel operations. Therefore, Topic 606 does not impact the recognition of hotel sales. We adopted this standard effective January 1, 2018, under the modified retrospective method, and the adoption of this standard did not have a material impact on our consolidated financial statements. See related disclosures in note 3.

In January 2016, the FASB issued ASU 2016-01, Recognition and Measurement of Financial Assets and Financial Liabilities (“ASU 2016-01”), which requires an entity to: (i) measure equity investments at fair value through net income, with certain exceptions; (ii) present in other comprehensive income the changes in instrument-specific credit risk for financial liabilities measured using the fair value option; (iii) present financial assets and financial liabilities

by measurement category and form of financial asset; (iv) calculate the fair value of financial instruments for disclosure purposes based on an exit price and; (v) assess a valuation allowance on deferred tax assets related to unrealized losses of AFS debt securities in combination with other deferred tax assets. ASU 2016-01 provides an election to subsequently measure certain nonmarketable equity investments at cost less any impairment and adjusted for certain observable price changes. It also requires a qualitative impairment assessment of such equity investments and amends certain fair value disclosure requirements. ASU 2016-01 is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Certain provisions of ASU 2016-01 are eligible for early adoption. We adopted this standard effective January 1, 2018. The adoption of this standard did not have a material impact on our consolidated financial statements and related disclosures. In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments - a Consensus of the Emerging Issues Task Force (“ASU 2016-15”). The new guidance is intended to reduce

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diversity in practice in how certain transactions are classified in the statement of cash flows. Certain issues addressed in this guidance include - debt payments or debt extinguishment costs, contingent consideration payments made after a business combination, proceeds from the settlement of insurance claims, distributions received from equity method investments and beneficial interests in securitization transactions. ASU 2016-15 is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. Early adoption is permitted. We adopted this standard effective January 1, 2018 on a prospective basis as there were no required changes as a result of adoption. The adoption of this standard did not have a material impact on our consolidated statements of cash flows.

In January 2017, the FASB issued ASU 2017-01, Business Combinations (Topic 805) - Clarifying the Definition of a Business (“ASU 2017-01”), which clarifies the definition of a business with the objective of adding guidance to assist entities with evaluating whether a transaction should be accounted for as an acquisition (or disposal) of an asset or a business. ASU 2017-01 is effective for fiscal years beginning after December 15, 2017. Early adoption is permitted. We adopted this standard effective January 1, 2018. Under the new standard, certain future hotel acquisitions may be considered asset acquisitions rather than business combinations, which would affect capitalization of acquisitions costs (such costs are expensed for business combinations and capitalized for asset acquisitions). Asset acquisitions are accounted for by allocating the cost of the acquisition to the individual assets acquired and liabilities assumed on a relative fair value basis. We concluded that our hotel acquisition completed in the second quarter of 2018 is the acquisition of assets because substantially all of the fair value of the gross assets acquired were concentrated in a single identifiable asset or a group of similar identifiable assets. As such, acquisition costs were capitalized as part of the transaction. See note 4.

In February 2017, the FASB issued ASU 2017-05, Other Income-Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20): Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets (ASU “2017-05”), which clarifies the scope of ASC Subtopic 610-20, Other Income-Gains and Losses from the Derecognition of Nonfinancial Assets and adds guidance for partial sales of nonfinancial assets. ASU 2017-05 is effective for fiscal years beginning after December 15, 2017. Early adoption is permitted. An entity may elect to apply ASU 2017-05 under a retrospective or modified retrospective method. We adopted this standard effective January 1, 2018, under the modified retrospective method. The adoption of this standard did not have a material impact on our consolidated financial statements and related disclosures.

In June 2018, the FASB issued ASU 2018-07, which expanded the scope of Topic 718 to include share-based payment transactions for acquiring goods and services from non-employees and aligns the guidance for share-based payments to non-employees with the requirements for share-based payments granted to employees. ASU 2018-07 is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early adoption is permitted. We adopted ASU 2018-07 effective July 1, 2018. The adoption of ASU 2018-07 has a material impact on our consolidated financial statements because the compensation expense related to our equity awards is now determined based on the grant date fair value of the awards and will be ratably recognized over the service period as the service is rendered as opposed to being marked-to-market in periods prior to adoption. For all existing equity awards, future equity-based compensation expense is based on the fair value of the awards on July 1, 2018. See the Equity-Based Compensation section included above in our Significant Accounting Policies for further details.

Recently Issued Accounting Standards—In February 2016, the FASB issued ASU 2016-02, Leases (“ASU 2016-02”). The new standard establishes a right-of-use (“ROU”) model that requires a lessee to record a ROU asset and a lease liability on the balance sheet for all leases with terms longer than 12 months. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the income statement. In July 2018, the FASB issued ASU 2018-10, Codification Improvements to Topic 842, Leases (“ASU 2018-10”) and ASU 2018-11, Leases (Topic 842), Targeted Improvements (“ASU 2018-11”). The amendments in ASU 2018-10 affect only narrow aspects of the guidance issued in the amendments in ASU 2016-02, including but not limited to lease residual value guarantees, the rate implicit in the lease, lease term and purchase options. The amendments in ASU 2018-11 provide an optional transition method for adoption of the new standard, which will allow entities to continue to apply the

legacy guidance in ASC 840, including its disclosure requirements, in the comparative periods presented in the year of adoption. ASU 2016-02 is effective for annual and interim periods for fiscal years beginning after December 15, 2018, which will require us to adopt these provisions in the first quarter of 2019 on a modified retrospective basis. The accounting for leases under which we are the lessor remains largely unchanged. While we continue evaluating our lease portfolio to assess the impact that ASU 2016-02 will have on our consolidated financial statements, we expect the primary impact to our consolidated financial statements upon adoption will be the recognition, on a discounted basis, of our future minimum rentals due under noncancelable leases on our consolidated balance sheets resulting in the recording of ROU assets and lease obligations. We disclosed \$123.7 million in undiscounted future minimum rentals due under non-cancelable leases in note 12 of our most recent 10-K. We are involving our property managers and implementing repeatable processes to manage ongoing lease data collection and analysis, and evaluating accounting policies and internal controls that will be impacted by the new standards. We have also engaged in a third party valuation expert to assist us in determining the value of our ROU assets and operating lease liabilities including the

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determination of our incremental borrowing rate. We expect to use the transition method that includes the practical expedient that allows us to adopt effective January 1, 2019 and not reevaluate or recast prior periods, however we are still evaluating the available transition methods.

In June 2016, the FASB issued ASU 2016-13, Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments (“ASU 2016-13”). The ASU sets forth an “expected credit loss” impairment model to replace the current “incurred loss” method of recognizing credit losses. The standard requires measurement and recognition of expected credit losses for most financial assets held. The ASU is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. Early adoption is permitted for periods beginning after December 15, 2018. We are currently evaluating the impact that ASU 2016-13 will have on our consolidated financial statements and related disclosures.

In August 2018, the FASB issued ASU 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement (“ASU 2018-13”). ASU 2018-13 modifies certain disclosure requirements related to fair value measurements including requiring disclosures on changes in unrealized gains and losses in other comprehensive income for recurring Level 3 fair value measurements and a requirement to disclose the range and weighted average of significant unobservable inputs used to develop Level 3 fair value measurements. The ASU is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. Early adoption is permitted. We are currently evaluating the impact that ASU 2018-13 will have on the consolidated financial statements.

### 3. Revenue

On January 1, 2018, we adopted Topic 606 using the modified retrospective method. As the adoption of this standard did not have a material impact on our consolidated financial statements, no adjustments to opening retained earnings were made as of January 1, 2018. Results for reporting periods beginning after January 1, 2018, are presented under Topic 606, while prior period amounts are not adjusted and continue to be reported in accordance with our historic accounting under Accounting Standards Codification (“ASC”) Topic 605-Revenue Recognition.

Rooms revenue represents revenue from the occupancy of our hotel rooms and is driven by the occupancy and average daily rate charged. Rooms revenue includes revenue for guest no-shows, day use, and early/late departure fees. The contracts for room stays with customers are generally short in duration and revenues are recognized as services are provided over the course of the hotel stay.

Food & Beverage (“F&B”) revenue consists of revenue from the restaurants and lounges at our hotel properties, in-room dining and mini-bars revenue, and banquet/catering revenue from group and social functions. Other F&B revenue may include revenue from audio-visual equipment/services, rental of function rooms, and other F&B related revenue. Revenue is recognized as the services or products are provided. Our hotel properties may employ third parties to provide certain services at the property, for example, audio visual services. We evaluate each of these contracts to determine if the hotel is the principal or the agent in the transaction, and record the revenue as appropriate (i.e. gross vs. net).

Other revenue consists of ancillary revenue at the property, including attrition and cancellation fees, resort and destination fees, spas, parking, entertainment and other guest services, as well as rental revenue; primarily consisting of leased retail outlets at our hotel properties. Attrition and cancellation fees are recognized for non-cancellable deposits when the customer provides notification of cancellation within established management policy time frames. For the three and nine months ended September 30, 2018, we recorded \$0 and \$2.5 million of business interruption income for the St. Petersburg Hilton and Key West Crowne Plaza related to a settlement for lost profits from the BP Deepwater Horizon oil spill in the Gulf of Mexico in 2010.

Taxes collected from customers and submitted to taxing authorities are not recorded in revenue. Interest income is recognized when earned. We discontinue recording interest and amortizing discounts/premiums when the contractual payment of interest and/or principal is not received when contractually due.



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The following tables presents our revenue disaggregated by geographical areas (in thousands):

Primary Geographical Market	Three Months Ended September 30, 2018					
	Number of Hotels	Rooms	Food and Beverage	Other Hotel	Other	Total
Atlanta, GA Area	9	\$16,843	\$3,800	\$1,379	\$—	\$22,022
Boston, MA Area	3	18,274	2,102	944	—	21,320
Dallas / Ft. Worth Area	7	14,412	3,333	921	—	18,666
Houston, TX Area	3	6,378	1,720	183	—	8,281
Los Angeles, CA Metro Area	6	19,336	3,382	1,302	—	24,020
Miami, FL Metro Area	3	5,072	1,652	232	—	6,956
Minneapolis - St. Paul, MN - WI Area	4	9,930	2,308	1,242	—	13,480
Nashville, TN Area	1	12,854	3,581	341	—	16,776
New York / New Jersey Metro Area	6	19,661	5,031	796	—	25,488
Orlando, FL Area	3	6,242	371	356	—	6,969
Philadelphia, PA Area	3	6,898	1,000	250	—	8,148
San Diego, CA Area	2	5,228	254	269	—	5,751
San Francisco - Oakland, CA Metro Area	6	21,684	1,862	658	—	24,204
Tampa, FL Area	2	4,585	1,263	257	—	6,105
Washington DC - MD - VA Area	9	28,214	5,142	2,089	—	35,445
Other Areas	51	91,492	12,565	5,815	—	109,872
Orlando WorldQuest	—	913	30	275	—	1,218
Corporate	—	—	—	—	1,209	1,209
Total	118	\$288,016	\$49,396	\$17,309	\$1,209	\$355,930

  

Primary Geographical Market	Three Months Ended September 30, 2017					
	Number of Hotels	Rooms	Food and Beverage	Other Hotel	Other	Total
Atlanta, GA Area	9	\$16,831	\$3,533	\$1,373	\$—	\$21,737
Boston, MA Area	3	17,427	1,992	903	—	20,322
Dallas / Ft. Worth Area	7	14,827	2,950	800	—	18,577
Houston, TX Area	3	6,902	1,954	169	—	9,025
Los Angeles, CA Metro Area	6	19,074	3,263	1,193	—	23,530
Miami, FL Metro Area	3	5,383	1,418	250	—	7,051
Minneapolis - St. Paul, MN - WI Area	4	10,408	2,457	1,148	—	14,013
Nashville, TN Area	1	12,820	3,567	414	—	16,801
New York / New Jersey Metro Area	6	20,301	4,995	717	—	26,013
Orlando, FL Area	3	6,743	415	179	—	7,337
Philadelphia, PA Area	3	6,601	960	237	—	7,798
San Diego, CA Area	2	5,139	462	212	—	5,813
San Francisco - Oakland, CA Metro Area	6	20,814	1,949	520	—	23,283
Tampa, FL Area	3	4,744	1,088	185	—	6,017
Washington DC - MD - VA Area	9	25,376	4,421	1,334	—	31,131
Other Areas	52	91,740	12,857	4,993	—	109,590
Orlando WorldQuest	—	1,062	31	284	—	1,377
Sold properties	3	2,825	1	95	—	2,921



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Corporate	—	—	—	—	989	989
Total	123	\$289,017	\$48,313	\$15,006	\$989	\$353,325

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## ASHFORD HOSPITALITY TRUST, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

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Primary Geographical Market	Nine Months Ended September 30, 2018					Total
	Number of Hotels	Rooms	Food and Beverage	Other Hotel	Other	
Atlanta, GA Area	9	\$51,131	\$12,233	\$4,127	\$—	\$67,491
Boston, MA Area	3	45,046	5,619	2,625	—	53,290
Dallas / Ft. Worth Area	7	47,427	12,525	2,620	—	62,572
Houston, TX Area	3	20,599	6,933	602	—	28,134
Los Angeles, CA Metro Area	6	59,912	11,601	3,534	—	75,047
Miami, FL Metro Area	3	22,014	6,728	764	—	29,506
Minneapolis - St. Paul, MN - WI Area	4	28,228	7,188	3,613	—	39,029
Nashville, TN Area	1	38,151	9,430	1,181	—	48,762
New York / New Jersey Metro Area	6	56,696	17,154	2,159	—	76,009
Orlando, FL Area	3	21,763	1,160	887	—	23,810
Philadelphia, PA Area	3	18,587	3,226	675	—	22,488
San Diego, CA Area	2	14,224	755	744	—	15,723
San Francisco - Oakland, CA Metro Area	6	61,564	5,378	1,752	—	68,694
Tampa, FL Area	2	17,555	4,746	1,293	—	23,594
Washington DC - MD - VA Area	9	86,948	16,939	4,886	—	108,773
Other Areas	51	271,241	43,146	18,847	—	333,234
Orlando WorldQuest	—	3,486	107	920	—	4,513
Sold properties	3	3,518	1	129	—	3,648
Corporate	—	—	—	—	2,984	2,984
Total	121	\$868,090	\$164,869	\$51,358	\$2,984	\$1,087,301
Primary Geographical Market	Nine Months Ended September 30, 2017					Total
	Number of Hotels	Rooms	Food and Beverage	Other Hotel	Other	
Atlanta, GA Area	9	\$50,878	\$12,727	\$3,739	\$—	\$67,344
Boston, MA Area	3	44,637	6,036	2,418	—	53,091
Dallas / Ft. Worth Area	7	46,205	12,668	2,462	—	61,335
Houston, TX Area	3	21,052	6,538	532	—	28,122
Los Angeles, CA Metro Area	6	59,130	11,683	3,481	—	74,294
Miami, FL Metro Area	3	21,256	6,488	689	—	28,433
Minneapolis - St. Paul, MN - WI Area	4	27,936	7,358	3,326	—	38,620
Nashville, TN Area	1	38,687	14,575	1,266	—	54,528
New York / New Jersey Metro Area	6	55,934	17,863	1,786	—	75,583
Orlando, FL Area	3	22,824	1,536	562	—	24,922
Philadelphia, PA Area	3	18,082	2,951	601	—	21,634
San Diego, CA Area	2	14,102	1,174	549	—	15,825
San Francisco - Oakland, CA Metro Area	6	59,206	5,744	1,529	—	66,479
Tampa, FL Area	3	18,172	5,166	599	—	23,937
Washington DC - MD - VA Area	9	86,682	16,899	3,855	—	107,436
Other Areas	52	270,209	42,265	14,888	—	327,362
Orlando WorldQuest	—	3,934	121	951	—	5,006
Sold properties	6	18,001	3,213	487	—	21,701

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Corporate	—	—	—	—	2,052	2,052
Total	126	\$876,927	\$175,005	\$43,720	\$2,052	\$1,097,704

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## 4. Investments in Hotel Properties, net

Investments in hotel properties, net consisted of the following (in thousands):

	September 30, December 31,	
	2018	2017
Land	\$ 665,578	\$ 653,293
Buildings and improvements	4,033,508	3,895,112
Furniture, fixtures, and equipment	494,583	468,420
Construction in progress	30,960	35,273
Condominium properties	12,173	12,196
Total cost	5,236,802	5,064,294
Accumulated depreciation	(1,146,817 )	(1,028,379 )
Investments in hotel properties, net	\$ 4,089,985	\$ 4,035,915

## Acquisitions

## Hilton Alexandria Old Town

On June 29, 2018, the Company acquired a 100% interest in the 252-room Hilton Alexandria Old Town in Alexandria, Virginia for \$111.0 million. We accounted for this transaction as an asset acquisition because substantially all of the fair value of the gross assets acquired were concentrated in a group of similar identifiable assets. We allocated the cost of the acquisition including transaction costs to the individual assets acquired and liabilities assumed on a relative fair value basis, which is considered a Level 3 valuation technique, as noted in the following table (in thousands):

Land	\$ 14,459
Buildings and improvements	94,535
Furniture, fixtures and equipment	2,479
	\$ 111,473
Net other assets (liabilities)	\$ 194

The results of operations of the hotel property have been included in our results of operations as of the acquisition date. The table below summarizes the total revenue and net income (loss) of the hotel property in our consolidated statements of operations for the three and nine months ended September 30, 2018:

	Three Months Ended September 30, 2018	Nine Months Ended September 30, 2018
Total revenue	\$ 4,523	\$ 4,523
Net income (loss)	194	194

## 5. Hotel Dispositions, Impairment Charges, Insurance Recoveries and Assets Held For Sale

## Hotel Dispositions

On February 1, 2017, the Company sold the Renaissance hotel in Portsmouth, Virginia (“Renaissance Portsmouth”) for approximately \$9.2 million in cash. The sale resulted in a loss of \$43,000 for the year ended December 31, 2017 and is included in “gain (loss) on sale of hotel properties” in the consolidated statements of operations. The Company also repaid approximately \$20.2 million of debt associated with the hotel property. See note 7.

On March 6, 2017, the Company sold the Embassy Suites in Syracuse, New York (“Embassy Suites Syracuse”) for approximately \$8.8 million in cash. The sale resulted in a loss of \$40,000 for the year ended December 31, 2017 and is included in “gain (loss) on sale of hotel properties” in the consolidated statements of operations. The Company also repaid approximately \$20.6 million of debt associated with the hotel property. See note 7.



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On June 29, 2017, the Company sold the Crowne Plaza Ravinia in Atlanta, Georgia for approximately \$88.7 million in cash. The sale resulted in a gain of \$14.1 million for the year ended December 31, 2017 and is included in “gain (loss) on sale of hotel properties” in the consolidated statements of operations. The Company also repaid approximately \$78.7 million of debt associated with the hotel property. See note 7.

On February 20, 2018, we completed the sale of the SpringHill Suites Glen Allen for approximately \$10.9 million in cash. The sale resulted in a loss of approximately \$13,000 for the nine months ended September 30, 2018 and is included in “gain (loss) on sale of hotel properties” in the consolidated statements of operations. The Company also repaid approximately \$7.6 million of debt associated with the hotel property. See note 7.

On May 1, 2018, we completed the sale of the SpringHill Suites Centreville for approximately \$7.5 million in cash. The sale resulted in a gain of approximately \$16,000 for the nine months ended September 30, 2018 and is included in “gain (loss) on sale of hotel properties” in the consolidated statements of operations. The Company also repaid approximately \$6.6 million of debt associated with the hotel property. See note 7.

On May 10, 2018, we completed the sale of the Residence Inn Tampa for approximately \$24.0 million in cash. The sale resulted in a gain of approximately \$400,000 for the nine months ended September 30, 2018 and is included in “gain (loss) on sale of hotel properties” in the consolidated statements of operations. The Company also repaid approximately \$22.5 million of debt associated with the hotel property. See note 7.

We included the results of operations for these hotel properties through the date of disposition in net income (loss). The following table includes condensed financial information from these hotel properties in the consolidated statements of operations for the three and nine months ended September 30, 2018 and 2017 (in thousands):

	Three Months Ended September 30, 2018		Nine Months Ended September 30, 2017	
	2018	2017	2018	2017
Total hotel revenue	\$—	\$2,921	\$3,648	\$21,701
Total hotel operating expenses	75	(2,302)	(2,196)	(15,786)
Operating income (loss)	75	619	1,452	5,915
Property taxes, insurance and other	—	(148)	(220)	(1,031)
Depreciation and amortization	—	(556)	(347)	(4,007)
Impairment charges	—	(25)	(1,939)	(25)
Interest income	—	—	—	12
Gain (loss) on sale of hotel properties	(9)	15	394	14,024
Interest expense and amortization of loan costs	—	(425)	(525)	(3,665)
Write-off of loan costs and exit fees	—	—	(524)	(98)
Income (loss) before income taxes	66	(520)	(1,709)	11,125
(Income) loss before income taxes attributable to redeemable noncontrolling interests in operating partnership	(10)	82	254	(1,750)
Net income (loss) attributable to the Company	\$56	\$(438)	\$(1,455)	\$9,375
Impairment Charges and Insurance Recoveries				

In August and September 2017, twenty-four of our hotel properties in Texas and Florida were impacted by the effects of Hurricanes Harvey and Irma. The Company holds insurance policies that provide coverage for property damage and business interruption after meeting certain deductibles at all of its hotel properties. During 2017, the Company recognized impairment charges, net of anticipated insurance recoveries of \$2.0 million. Additionally, the Company recognized remediation and other costs, net of anticipated insurance recoveries of \$2.8 million, included primarily in other hotel operating expenses. As of December 31, 2017, the Company recorded an insurance receivable of \$267,000, net of deductibles of \$4.8 million, included in “accounts receivable, net” on our consolidated balance sheet, related to the anticipated insurance recoveries. During the year ended December 31, 2017, the Company received

proceeds of \$612,000 for business interruption losses associated with lost profits, which has been recorded as “other” hotel revenue in our consolidated statement of operations, in excess of the deductible of \$360,000.

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For the three and nine months ended September 30, 2018, the Company recorded revenue from business interruption losses associated with lost profits from the hurricanes of \$0 and \$401,000, respectively, which is included in “other” hotel revenue in our consolidated statement of operations. We received additional proceeds of \$192,000 and \$834,000 associated with property damage from the hurricanes during the three and nine months ended September 30, 2018. The Company will not record an insurance recovery receivable for business interruption losses associated with lost profits until the amount for such recoveries is known and the amount is realizable.

Additionally, for the three and nine months ended September 30, 2018, we recorded a \$0 and \$2.0 million impairment charge, respectively, at the SpringHill Suites in Centreville, Virginia (“SpringHill Suites Centreville”). We also recorded impairment adjustments of \$(27,000) and \$(310,000) for the three and nine months, respectively, based on changes in estimates of property damages incurred from Hurricanes Harvey and Irma. For the year ended December 31, 2017, we recorded impairment charges of \$8.2 million related to the SpringHill Suites Centreville and the SpringHill Suites in Glen Allen, Virginia (“SpringHill Suites Glen Allen”) in the amounts of \$4.7 million and \$3.5 million, respectively. The impairment charges were based on methodologies discussed in note 2, which are considered Level 3 valuation techniques. SpringHill Suites Glen Allen was sold on February 20, 2018 and SpringHill Suites Centreville was sold on May 1, 2018. See discussion below under “Assets Held For Sale.”

**Assets Held For Sale**

At December 31, 2017, the SpringHill Suites Centreville and the SpringHill Suites Glen Allen were classified as held for sale in the consolidated balance sheet based on methodologies discussed in note 2.

On February 20, 2018, we completed the sale of the SpringHill Suites Glen Allen for approximately \$10.9 million. The sale resulted in a loss of \$13,000 for the nine months ended September 30, 2018, and is included in “gain (loss) on sale of hotel properties” in the consolidated statements of operations.

On May 1, 2018, we completed the sale of the SpringHill Suites Centreville for approximately \$7.5 million in cash. We also repaid approximately \$6.6 million of principal on our mortgage loan partially secured by the hotel property. The sale resulted in a gain of \$16,000 for the nine months ended September 30, 2018, and is included in “gain (loss) on sale of hotel properties” in the consolidated statements of operations.

Since the sale of the hotel properties does not represent a strategic shift that has (or will have) a major effect on our operations or financial results, their results of operation were not reported as discontinued operations in the consolidated financial statements. Depreciation and amortization were ceased as of the date the assets were deemed held for sale.

The major classes of assets and liabilities related to the assets held for sale included in the consolidated balance sheets at December 31, 2017 were as follows:

	December 31, 2017
<b>Assets</b>	
Investments in hotel properties, net	\$ 17,732
Cash and cash equivalents	78
Restricted cash	402
Accounts receivable	127
Inventories	1
Prepaid expenses	21
Other assets	31
Due from third-party hotel managers	31
Assets held for sale	\$ 18,423
<b>Liabilities</b>	
Indebtedness, net	\$ 13,221



Accounts payable and accrued expenses	662
Due to related party, net	94
Liabilities related to assets held for sale	\$ 13,977

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## 6. Investment in Unconsolidated Entities

## Ashford Inc.

We hold approximately 598,000 shares of Ashford Inc. common stock, which represented an approximate 25.1% ownership interest in Ashford Inc. as of September 30, 2018, with a carrying value of \$1.8 million and a fair value of \$45.4 million.

The following tables summarize the condensed consolidated balance sheets as of September 30, 2018 and December 31, 2017 and the condensed consolidated statements of operations of Ashford Inc. and our equity in earnings (loss) for the three and nine months ended September 30, 2018 and 2017 (in thousands):

## Ashford Inc.

## Condensed Consolidated Balance Sheets

(unaudited)

	September 30, 2018	December 31, 2017
Total assets	\$ 389,818	\$ 114,810
Total liabilities	\$ 121,763	\$ 78,742
Series B cumulative convertible preferred stock	200,578	—
Redeemable noncontrolling interests	3,778	5,111
Total stockholders' equity of Ashford Inc.	63,050	30,185
Noncontrolling interests in consolidated entities	649	772
Total equity	63,699	30,957
Total liabilities and equity	\$ 389,818	\$ 114,810
Our ownership interest in Ashford Inc.	\$ 1,763	\$ 437

## Ashford Inc.

## Condensed Consolidated Statements of Operations

(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Total revenue	\$41,565	\$19,255	\$144,544	\$51,907
Total operating expenses	(53,069 )	(21,595 )	(150,214 )	(54,965 )
Operating income (loss)	(11,504 )	(2,340 )	(5,670 )	(3,058 )
Realized and unrealized gain (loss) on investments, net	—	—	—	(91 )
Interest expense and loan amortization costs	(419 )	(20 )	(770 )	(35 )
Other income (expense)	25	77	(50 )	220
Income tax (expense) benefit	13,904	25	11,593	(9,248 )
Net income (loss)	2,006	(2,258 )	5,103	(12,212 )
(Income) loss from consolidated entities attributable to noncontrolling interests	413	102	704	267
Net (income) loss attributable to redeemable noncontrolling interests	968	300	817	995
Net income (loss) attributable to Ashford Inc.	3,387	(1,856 )	6,624	(10,950 )
Preferred dividends	(1,675 )	—	(1,675 )	—
Amortization of preferred stock discount	(303 )	—	(303 )	—
Net income attributable to common shareholders	\$1,409	\$(1,856 )	\$4,646	\$(10,950)
Our equity in earnings (loss) of Ashford Inc.	\$470	\$(568 )	\$1,326	\$(3,291 )



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(unaudited)**OpenKey**

In 2016, the Company made investments totaling \$2.3 million in OpenKey, which is controlled and consolidated by Ashford Inc., for a 13.3% ownership interest. OpenKey is a hospitality-focused mobile key platform that provides a universal smart phone app for keyless entry into hotel guest rooms. In 2018 and 2017, we made additional investments of \$667,000 and \$983,000, respectively. As of September 30, 2018, the Company has made investments totaling \$4.0 million. Our investment is recorded as a component of “investment in unconsolidated entities” in our consolidated balance sheet and is accounted for under the equity method of accounting as we have been deemed to have significant influence over the entity under the applicable accounting guidance.

The following table summarizes our carrying value and ownership interest in OpenKey:

	September 30, 2018	December 31, 2017		
Carrying value of the investment in OpenKey (in thousands)	\$ 2,751	\$ 2,518		
Ownership interest in OpenKey	16.3	%	16.2	%

The following table summarizes our equity in earnings (loss) in OpenKey (in thousands):

Line Item	Three Months Ended		Nine Months Ended	
	September 30, 2018	2017	September 30, 2018	2017
Equity in earnings (loss) in unconsolidated entity	\$(160)	\$(111)	\$(434)	\$(341)

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## 7. Indebtedness

Indebtedness consisted of the following (in thousands):

Indebtedness	Collateral	Maturity	Interest Rate	September 30, 2018	December 31, 2017
Secured credit facility <sup>(3)</sup>	None	September 2019	Base Rate <sup>(2)</sup> + 1.65% or LIBOR <sup>(1)</sup> + 2.65%	\$ —	\$ —
Mortgage loan <sup>(4)</sup>	8 hotels	January 2018	LIBOR <sup>(1)</sup> + 4.95%	—	376,800
Mortgage loan <sup>(5)</sup>	22 hotels	April 2018	LIBOR <sup>(1)</sup> + 4.39%	—	971,654
Mortgage loan <sup>(6)</sup>	1 hotel	July 2018	LIBOR <sup>(1)</sup> + 5.10%	—	40,500
Mortgage loan <sup>(6)</sup> <sup>(7)</sup>	3 hotel	August 2018	LIBOR <sup>(1)</sup> + 4.35%	—	52,530
Mortgage loan <sup>(6)</sup>	6 hotels	August 2018	LIBOR <sup>(1)</sup> + 4.35%	—	280,421
Mortgage loan <sup>(6)</sup> <sup>(8)</sup>	17 hotels	October 2018	LIBOR <sup>(1)</sup> + 4.55%	—	450,000
Mortgage loan <sup>(6)</sup>	5 hotels	February 2019	LIBOR <sup>(1)</sup> + 4.75%	—	200,000
Mortgage loan <sup>(6)</sup>	1 hotel	April 2019	LIBOR <sup>(1)</sup> + 4.95%	—	33,300
Mortgage loan <sup>(6)</sup>	1 hotel	May 2019	LIBOR <sup>(1)</sup> + 5.10%	—	25,100
Mortgage loan <sup>(9)</sup>	1 hotel	June 2019	LIBOR <sup>(1)</sup> + 5.10%	43,750	43,750
Mortgage loan	1 hotel	July 2019	4.00%	5,267	5,336
Mortgage loan <sup>(10)</sup>	1 hotel	July 2019	LIBOR <sup>(1)</sup> + 4.15%	35,200	35,200
Mortgage loan <sup>(10)</sup>	8 hotels	July 2019	LIBOR <sup>(1)</sup> + 4.09%	144,000	144,000
Mortgage loan <sup>(11)</sup>	1 hotel	August 2019	LIBOR <sup>(1)</sup> + 4.95%	7,778	12,000
Mortgage loan <sup>(12)</sup>	17 hotels	November 2019	LIBOR <sup>(1)</sup> + 3.00%	427,000	427,000
Mortgage loan <sup>(4)</sup>	8 hotels	February 2020	LIBOR <sup>(1)</sup> + 2.92%	395,000	—
Mortgage loan <sup>(5)</sup>	21 hotels	April 2020	LIBOR <sup>(1)</sup> + 3.20%	962,575	—
Mortgage loan <sup>(13)</sup>	1 hotel	May 2020	LIBOR <sup>(1)</sup> + 2.90%	16,100	16,100
Mortgage loan <sup>(6)</sup>	7 hotels	June 2020	LIBOR <sup>(1)</sup> + 3.65%	180,720	—
Mortgage loan <sup>(6)</sup>	7 hotels	June 2020	LIBOR <sup>(1)</sup> + 3.39%	174,400	—
Mortgage loan <sup>(6)</sup>	5 hotels	June 2020	LIBOR <sup>(1)</sup> + 3.73%	221,040	—
Mortgage loan <sup>(6)</sup>	5 hotels	June 2020	LIBOR <sup>(1)</sup> + 4.02%	262,640	—
Mortgage loan <sup>(6)</sup> <sup>(14)</sup>	5 hotels	June 2020	LIBOR <sup>(1)</sup> + 2.73%	160,000	—
Mortgage loan <sup>(6)</sup>	5 hotels	June 2020	LIBOR <sup>(1)</sup> + 3.68%	215,120	—
Mortgage loan	1 hotel	November 2020	6.26%	93,891	95,207
Mortgage loan <sup>(15)</sup>	2 hotels	June 2022	LIBOR <sup>(1)</sup> + 3.00%	174,211	164,700
Mortgage loan	1 hotel	November 2022	LIBOR <sup>(1)</sup> + 2.00%	97,000	97,000
Mortgage loan	1 hotel	May 2023	5.46%	53,086	53,789
Mortgage loan <sup>(16)</sup>	1 hotel	June 2023	LIBOR <sup>(1)</sup> + 2.45%	73,450	—
Mortgage loan	1 hotel	January 2024	5.49%	6,913	7,000
Mortgage loan	1 hotel	January 2024	5.49%	10,089	10,216
Mortgage loan	1 hotel	May 2024	4.99%	6,444	6,530
Mortgage loan	3 hotels	August 2024	5.20%	65,572	66,224
Mortgage loan	2 hotels	August 2024	4.85%	12,114	12,242
Mortgage loan	3 hotels	August 2024	4.90%	24,215	24,471

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Mortgage loan	2 hotels	February 2025	4.45%	19,962	20,214
Mortgage loan	3 hotels	February 2025	4.45%	51,633	52,284
				3,939,170	3,723,568
Premiums, net				1,363	1,570
Deferred loan costs, net				(46,086 )	(15,617 )
				\$ 3,894,447	\$ 3,709,521
Indebtedness related to assets held for sale <sup>(7)</sup>	1 hotel	August 2018	LIBOR <sup>(1)</sup> + 4.35%	—	5,992
Indebtedness related to assets held for sale <sup>(8)</sup>	1 hotel	October 2018	LIBOR <sup>(1)</sup> + 4.55%	—	7,229
Indebtedness, net				\$ 3,894,447	\$ 3,696,300

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- (1) LIBOR rates were 2.261% and 1.564% at September 30, 2018 and December 31, 2017, respectively.
- (2) Base Rate, as defined in the secured credit facility agreement, is the greater of (i) the prime rate set by Bank of America, or (ii) federal funds rate + 0.5%, or (iii) LIBOR + 1.0%.
- (3) On September 27, 2018, we established a secured credit facility with borrowing capacity of up to \$100.0 million. On January 17, 2018, we refinanced this mortgage loan totaling \$376.8 million set to mature in January 2018 with a
- (4) new \$395.0 million mortgage loan with a two-year initial term and five one-year extension options, subject to the satisfaction of certain conditions. The new mortgage loan is interest only and bears interest at a rate of LIBOR + 2.92%.
- On April 9, 2018, we refinanced this mortgage loan totaling \$971.7 million set to mature in April 2018 with a new \$985.0 million mortgage loan with a two-year initial term and five one-year extension options, subject to
- (5) satisfaction of certain conditions. The new mortgage loan is interest only and bears interest at a rate of LIBOR + 3.20%. A portion of this mortgage loan relates to the Tampa Residence Inn, which was sold on May 10, 2018, resulting in a \$22.5 million paydown. See note 5.
- On June 13, 2018, we refinanced seven mortgage loans totaling \$1.068 billion set to mature between July 2018 and
- (6) May 2019 with six new mortgage loans totaling \$1.270 billion. Each new mortgage loan has a two-year initial term and five one-year extension options, subject to the satisfaction of certain conditions. The new mortgage loans are interest only.
- (7) A portion of this mortgage loan at December 31, 2017 relates to the SpringHill Suites Centreville. The property was sold on May 1, 2018. See note 5.
- (8) A portion of this mortgage loan at December 31, 2017 relates to the SpringHill Suites Glen Allen. The property was sold on February 20, 2018. See note 5.
- (9) This mortgage loan has three one-year extension options, subject to satisfaction of certain conditions. The second one-year extension period began in June 2018.
- (10) This mortgage loan has three one-year extension options subject to satisfaction of certain conditions. The second one-year extension period began in July 2018.
- (11) This mortgage loan has two one-year extension options subject to satisfaction of certain conditions. Concurrent with the first one-year extension, which began in August 2018, a principal paydown of \$4.2 million was made.
- (12) This mortgage loan has five one-year extension options subject to satisfaction of certain conditions.
- (13) This mortgage loan has two one-year extension options subject to satisfaction of certain conditions.
- (14) On July 3, 2018, Ashford Hospitality Finance, one of our consolidated subsidiaries, purchased \$56.3 million of this mortgage loan.
- This \$181.0 million mortgage loan had an initial advance was \$164.7 million in May 2017. In February, May, and
- (15) June 2018, additional advances of \$6.5 million, \$1.1 million and \$1.9 million, respectively, were used for a capital expenditures project at one of the hotels securing this mortgage loan.
- (16) This new mortgage loan has a five-year term, is interest-only loan and bears interest at a rate of LIBOR + 2.45%. On February 1, 2017, we repaid \$20.2 million of principal on our mortgage loan partially secured by the Renaissance Portsmouth. This hotel property was sold on February 1, 2017.
- On March 6, 2017, we repaid \$20.6 million of principal on our mortgage loan partially secured by the Embassy Suites Syracuse. This hotel property was sold on March 6, 2017.
- On May 10, 2017, we refinanced a \$105.0 million mortgage loan, secured by the Renaissance Nashville in Nashville, Tennessee and the Westin in Princeton, New Jersey. The new mortgage loan totals \$181.0 million, of which our initial advance was \$164.7 million with future advances totaling \$16.3 million as reimbursement for capital expenditures. The mortgage loan is interest only and provides for a floating interest rate of LIBOR + 3.00%. Beginning on July 1, 2020, quarterly principal payments of \$750,000 are due. The stated maturity is June 2022, with no extension options.
- On May 24, 2017, we refinanced a \$15.7 million mortgage loan, secured by the Hotel Indigo (“Indigo Atlanta”) in Atlanta, Georgia. The new mortgage loan totals \$16.1 million. The mortgage loan is interest only and provides for a

floating interest rate of LIBOR + 2.90% for the first two years with a 30-year amortization schedule based on a 6% interest rate starting in the third year. The stated maturity is May 2020, with two one-year extension options. On June 29, 2017, we repaid \$78.7 million of principal on our mortgage loan partially secured by the Crowne Plaza Ravinia. This hotel property was sold on June 29, 2017.

On October 30, 2017, we refinanced our \$94.7 million mortgage loan, with an outstanding balance of \$94.5 million, secured by the Hilton Boston Back Bay. The new mortgage loan totals \$97.0 million. The mortgage loan is non-recourse interest only and provides for a floating interest rate of LIBOR + 2.00%. The stated maturity is November 2022, with no extension options.

On October 31, 2017, we refinanced a \$412.5 million mortgage loan, secured by seventeen hotels. The new mortgage loan totals \$427.0 million. The mortgage loan is interest only and provides for a floating interest rate of LIBOR + 3.00%. The stated maturity is November 2019, with five one-year extension options. The new mortgage loan is secured by the following seventeen hotels: the Courtyard Alpharetta, Courtyard Bloomington, Courtyard Crystal City, Courtyard Foothill Ranch, Embassy Suites Austin, Embassy Suites Dallas, Embassy Suites Houston, Embassy Suites Las Vegas, Embassy Suites Palm Beach, Hampton Inn Evansville, Hilton Garden Inn Jacksonville, Hilton Nassau Bay, Hilton St. Petersburg, Residence Inn Evansville, Residence Inn Falls Church, Residence Inn San Diego and Sheraton Indianapolis.



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On January 17, 2018, we refinanced our \$376.8 million mortgage loan. The new mortgage loan totaled \$395.0 million. The new mortgage loan has a two-year initial term and five one-year extension options, subject to the satisfaction of certain conditions. The mortgage loan is interest only and provides for a floating interest rate of LIBOR + 2.92%. The new mortgage loan is secured by eight hotels: Embassy Suites Portland, Embassy Suites Crystal City, Embassy Suites Orlando, Embassy Suites Santa Clara, Crowne Plaza Key West, Hilton Costa Mesa, Sheraton Minneapolis, and Historic Inns of Annapolis.

On February 20, 2018, we repaid \$7.6 million of principal on our mortgage loan partially secured by the SpringHill Suites Glen Allen. This hotel property was sold on February 20, 2018.

On April 9, 2018, we refinanced our \$971.7 million mortgage loan secured by 22 hotel properties. The new mortgage loan totaled \$985.0 million, is interest only and provides for a floating interest rate of LIBOR + 3.20%. The stated maturity is April 2020 with five one-year extension options, subject to the satisfaction of certain conditions. The new mortgage loan is secured by the same 22 hotel properties that include: the Courtyard Boston Downtown, Courtyard Denver, Courtyard Gaithersburg, Courtyard Savannah, Hampton Inn Parsippany, Hilton Parsippany, Hilton Tampa, Hilton Garden Inn Austin, Hilton Garden Inn BWI, Hilton Garden Inn Virginia Beach, Hyatt Windwatch Long Island, Hyatt Savannah, Marriott DFW Airport, Marriott Omaha, Marriott San Antonio, Marriott Sugarland, Renaissance Palm Springs, Ritz-Carlton Atlanta, Residence Inn Tampa, Churchill, Melrose and Silversmith.

On May 1, 2018, we repaid \$6.6 million of principal on our mortgage loan partially secured by the SpringHill Suites Centreville. This hotel property was sold on May 1, 2018.

On May 10, 2018, we repaid \$22.5 million of principal on our mortgage loan partially secured by the Residence Inn Tampa. This hotel property was sold on May 10, 2018.

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On June 13, 2018, we refinanced seven mortgage loans with existing outstanding balances totaling \$1.068 billion. The new financing is comprised of six separate mortgage loans that total approximately \$1.270 billion. Each has a two-year initial term with five one-year extension options, subject to the satisfaction of certain conditions. The original principal amounts of each mortgage loan and the hotel properties securing each mortgage loan are set forth in the following table:

Mortgage Loan	Principal Amount (in thousands)	Interest Rate	Secured Hotel Properties
A	\$ 180,720	LIBOR + 3.65%	Courtyard Columbus Tipton Lakes Courtyard Scottsdale Old Town Residence Inn Phoenix Airport SpringHill Suites Manhattan Beach SpringHill Suites Plymouth Meeting Residence Inn Las Vegas Hughes Center Residence Inn Newark
B	\$ 174,400	LIBOR + 3.39%	Courtyard Newark SpringHill Suites BWI Courtyard Oakland Airport Courtyard Plano Legacy Residence Inn Plano TownePlace Suites Manhattan Beach Courtyard Basking Ridge
C	\$ 221,040	LIBOR + 3.73%	Sheraton San Diego Mission Valley Sheraton Bucks County Hilton Ft. Worth Hyatt Regency Coral Gables Hilton Minneapolis
D	\$ 262,640	LIBOR + 4.02%	Hilton Santa Fe Embassy Suites Dulles Marriott Beverly Hills One Ocean Marriott Suites Dallas Market Center
E <sup>(1)</sup>	\$ 216,320	LIBOR + 4.36%	Marriott Memphis East Embassy Suites Philadelphia Airport Sheraton Anchorage Lakeway Resort & Spa Marriott Fremont
F	\$ 215,120	LIBOR + 3.68%	W Atlanta Downtown Embassy Suites Flagstaff Embassy Suites Walnut Creek Marriott Bridgewater Marriott Durham Research Triangle Park

<sup>(1)</sup>On July 3, 2018, we purchased \$56.3 million of mezzanine debt related to the Pool E loan that was issued in conjunction with the June 13, 2018 refinance. The net floating interest rate after the purchase of the Pool E loan is LIBOR + 2.73%.

On June 29, 2018, in connection with the acquisition of the Hilton Alexandria Old Town in Alexandria VA, we completed the financing of a \$73.5 million mortgage loan. This mortgage loan is interest only and provides for a floating interest rate of LIBOR + 2.45%. The stated maturity date of the mortgage loan is June 2023, with no extension options. The mortgage loan is secured by the Hilton Alexandria Old Town.

On July 3, 2018, we purchased \$56.3 million of mezzanine debt related to the Pool E loan that was issued in conjunction with the June 13, 2018 refinance. The net floating interest rate after the purchase of the Pool E loan is LIBOR + 2.73%. The mezzanine debt receivable purchase and corresponding mezzanine debt eliminate in consolidation.

On September 27, 2018, we established a secured credit facility with a borrowing capacity of up to \$100.0 million, which is secured by a pledge of 100% of the equity interests in the subsidiaries that own the hotel property for which revolving credit facility funds were used to acquire. The interest rate associated with the secured credit facility is either the base rate + 1.65% or LIBOR + 2.65% at the Company's election. The base rate is the greater of (i) the prime rate set by Bank of America; (ii) federal funds rate + 0.5%; or (iii) LIBOR + 1.0%.

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During the three and nine months ended September 30, 2018 and 2017, we recognized premium amortization as presented in the table below (in thousands):

Line Item	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Interest expense - premium amortization	\$ 69	\$ 185	\$ 207	\$ 1,767

The amortization of the premium is computed using a method that approximates the effective interest method, which is included in interest expense and amortization of premiums and loan costs in the consolidated statements of operations.

We are required to maintain certain financial ratios under various debt and related agreements. If we violate covenants in any debt or related agreement, we could be required to repay all or a portion of our indebtedness before maturity at a time when we might be unable to arrange financing for such repayment on attractive terms, if at all. The assets of certain of our subsidiaries are pledged under non-recourse indebtedness and are not available to satisfy the debts and other obligations of Ashford Trust or Ashford Trust OP, our operating partnership, and the liabilities of such subsidiaries do not constitute the obligations of Ashford Trust or Ashford Trust OP. As of September 30, 2018, we were in compliance in all material respects with all covenants or other requirements set forth in our debt and related agreements as amended.

## 8. Income (Loss) Per Share

Basic income (loss) per common share is calculated using the two-class method by dividing net income (loss) attributable to common stockholders by the weighted average number of common shares outstanding during the period. Diluted income (loss) per common share is calculated using the two-class method, or treasury stock method if more dilutive, and reflects the potential dilution that could occur if securities or other contracts to issue common shares were exercised or converted into common shares, whereby such exercise or conversion would result in lower income per share.

The following table reconciles the amounts used in calculating basic and diluted income (loss) per share (in thousands, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Income (loss) allocated to common stockholders:				
Income (loss) attributable to the Company	\$(27,589)	\$(21,808)	\$(72,166)	\$(37,037)
Less: Dividends on preferred stock	(10,645)	(11,440)	(31,933)	(33,352)
Less: Extinguishment of issuance costs upon redemption of preferred stock	—	(4,507)	—	(4,507)
Less: Dividends on common stock	(11,897)	(11,439)	(35,138)	(34,316)
Less: Dividends on unvested performance stock units	(123)	(98)	(368)	(294)
Less: Dividends on unvested restricted shares	(206)	(251)	(638)	(709)
Undistributed income (loss)	(50,460)	(49,543)	(140,243)	(110,215)
Add back: Dividends on common stock	11,897	11,439	35,138	34,316
Distributed and undistributed income (loss) - basic and diluted	\$(38,563)	\$(38,104)	\$(105,105)	\$(75,899)
Weighted average shares outstanding:				
Weighted average common shares outstanding - basic and diluted	97,467	95,332	96,591	95,169

Basic income (loss) per share:

Net income (loss) allocated to common stockholders per share	\$ (0.40 )	\$ (0.40 )	\$ (1.09 )	\$ (0.80 )
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Diluted income (loss) per share:

Net income (loss) allocated to common stockholders per share	\$ (0.40 )	\$ (0.40 )	\$ (1.09 )	\$ (0.80 )
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Due to the anti-dilutive effect, the computation of diluted income (loss) per share does not reflect adjustments for the following items (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Income (loss) allocated to common stockholders is not adjusted for:				
Income (loss) allocated to unvested restricted shares	\$206	\$251	\$638	\$709
Income (loss) allocated to unvested performance stock units	123	98	368	294
Income (loss) attributable to noncontrolling interest in operating partnership units	(6,682 )	(6,940 )	(18,087 )	(13,202 )
Total	\$(6,353)	\$(6,591)	\$(17,081)	\$(12,199)

Weighted average diluted shares are not adjusted for:

Effect of unvested restricted shares	119	368	124	284
Effect of unvested performance stock units	4	250	335	97
Effect of assumed conversion of operating partnership units	17,443	17,551	17,669	17,367
Effect of advisory services incentive fee shares	286	277	296	287
Total	17,852	18,446	18,424	18,035

## 9. Derivative Instruments and Hedging

Interest Rate Derivatives—We are exposed to risks arising from our business operations, economic conditions and financial markets. To manage these risks, we primarily use interest rate derivatives to hedge our debt and our cash flows. The interest rate derivatives currently include interest rate caps and interest rate floors. These derivatives are subject to master netting settlement arrangements. To mitigate the nonperformance risk, we routinely use a third party's analysis of the creditworthiness of the counterparties, which supports our belief that the counterparties' nonperformance risk is limited. All derivatives are recorded at fair value.

The following table presents a summary of our interest rate derivatives entered into over the applicable periods:

	Nine Months Ended September 30,	
	2018	2017
Interest rate caps:		
Notional amount (in thousands)	\$3,589,618	\$2,112,700
Strike rate low end of range	1.50 %	1.50 %
Strike rate high end of range	5.71 %	5.84 %
Effective date range	January 2018 - August 2018	February 2017 - August 2017
Maturity date range	January 2019 - July 2020	February 2018 - June 2019
Total cost (in thousands)	\$3,103	\$633

Interest rate floors:

Notional amount (in thousands)	\$12,000,000	\$4,000,000
Strike rate low end of range	1.38 %	1.00 %

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Strike rate high end of range	2.00	% 1.00	%
Effective date range	July 2018	September 2017	
Termination date range	September 2019 - December 2019	March 2019	
Total cost (in thousands)	\$413	\$163	

None of these instruments were designated as cash flow hedges.

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As of September 30, 2018, we held interest rate instruments as summarized in the table below:

## Interest rate caps:

Notional amount (in thousands)	\$	4,378,718	(1)
Strike rate low end of range		1.50	%
Strike rate high end of range		5.71	%
Effective date range		October 2016 - August 2018	
Maturity date range		October 2018 - July 2020	
Aggregate principle balance on corresponding mortgage loans (in thousands)	\$	3,492,984	

Interest rate floors: <sup>(2)</sup>

Notional amount (in thousands)	\$	28,750,000	(1)
Strike rate low end of range		0.25	)%
Strike rate high end of range		2.00	%
Maturity date range		March 2019 - July 2020	

(1) These instruments were not designated as cash flow hedges.

(2) Cash collateral is posted by us as well as our counterparties. We offset the fair value of the derivative and the obligation/right to return/reclaim cash collateral.

**Credit Default Swap Derivatives**—We use credit default swaps, tied to the CMBX index, to hedge financial and capital market risk. A credit default swap is a derivative contract that functions like an insurance policy against the credit risk of an entity or obligation. The seller of protection assumes the credit risk of the reference obligation from the buyer (us) of protection in exchange for annual premium payments. If a default or a loss, as defined in the credit default swap agreements, occurs on the underlying bonds, then the buyer of protection is protected against those losses. The only liability for us, the buyer, is the annual premium and any change in value of the underlying CMBX index (if the trade is terminated prior to maturity). For all CMBX trades completed to date, we were the buyer of protection. Credit default swaps are subject to master-netting settlement arrangements and credit support annexes. As of September 30, 2018, we held credit default swaps with notional amounts totaling \$212.5 million. These credit default swaps had effective dates from February 2015 to August 2017 and expected maturity dates from October 2023 to October 2026. Assuming the underlying bonds pay off at par over their remaining average life, our total exposure for these trades was approximately \$5.5 million as of September 30, 2018. Cash collateral is posted by us as well as our counterparties. We offset the fair value of the derivative and the obligation/right to return/reclaim cash collateral. The change in market value of credit default swaps is settled net through posting cash collateral or reclaiming cash collateral between us and our counterparties when the change in market value is over \$250,000.

## 10. Fair Value Measurements

**Fair Value Hierarchy**—For disclosure purposes, financial instruments, whether measured at fair value on a recurring or nonrecurring basis or not measured at fair value, are classified in a hierarchy consisting of three levels based on the observability of valuation inputs in the market place as discussed below:

• **Level 1:** Fair value measurements that are quoted prices (unadjusted) in active markets that we have the ability to access for identical assets or liabilities. Market price data generally is obtained from exchange or dealer markets.



Level 2: Fair value measurements based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets and liabilities in active markets and inputs other than quoted prices that are observable for the asset or liability, such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3: Fair value measurements based on valuation techniques that use significant inputs that are unobservable. The circumstances for using these measurements include those in which there is little, if any, market activity for the asset or liability.

Fair values of interest rate swaps are determined using the market standard methodology of netting the discounted future fixed cash receipts/payments and the discounted expected variable cash payments/receipts. Fair values of interest rate caps, floors, floorridors and corridors are determined using the market standard methodology of discounting the future expected cash receipts that would occur if variable interest rates fell below the strike rates of the floors or rise above the strike rates of the caps. Variable interest rates used in the calculation of projected receipts and payments on the swaps, caps, and floors are based on an expectation

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of future interest rates derived from observable market interest rate curves (LIBOR forward curves) and volatilities (Level 2 inputs). We also incorporate credit valuation adjustments (Level 3 inputs) to appropriately reflect both our own nonperformance risk and the respective counterparty's nonperformance risk.

Fair values of credit default swaps are obtained from a third party who publishes various information including the index composition and price data (Level 2 inputs). The fair value of credit default swaps does not contain credit-risk-related adjustments as the change in fair value is settled net through posting cash collateral or reclaiming cash collateral between us and our counterparty.

Fair values of interest rate floors are calculated using a third-party discounted cash flow model based on future cash flows that are expected to be received over the remaining life of the floor. These expected future cash flows are probability-weighted projections based on the contract terms, accounting for both the magnitude and likelihood of potential payments, which are both computed using the appropriate LIBOR forward curve and market implied volatilities as of the valuation date (Level 2 inputs).

Fair value of options on futures contracts is determined based on the last reported settlement price as of the measurement date (Level 1 inputs). These exchange-traded options are centrally cleared, and a clearinghouse stands in between all trades to ensure that the obligations involved in the trades are satisfied.

Fair values of marketable securities and liabilities associated with marketable securities, including public equity securities, equity put and call options, and other investments, are based on their quoted market closing prices (Level 1 inputs).

When a majority of the inputs used to value our derivatives fall within Level 2 of the fair value hierarchy, the derivative valuations in their entirety are classified in Level 2 of the fair value hierarchy. However, when valuation adjustments associated with our derivatives utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by us and our counterparties, which we consider significant (10% or more) to the overall valuation of our derivatives, the derivative valuations in their entirety are classified in Level 3 of the fair value hierarchy. Transfers of inputs between levels are determined at the end of each reporting period. In determining the fair values of our derivatives at September 30, 2018, the LIBOR interest rate forward curve (Level 2 inputs) assumed an uptrend from 2.261% to 3.032% for the remaining term of our derivatives. Credit spreads (Level 3 inputs) used in determining the fair values of hedge and non-hedge designated derivatives assumed an uptrend in nonperformance risk for us and all of our counterparties through the maturity dates.

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## Assets and Liabilities Measured at Fair Value on a Recurring Basis

The following table presents our assets and liabilities measured at fair value on a recurring basis aggregated by the level within which measurements fall in the fair value hierarchy (in thousands):

	Quoted Market Prices (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Counterparty and Cash Collateral Netting <sup>(1)</sup>	Total	
September 30, 2018:						
Assets						
Derivative assets:						
Interest rate derivatives - floors	\$—	\$ 106	\$	—\$ 130	\$236	(2)
Interest rate derivatives - caps	—	1,491	—	—	1,491	(2)
Credit default swaps	—	(969 )	—	2,211	1,242	(2)
	—	628	—	2,341	2,969	
Non-derivative assets:						
Equity securities	24,173	—	—	—	24,173	(3)
Total	\$24,173	\$ 628	\$	—\$ 2,341	\$27,142	
Liabilities						
Derivative liabilities:						
Credit default swaps	\$—	\$ (805 )	\$	—\$ 600	\$(205 )	(4)
Net	\$24,173	\$ (177 )	\$	—\$ 2,941	\$26,937	
December 31, 2017:						
Assets						
Derivative assets:						
Interest rate derivatives - floors	\$—	\$ 311	\$	—\$ 32	\$343	(2)
Interest rate derivatives - caps	—	137	—	—	137	(2)
Credit default swaps	—	(469 )	—	1,999	1,530	(2)
	—	(21 )	—	2,031	2,010	
Non-derivative assets:						
Equity securities	26,926	—	—	—	26,926	(3)
Total	\$26,926	\$ (21 )	\$	—\$ 2,031	\$28,936	

(1) Represents net cash collateral posted between us and our counterparties.

(2) Reported net as “derivative assets, net” in our consolidated balance sheets.

(3) Reported as “marketable securities” in our consolidated balance sheets.

(4) Reported net as “derivative liabilities, net” in our consolidated balance sheets.

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## Effect of Fair-Value-Measured Assets and Liabilities on Consolidated Statements of Operations

The following tables summarize the effect of fair-value-measured assets and liabilities on the consolidated statements of operations for the three and nine months ended September 30, 2018 and 2017 (in thousands):

	Gain (Loss) Recognized in Income	
	Three Months Ended September 30, 2018	2017
Assets		
Derivative assets:		
Interest rate derivatives - floors	\$(380 )	\$(291 )
Interest rate derivatives - caps	(38 )	(96 )
Credit default swaps	(1,029 ) <sup>(4)</sup>	(1,380 ) <sup>(4)</sup>
	(1,447 )	(1,767 )
Non-derivative assets:		
Equity	92	12
Total	(1,355 )	(1,755 )
Liabilities		
Derivative liabilities:		
Credit default swaps	(638 ) <sup>(4)</sup>	(887 ) <sup>(4)</sup>
Net	\$(1,993)	\$(2,642)
Total combined		
Interest rate derivatives - floors	\$(380 )	\$(291 )
Interest rate derivatives - caps	(38 )	(96 )
Credit default swaps	(1,667 )	(1,092 )
Unrealized gain (loss) on derivatives	(2,085 ) <sup>(1)</sup>	(1,479 ) <sup>(1)</sup>
Realized gain (loss) on credit default swaps	—	(1,175 ) <sup>(2) (4)</sup>
Unrealized gain (loss) on marketable securities	68	(936 ) <sup>(3)</sup>
Realized gain (loss) on marketable securities	24	948
Net	\$(1,993)	\$(2,642)

<sup>(1)</sup> Reported as “unrealized gain (loss) on derivatives” in our consolidated statements of operations.

<sup>(2)</sup> Included in “other income (expense)” in our consolidated statements of operations.

<sup>(3)</sup> Reported as “unrealized gain (loss) on marketable securities” in our consolidated statements of operations.

<sup>(4)</sup> Excludes costs of \$272 and \$257 for the three months ended September 30, 2018 and 2017, respectively, included in “other income (expense)” associated with credit default swaps.

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	Gain (Loss) Recognized in Income	
	Nine Months Ended	
	September 30,	
	2018	2017
Assets		
Derivative assets:		
Interest rate derivatives - floors	\$(618 )	\$(2,233 )
Interest rate derivatives - caps	(1,749 )	(613 )
Credit default swaps	(785 ) <sup>(4)</sup>	(2,100 ) <sup>(4)</sup>
Options on futures contracts	—	(116 )
	(3,152 )	(5,062 )
Non-derivative assets:		
Equity	(585 )	(3,991 )
Total	(3,737 )	(9,053 )
Liabilities		
Derivative liabilities:		
Credit default swaps	(520 ) <sup>(4)</sup>	(1,450 ) <sup>(4)</sup>
Net	\$(4,257)	\$(10,503)
Total combined		
Interest rate derivatives - floors	\$(618 )	\$(2,233 )
Interest rate derivatives - caps	(1,749 )	(613 )
Credit default swaps	(1,305 )	615
Options on futures contracts	—	427
Unrealized gain (loss) on derivatives	(3,672 ) <sup>(1)</sup>	(1,804 ) <sup>(1)</sup>
Realized gain (loss) on credit default swaps	— <sup>(2) (4)</sup>	(4,165 ) <sup>(2) (4)</sup>
Realized gain (loss) on options on futures contracts	— <sup>(2)</sup>	(543 ) <sup>(2)</sup>
Unrealized gain (loss) on marketable securities	(758 ) <sup>(3)</sup>	(4,813 ) <sup>(3)</sup>
Realized gain (loss) on marketable securities	173 <sup>(2)</sup>	822 <sup>(2)</sup>
Net	\$(4,257)	\$(10,503)

<sup>(1)</sup> Reported as “unrealized gain (loss) on derivatives” in our consolidated statements of operations.

<sup>(2)</sup> Included in “other income (expense)” in our consolidated statements of operations.

<sup>(3)</sup> Reported as “unrealized gain (loss) on marketable securities” in our consolidated statements of operations.

<sup>(4)</sup> Excludes costs of \$809 and \$769 for the nine months ended September 30, 2018 and 2017, respectively, included in “other income (expense)” associated with credit default swaps.

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## 11. Summary of Fair Value of Financial Instruments

Determining estimated fair values of our financial instruments such as notes receivable and indebtedness requires considerable judgment to interpret market data. Market assumptions and/or estimation methodologies used may have a material effect on estimated fair value amounts. Accordingly, estimates presented are not necessarily indicative of amounts at which these instruments could be purchased, sold, or settled. Carrying amounts and estimated fair values of financial instruments, for periods indicated, were as follows (in thousands):

	September 30, 2018		December 31, 2017	
	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
Financial assets and liabilities measured at fair value:				
Marketable securities	\$24,173	\$ 24,173	\$26,926	\$ 26,926
Derivative assets, net	2,969	2,969	2,010	2,010
Derivative liabilities, net	205	205	—	—
Financial assets not measured at fair value:				
Cash and cash equivalents <sup>(1)</sup>	\$325,839	\$ 325,839	\$354,883	\$ 354,883
Restricted cash <sup>(1)</sup>	141,092	141,092	117,189	117,189
Accounts receivable, net <sup>(1)</sup>	60,208	60,208	44,384	44,384
Due from third-party hotel managers	19,277	19,277	17,418	17,418
Financial liabilities not measured at fair value:				
Indebtedness <sup>(1)</sup>	\$3,940,533	\$3,769,744 to \$4,166,559	\$3,725,138	\$3,559,993 to \$3,934,727
Accounts payable and accrued expenses <sup>(1)</sup>	147,808	147,808	133,063	133,063
Dividends and distributions payable	28,095	28,095	25,045	25,045
Due to Ashford Inc., net	5,176	5,176	15,146	15,146
Due to related party, net <sup>(1)</sup>	1,078	1,078	1,161	1,161
Due to third-party hotel managers	2,745	2,745	2,431	2,431

<sup>(1)</sup> Includes balances associated with assets held for sale and liabilities associated with assets held for sale as of December 31, 2017.

Cash, cash equivalents and restricted cash. These financial assets bear interest at market rates and have original maturities of less than 90 days. The carrying value approximates fair value due to their short-term nature. This is considered a Level 1 valuation technique.

Accounts receivable, net, accounts payable and accrued expenses, dividends and distributions payable, due to/from related party, net, due to Ashford Inc., net and due to/from third-party hotel managers. The carrying values of these financial instruments approximate their fair values due to their short-term nature. This is considered a Level 1 valuation technique.

Marketable securities. Marketable securities consist of U.S. treasury bills, publicly traded equity securities, and put and call options on certain publicly traded equity securities. The fair value of these investments is based on quoted market closing prices at the balance sheet date. See note 10 for a complete description of the methodology and assumptions utilized in determining the fair values.

Derivative assets, net and derivative liabilities, net. Fair value of interest rate caps is determined using the net present value of expected cash flows of each derivative based on the market-based interest rate curve and adjusted for credit spreads of us and our counterparties. Fair values of credit default swap derivatives are obtained from a third party who

publishes the CMBX index composition and price data. Fair values of interest rate floors are calculated using a third-party discounted cash flow model based on future cash flows that are expected to be received over the remaining life of the floor. Fair values of options on futures contracts are valued at their last reported settlement price as of the measurement date. See notes 9 and 10 for a complete description of the methodology and assumptions utilized in determining fair values.

Indebtedness. Fair value of indebtedness is determined using future cash flows discounted at current replacement rates for these instruments. Cash flows are determined using a forward interest rate yield curve. Current replacement rates are determined by using the U.S. Treasury yield curve or the index to which these financial instruments are tied and adjusted for credit spreads.

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Credit spreads take into consideration general market conditions, maturity, and collateral. We estimated the fair value of total indebtedness to be approximately 95.7% to 105.7% of the carrying value of \$3.9 billion at September 30, 2018 and approximately 95.6% to 105.6% of the carrying value of \$3.7 billion at December 31, 2017. This is considered a Level 2 valuation technique.

## 12. Redeemable Noncontrolling Interests in Operating Partnership

Redeemable noncontrolling interests in the operating partnership represents the limited partners' proportionate share of equity in earnings/losses of the operating partnership, which is an allocation of net income/loss attributable to the common unit holders based on the weighted average ownership percentage of these limited partners' common units of limited partnership interest in the operating partnership ("common units") and the units issued under our Long-Term Incentive Plan (the "LTIP units") that are vested. Each common unit may be redeemed for either cash or, at our sole discretion, up to one share of our REIT common stock, which is either (i) issued pursuant to an effective registration statement, (ii) included in an effective registration statement providing for the resale of such common stock or (iii) issued subject to a registration rights agreement.

LTIP units, which are issued to certain executives and employees of Ashford LLC as compensation, have vesting periods ranging from three to five years. Additionally, certain independent members of the board of directors have elected to receive LTIP units as part of their compensation, which are fully vested upon grant. Upon reaching economic parity with common units, each vested LTIP unit can be converted by the holder into one common unit which can then be redeemed for cash or, at our election, settled in our common stock. An LTIP unit will achieve parity with the common units upon the sale or deemed sale of all or substantially all of the assets of the operating partnership at a time when our stock is trading at a level in excess of the price it was trading on the date of the LTIP issuance. More specifically, LTIP units will achieve full economic parity with common units in connection with (i) the actual sale of all or substantially all of the assets of the operating partnership or (ii) the hypothetical sale of such assets, which results from a capital account revaluation, as defined in the partnership agreement, for the operating partnership.

The compensation committee of the board of directors of the Company approved the issuance of performance LTIP units to certain executive officers. The award agreements provide for the grant of a target number of performance-based LTIP units that will be settled in common units of Ashford Trust OP, if and when the applicable vesting criteria have been achieved following the end of the performance and service period. The target number of performance-based LTIP units may be adjusted from 0% to 200% based on achievement of specified absolute and relative total stockholder returns based on the formulas determined by the Company's Compensation Committee on the grant date. As of September 30, 2018, there are approximately 2.4 million performance-based LTIP units, representing 200% of the target, outstanding. The performance criteria for the performance LTIP units are based on market conditions under the relevant literature, and the performance LTIP units were granted to non-employees. Upon the adoption of ASU 2018-07, the corresponding compensation cost is recognized ratably over the service period for the award as the service is rendered, based on the grant date fair value of the award, regardless of the actual outcome of the market condition as opposed to being accounted for at fair value based on the market price of the shares at each quarterly measurement date.

As of September 30, 2018, we have issued a total of 13.0 million LTIP and performance LTIP units (12.1 million after the elimination of the conversion factor in December 2017), all of which, other than approximately 737,000 units (686,000 after the elimination of the conversion factor in December 2017) (none of which are performance LTIP units) have reached full economic parity with, and are convertible into, common units.

We recorded compensation expense for performance LTIP units and LTIP units as presented in the table below (in thousands):

Three	Nine Months
Months	Ended
Ended	September 30,



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Type	Line Item	September			
		30,			
		2018	2017	2018	2017
Performance LTIP units	Advisory services fee	\$1,292	\$964	\$5,505	\$1,312
LTIP units	Advisory services fee	933	980	2,576	1,962
LTIP units - independent directors	Corporate, general and administrative	—	—	536	475

The unamortized cost of the unvested performance LTIP units, which was \$6.5 million at September 30, 2018, will be expensed over a period of 2.5 years.

The unamortized cost of the unvested LTIP units, which was \$5.5 million at September 30, 2018, will be expensed over a period of 2.5 years.

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During the nine months ended September 30, 2018, there were no common units redeemed. During the nine months ended September 30, 2017, approximately 21,000 common units with an aggregate fair value of approximately \$161,000 were redeemed by the holder and, at our election, we issued shares of our common stock to satisfy the redemption price.

The following table shows the redeemable noncontrolling interest in Ashford Trust (in thousands) and the corresponding approximate ownership percentage:

	September 30, 2018	December 31, 2017		
Redeemable noncontrolling interests	\$118,663	\$116,122		
Adjustments to redeemable noncontrolling interests <sup>(1)</sup>	173,649	154,262		
Ownership percentage of operating partnership	14.88	% 15.52	%	%

<sup>(1)</sup> Reflects the excess of the redemption value over the accumulated historical costs.

We allocated net income (loss) to the redeemable noncontrolling interests and declared aggregate cash distributions to holders of common units and holders of LTIP units, as presented in the table below (in thousands):

	Three Months Ended September 30, 2018		Nine Months Ended September 30, 2017	
Allocated net (income) loss to the redeemable noncontrolling interests	\$6,682	\$6,940	\$18,087	\$13,202
Aggregate cash distributions to holders of common units and LTIP units	2,480	2,556	7,429	7,655

### 13. Equity and Equity-Based Compensation

**Common Stock Dividends**—For each of the 2018 and 2017 quarters, the board of directors declared quarterly dividends of \$0.12 per outstanding share of common stock with an annualized target of \$0.48 per share for 2018.

**Restricted Stock Units**—We incur stock-based compensation expense in connection with restricted stock units awarded to employees of Ashford LLC, which is included in “advisory services fee,” on our consolidated statements of operations and employees of Remington Lodging, which is included in “management fees” on our consolidated statements of operations. We also issue common stock to our independent directors, which immediately vests, and is included in “corporate general and administrative” expense on our consolidated statements of operations.

At September 30, 2018, the unamortized cost of the unvested shares of restricted stock was \$10.4 million, which will be amortized over a period of 2.5 years.

The following table summarizes the stock-based compensation expense (in thousands):

Line Item	Three Months Ended September 30, 2018		Nine Months Ended September 30, 2017	
	2018	2017	2018	2017
Advisory services fee	\$1,550	\$1,642	\$5,298	\$3,371
Management fees	287	222	870	439
Corporate general and administrative	—	—	—	90
	\$1,837	\$1,864	\$6,168	\$3,900

During the nine months ended September 30, 2018 approximately \$1.5 million of the compensation expense was related to the accelerated vesting of equity awards granted to one of our executive officers upon his death, in accordance with the terms of the awards.

**Performance Stock Units**—The compensation committee of the board of directors of the Company approved the issuance of PSUs, which have a three-year cliff vesting, to certain executive officers. The award agreements provide for the grant of a target number of PSUs that will be settled in shares of common stock of the Company, if and when

the applicable vesting criteria have been achieved following the end of the performance and service period. The target number of PSUs may be adjusted from 0% to 200% based on achievement of specified absolute and relative total stockholder returns based on the formulas determined by the Company's Compensation Committee on the grant date. The performance criteria for the PSUs are based on market conditions

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under the relevant literature, and the PSUs were granted to non-employees. Upon the adoption of ASU 2018-07, the corresponding compensation cost is recognized ratably over the service period for the award as the service is rendered, based on the grant date fair value of the award, regardless of the actual outcome of the market condition as opposed to being accounted for at fair value based on the market price of the shares at each quarterly measurement date.

The following table summarizes the compensation expense (in thousands):

Line Item	Three Months Ended September 30, 2018		Nine Months Ended September 30, 2017	
	2018	2017	2018	2017
Advisory services fee	\$1,081	\$806	\$7,161	\$1,102

During the nine months ended September 30, 2018, approximately \$3.0 million of the compensation expense was related to the accelerated vesting of PSUs granted to one of our executive officers upon his death, in accordance with the terms of the awards.

The unamortized cost of the unvested PSUs of \$6.5 million at September 30, 2018, will be expensed over a period of approximately 2.5 years.

Preferred Dividends—The board of directors declared quarterly dividends as presented below:

	Three Months Ended September 30, 2018		2017	
	2018	2017	2018	2017
8.45% Series D cumulative preferred stock	\$0.5281	\$0.5281		
7.375% Series F cumulative preferred stock	0.4609	0.4609		
7.375% Series G cumulative preferred stock	0.4609	0.4609		
7.50% Series H cumulative preferred stock	0.4688	0.1875	(1)	
7.50% Series I cumulative preferred stock	0.4688	—		

(1) Pro-rated for the number of days the Series H cumulative preferred stock was outstanding during the quarter.

In addition to the above, on September 18, 2017, the Company redeemed its 8.55% Series A cumulative preferred stock at a redemption price of \$25.00 per share, plus accrued and unpaid dividends through the redemption date, in an amount equal to \$0.4631 per share, for a total redemption price of \$25.4631 per share.

At-the-Market Equity Offering Program—On December 11, 2017, the Company established an “at-the-market” equity offering program pursuant to which it may, from time to time, sell shares of its common stock having an aggregate offering price of up to \$100 million. The table below summarizes the issuance activity (in thousands):

	Three Months Ended September 30, 2018		Nine Months Ended September 30, 2017	
	2018	2017	2018	2017
Common shares issued	2,434	—		
Gross proceed received	\$ 15,522	\$ —		
Commissions and other expenses	194	—		
Net proceeds	\$ 15,328	\$ —		

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Noncontrolling Interests in Consolidated Entities—Our noncontrolling entity partner had an ownership interest of 15% in two hotel properties and a total carrying value of \$638,000 and \$646,000 at September 30, 2018 and December 31, 2017, respectively. Our ownership interest is reported in equity in the consolidated balance sheets.

The below table summarizes the (income) loss allocated to noncontrolling interests in consolidating entities (in thousands):

Line Item	Three Months Ended September 30, 2018	2017	Nine Months Ended September 30, 2018	2017
(Income) loss allocated to noncontrolling interests in consolidated entities	\$(10)	\$(22)	\$ 8	\$(4 )

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## 14. Commitments and Contingencies

**Restricted Cash**—Under certain management and debt agreements for our hotel properties existing at September 30, 2018, escrow payments are required for insurance, real estate taxes, and debt service. In addition, for certain properties based on the terms of the underlying debt and management agreements, we escrow 4% to 6% of gross revenues for capital improvements.

**Franchise Fees**—Under franchise agreements for our hotel properties existing at September 30, 2018, we pay franchisor royalty fees between 3% and 6% of gross rooms revenue and, in some cases, 2% to 3% of food and beverage revenues. Additionally, we pay fees for marketing, reservations, and other related activities aggregating between 1% and 4% of gross rooms revenue and, in some cases, food and beverage revenues. These franchise agreements expire on varying dates between 2018 and 2047. When a franchise term expires, the franchisor has no obligation to renew the franchise. A franchise termination could have a material adverse effect on the operations or the underlying value of the affected hotel due to loss of associated name recognition, marketing support, and centralized reservation systems provided by the franchisor. A franchise termination could also have a material adverse effect on cash available for distribution to stockholders. In addition, if we breach the franchise agreement and the franchisor terminates a franchise prior to its expiration date, we may be liable for up to three times the average annual fees incurred for that property. We incurred franchise fees of \$17.9 million and \$54.7 million for the three and nine months ended September 30, 2018, respectively, and \$17.8 million and \$52.6 million for the three and nine months ended September 30, 2017, respectively. Franchise fees are included in “other” hotel expenses in the consolidated statements of operations.

**Management Fees**—Under management agreements for our hotel properties existing at September 30, 2018, we pay a) monthly property management fees equal to the greater of approximately \$14,000 (increased annually based on consumer price index adjustments) or 3% of gross revenues, or in some cases 2% to 7% of gross revenues, as well as annual incentive management fees, if applicable, b) project management fees of up to 4% of project costs, c) market service fees including purchasing, design and construction management not to exceed 16.5% of project management budget cumulatively, including project management fees, and d) other general fees at current market rates as approved by our independent directors, if required. These management agreements expire from 2020 through 2038, with renewal options. If we terminate a management agreement prior to its expiration, we may be liable for estimated management fees through the remaining term and liquidated damages or, in certain circumstances, we may substitute a new management agreement.

**Income Taxes**— We and our subsidiaries file income tax returns in the federal jurisdiction and various states. Tax years 2014 through 2017 remain subject to potential examination by certain federal and state taxing authorities.

**Potential Pension Liabilities**—Upon our 2006 acquisition of a hotel property, certain employees of such hotel were unionized and covered by a multi-employer defined benefit pension plan. At that time, no unfunded pension liabilities existed. Subsequent to our acquisition, a majority of employees, who are employees of the hotel manager, Remington Lodging, petitioned the employer to withdraw recognition of the union. As a result of the decertification petition, Remington Lodging withdrew recognition of the union. At the time of the withdrawal, the National Retirement Fund, the union’s pension fund, indicated unfunded pension liabilities existed. The National Labor Relations Board (“NLRB”) filed a complaint against Remington Lodging seeking, among other things, that Remington Lodging’s withdrawal of recognition was unlawful. Pending the final determination of the NLRB complaint, including appeals, the pension fund entered into a settlement agreement with Remington Lodging on November 1, 2011, providing that (a) Remington Lodging will continue to make monthly pension fund payments pursuant to the collective bargaining agreement, and (b) if the withdrawal of recognition is ultimately deemed lawful, Remington Lodging will have an unfunded pension liability equal to \$1.7 million minus the monthly pension payments made by Remington Lodging since the settlement agreement. To illustrate, if Remington Lodging - as of the date a final determination occurs - has made monthly pension payments equaling \$100,000, Remington Lodging’s remaining withdrawal liability shall be the unfunded pension liability of \$1.7 million minus \$100,000 (or \$1.6 million). This remaining unfunded pension liability shall be paid to the pension fund in annual installments of \$84,000 (but may be made monthly or quarterly, at

Remington Lodging's election), which shall continue for the remainder of the twenty-(20)-year capped period, unless Remington Lodging elects to pay the unfunded pension liability amount earlier. We agreed to indemnify Remington Lodging for the payment of the unfunded pension liability, if any, as set forth in the settlement agreement.

Litigation—Palm Beach Florida Hotel and Office Building Limited Partnership, et al. v. Nantucket Enterprises, Inc. This litigation involves a landlord tenant dispute from 2008 in which the landlord, Palm Beach Florida Hotel and Office Building Limited Partnership, a subsidiary of the Company, claimed that the tenant had violated various lease provisions of the lease agreement and was therefore in default. The tenant counterclaimed and asserted multiple claims including that it had been wrongfully evicted. The litigation was instituted by the plaintiff in November 2008 in the Circuit Court of the Fifteenth Judicial Circuit, in and for Palm Beach County, Florida and proceeded to a jury trial on June 30, 2014. The jury entered its verdict awarding the tenant

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total claims of \$10.8 million and ruling against the landlord on its claim of breach of contract. In 2016, the Court of Appeals reduced the original \$10.8 million judgment to \$8.8 million and added pre-judgment interest on the wrongful eviction judgment. The case was further appealed to the Florida Supreme Court. On May 23, 2017, the trial court issued an order compelling the company that issued the supersedeas bond, RLI Insurance Company (“RLI”), to pay approximately \$10.0 million. On June 1, 2017, RLI paid Nantucket this amount and sought reimbursement from the Company. On June 27, 2017, the Florida Supreme Court denied the Company’s petition for review. As a result, all of the appeals were exhausted and the judgment was final with the determination and reimbursement of attorney’s fees being the only remaining dispute. On June 29, 2017, the balance of the judgment was paid to Nantucket by the Company. On July 26, 2018, we paid \$544,000 as part of a settlement on certain legal fees. The negotiations relating to the potential payment of the remaining attorney’s fees are still ongoing. As of September 30, 2018, we have accrued approximately \$508,000 in legal fees, which represents the Company’s estimate of the amount of potential remaining legal fees that could be owed.

We are engaged in other various legal proceedings which have arisen but have not been fully adjudicated. The likelihood of loss from these legal proceedings, based on definitions within contingency accounting literature, ranges from remote to reasonably possible and to probable. Based on estimates of the range of potential losses associated with these matters, management does not believe the ultimate resolution of these proceedings, either individually or in the aggregate, will have a material adverse effect on our consolidated financial position or results of operations. However, the final results of legal proceedings cannot be predicted with certainty and if we fail to prevail in one or more of these legal matters, and the associated realized losses exceed our current estimates of the range of potential losses, our consolidated financial position or results of operations could be materially adversely affected in future periods.

15. Segment Reporting

We operate in one business segment within the hotel lodging industry: direct hotel investments. Direct hotel investments refer to owning hotel properties through either acquisition or new development. We report operating results of direct hotel investments on an aggregate basis as substantially all of our hotel investments have similar economic characteristics and exhibit similar long-term financial performance. As of September 30, 2018 and December 31, 2017, all of our hotel properties were domestically located.

16. Related Party Transactions

Ashford LLC, a subsidiary of Ashford Inc., acts as our advisor, and as a result, we pay advisory fees to Ashford LLC. We are required to pay Ashford LLC a monthly base fee that is a percentage of our total market capitalization on a declining sliding scale plus the Net Asset Fee Adjustment, as defined in the advisory agreement, subject to a minimum monthly base fee, as payment for managing our day-to-day operations in accordance with our investment guidelines. Total market capitalization includes the aggregate principal amount of our consolidated indebtedness (including our proportionate share of debt of any entity that is not consolidated but excluding our joint venture partners’ proportionate share of consolidated debt). The range of base fees on the scale is between 0.70% and 0.50% per annum for total market capitalization that ranges from less than \$6.0 billion to greater than \$10.0 billion. At September 30, 2018, the quarterly base fee was 0.70% based on our current market capitalization. We are also required to pay Ashford LLC an incentive fee that is measured annually. Each year that our annual total stockholder return exceeds the average annual total stockholder return for our peer group we will pay Ashford LLC an incentive fee over the following three years, subject to the FCCR Condition, as defined in the advisory agreement, which relates to the ratio of adjusted EBITDA to fixed charges. We also reimburse Ashford LLC for certain reimbursable overhead and internal audit, risk management advisory and asset management services, as specified in the advisory agreement. We also record equity-based compensation expense for equity grants of common stock and LTIP units awarded to our officers and employees of Ashford LLC in connection with providing advisory services equal to the fair value of the award in proportion to the requisite service period satisfied during the period.





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The following table summarizes the advisory services fees incurred (in thousands):

	Three Months		Nine Months	
	Ended September 30, 2018	2017	Ended September 30, 2018	2017
Advisory services fee				
Base advisory fee	\$9,156	\$8,579	\$26,644	\$25,934
Reimbursable expenses <sup>(1)</sup>	2,251	1,641	5,777	5,800
Equity-based compensation <sup>(2)</sup>	4,855	4,392	20,540	7,748
Incentive fee	(3,457 )	—	—	—
Total advisory services fee	\$12,805	\$14,612	\$52,961	\$39,482

(1) Reimbursable expenses include overhead, internal audit, risk management advisory and asset management services.

(2) Equity-based compensation is associated with equity grants of Ashford Trust's common stock, LTIP units and Performance LTIP units awarded to officers and employees of Ashford LLC.

In 2016, \$4.0 million of key money consideration was invested in furniture, fixtures and equipment by Ashford Inc. to be used by Ashford Trust, which represented all of the key money consideration for the Le Pavillon Hotel. This arrangement is accounted for as a lease, in accordance with the applicable accounting guidance. As such, a portion of the base advisory fee is allocated to lease expense equal to the estimated fair value of the lease payments that would have been made. As a result, lease expense of \$156,000 and \$469,000 was recognized for the three and nine months ended September 30, 2018, respectively and \$156,000 and \$476,000 for the three and nine months ended September 30, 2017, respectively. These costs are included in "other" hotel expense in the consolidated statements of operations.

On August 8, 2018, Ashford Inc. completed the acquisition of Premier Project Management LLC ("Premier"), the project management business formerly conducted by certain affiliates of Remington Lodging, including construction management, interior design, architectural oversight, and the purchasing, freight management, and supervision of installation of furniture, fixtures, and equipment, and related services. As a result of Ashford Inc.'s acquisition, the project management services that were previously provided by Remington Lodging will now be provided by a subsidiary of Ashford Inc. under the respective project management agreement with each customer, including Ashford Trust and Braemar.

In accordance with our advisory agreement, our advisor, or entities in which our advisor has an interest, have a right to provide products or services to our hotel properties, provided such transactions are evaluated and approved by our independent directors. The following tables summarize the entities in which our advisor has an interest with which we or our hotel properties contracted for products and services, the amounts recorded by us for those services and the applicable classification on our consolidated financial statements (in thousands):

Company	Product or Service	Three Months Ended September 30, 2018				
		Total net investments in Hotel Properties, net <sup>(1)</sup>	Indebtedness, net <sup>(2)</sup>	Other Hotel Revenue	Other Hotel Expenses	Corporate, General and Administrative
OpenKey	Mobile key app	\$28	\$ —	\$ —	\$ 28	\$ —
Pure Rooms	Hypoallergenic premium rooms	1,430	—	—	13	—
Lismore Capital	Mortgage placement services	350	(350 )	—	—	—
J&S Audio	Audiovisual commissions or equipment	1,296	—	1,222	—	—

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AIM	Cash management services	339	—	—	—	339
Premier	Project management services	2,491,491	—	—	—	—
Ashford LLC	Insurance claims services	17	—	—	—	17

(1) Recorded in furniture, fixtures and equipment and depreciated over the estimated useful life.

(2) Recorded as deferred loan costs, which are included in “indebtedness, net” on our consolidated balance sheets and amortized over the initial term of the applicable loan agreement.

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ASHFORD HOSPITALITY TRUST, INC. AND SUBSIDIARIES  
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Company	Product or Service	Nine Months Ended September 30, 2018							
		Total net	Investments Hotel Properties, net <sup>(1)</sup>	Indebtedness, net <sup>(2)</sup>	Other Hotel Revenue	Other Hotel Expenses	Corporate, General and Administrative		
OpenKey	Mobile key app	\$81	\$	—	\$	—	\$ 81	\$	—
Pure Rooms	Hypoallergenic premium rooms	1,919	903	—	—	16	—	—	—
Lismore Capital	Mortgage placement services	4,942	—	(4,942)	—	—	—	—	—
J&S Audio Visual	Audiovisual commissions or equipment	3,449	17	—	2,524	—	—	—	—
AIM	Cash management services	850	—	—	—	—	—	850	—
Premier	Project management services	2,492	491	—	—	—	—	—	—
Ashford LLC	Insurance claims services	53	—	—	—	—	—	53	—

(1) Recorded in furniture, fixtures and equipment and depreciated over the estimated useful life.

(2) Recorded as deferred loan costs, which are included in “indebtedness, net” on our consolidated balance sheets and amortized over the initial term of the applicable loan agreement.

The following table summarizes the amount due to Ashford Inc. (in thousands):

Company	Product or Service	September 30, 2018		December 31, 2017	
		Due to Ashford Inc.		Due to Ashford Inc.	
Ashford LLC	Advisory services	\$1,915	\$ 14,547		
OpenKey	Mobile key app	14	8		
Pure Rooms	Hypoallergenic premium rooms	207	296		
Lismore Capital	Mortgage placement services	—	—		
J&S Audio Visual	Audiovisual commissions or equipment	1,464	(52)		
AIM	Investment management services	140	347		
Premier	Project management services	1,419	—		
Ashford LLC	Insurance claims services	17	—		
		\$5,176	\$ 15,146		

Certain employees of Remington Lodging, who perform work on behalf of Ashford Trust, were granted approximately 131,000 and 177,000 shares of restricted stock under the Ashford Trust Stock Plan in 2017 and 2018, respectively. These share grants are recorded as a component of “management fees” in our consolidated statements of operations. Expense of \$287,000 and \$870,000 was recognized for the three and nine months ended September 30, 2018 and \$222,000 and \$439,000 for the three and nine months ended September 30, 2017, respectively. The unamortized cost of the unvested grants was \$1.9 million as of September 30, 2018, which will be amortized over a period of 2.5 years.

On June 26, 2018, Ashford Trust entered into the Enhanced Return Funding Program Agreement and Amendment No. 1 to the Amended and Restated Advisory Agreement (the “ERFP Agreement”) with Ashford Inc. The Amended and Restated Advisory Agreement was also amended to name Ashford Inc. and its subsidiaries as the Company’s sole and exclusive provider of asset management, project management and other services offered by Ashford Inc. or any of its subsidiaries and to revise the payment terms such that the base fee and reimbursable expenses will be paid monthly. The independent members of the board of directors of each of Ashford Inc. and Ashford Trust, with the assistance of separate and independent legal counsel, engaged to negotiate the ERFP Agreement on behalf of Ashford Inc. and Ashford Trust, respectively.

The ERFPA Agreement generally provides that Ashford LLC will make investments to facilitate the acquisition of properties by Ashford Trust OP that are recommended by Ashford LLC, in an aggregate amount of up to \$50 million (subject to increase to up to \$100 million by mutual agreement). The investments will equal 10% of the property acquisition price and will be made, either at the time of the property acquisition or at any time generally in the following two years, in exchange for furniture, fixture and equipment for use at the acquired property or any other property owned by Ashford Trust OP.

The initial term of the ERFPA Agreement is two years (the "Initial Term"), unless earlier terminated pursuant to the terms of the ERFPA Agreement. At the end of the Initial Term, the ERFPA Agreement shall automatically renew for successive one-year periods (each such period a "Renewal Term") unless either Ashford Inc. or Ashford Trust provides written notice to the other at least sixty

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days in advance of the expiration of the Initial Term or Renewal Term, as applicable, that such notifying party intends not to renew the ERFPA Agreement.

As a result of the Hilton Alexandria Old Town acquisition, we are entitled to receive \$11.1 million from Ashford LLC in the form of future purchases of hotel furniture, fixtures, and equipment at Ashford Trust properties that will be leased to us by Ashford LLC. As of September 30, 2018, Ashford Trust had received approximately \$390,000 of furniture, fixtures and equipment from Ashford LLC.

17. Subsequent Event

On October 31, 2018, the Company acquired a 100% interest in the 157-room La Posada de Santa Fe (“La Posada”) in Santa Fe, New Mexico for \$50 million. As a result of the acquisition, the Company is entitled to receive \$5.0 million from Ashford LLC in the form of future purchases of hotel furniture, fixtures, and equipment at Ashford Trust properties that will be leased to us by Ashford LLC.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FORWARD-LOOKING STATEMENTS

The following discussion should be read in conjunction with the unaudited financial statements and notes thereto appearing elsewhere herein. This report contains forward-looking statements within the meaning of the federal securities laws. Ashford Hospitality Trust, Inc. (the "Company," "we," "our" or "us") cautions investors that any forward-looking statements presented herein, or which management may express orally or in writing from time to time, are based on management's beliefs and assumptions at that time.

Throughout this Form 10-Q, we make forward-looking statements that are subject to risks and uncertainties.

Forward-looking statements are generally identifiable by use of forward-looking terminology such as "may," "will," "should," "potential," "intend," "expect," "anticipate," "estimate," "approximately," "believe," "could," "project," "predict," or words or expressions. Additionally, statements regarding the following subjects are forward-looking by their nature: our business and investment strategy, including our ability to complete proposed business transactions described herein or the expected benefit of any such transactions;

• anticipated or expected purchases or sales of assets;

• our projected operating results;

• completion of any pending transactions;

• our ability to obtain future financing arrangements;

• our understanding of our competition;

• market trends;

• projected capital expenditures; and

• the impact of technology on our operations and business.

Such forward-looking statements are based on our beliefs, assumptions, and expectations of our future performance taking into account all information currently known to us. These beliefs, assumptions, and expectations can change as a result of many potential events or factors, not all of which are known to us. If a change occurs, our business, financial condition, liquidity, results of operations, plans, and other objectives may vary materially from those expressed in our forward-looking statements. Additionally, the following factors could cause actual results to vary from our forward-looking statements:

• factors discussed in our Form 10-K for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on March 14, 2018, including those set forth under the sections titled "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Business," and "Properties," as updated in our subsequent Quarterly Reports on Form 10-Q;

• general and economic business conditions affecting the lodging and travel industry;

• general volatility of the capital markets and the market price of our common and preferred stock;

• changes in our business or investment strategy;

• availability, terms, and deployment of capital;

• availability of qualified personnel to our advisor;

• changes in our industry and the market in which we operate, interest rates, or local economic conditions;

• the degree and nature of our competition;

• actual and potential conflicts of interest with Ashford LLC, Ashford Inc., Remington Lodging & Hospitality, LLC,

• our executive officers and our non-independent directors;

• changes in governmental regulations, accounting rules, tax rates and similar matters;

• legislative and regulatory changes, including changes to the Internal Revenue Code of 1986, as amended, and related rules, regulations and interpretations governing the taxation of REITs; and

• limitations imposed on our business and our ability to satisfy complex rules in order for us to qualify as a REIT for federal income tax purposes.

When we use words or phrases such as "will likely result," "may," "anticipate," "estimate," "should," "expect," "believe," "intend," or similar expressions, we intend to identify forward-looking statements. You should not place undue reliance on these forward-looking statements. We are not obligated to publicly update or revise any forward-looking statements,

whether as a result of new information, future events, or otherwise.

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Overview

Based on our primary business objectives and forecasted operating conditions, our current key priorities and financial strategies include, among other things:

- acquisition of hotel properties that will be accretive to our portfolio;
- disposition of non-core hotel properties;
- pursuing capital market activities to enhance long-term stockholder value;
- preserving capital, enhancing liquidity, and continuing current cost-saving measures;
  - implementing selective capital improvements designed to increase profitability;
- implementing effective asset management strategies to minimize operating costs and increase revenues;
- financing or refinancing hotels on competitive terms;
- utilizing hedges and derivatives to mitigate risks; and
- making other investments or divestitures that our board of directors deems appropriate.

Our current investment strategy is to focus on owning predominantly full-service hotels in the upscale and upper upscale segments in domestic and international markets that have revenue per available room (“RevPAR”) generally less than twice the U.S. national average. We believe that as supply, demand, and capital market cycles change, we will be able to shift our investment strategy to take advantage of new lodging-related investment opportunities as they may develop. Our board of directors may change our investment strategy at any time without stockholder approval or notice. We will continue to seek ways to benefit from the cyclical nature of the hotel industry.

Recent Developments

On January 16, 2018, we made an additional \$667,000 investment in OpenKey.

On January 17, 2018, we refinanced our \$376.8 million mortgage loan. The new mortgage loan totaled \$395.0 million. The new mortgage loan has a two-year initial term and five one-year extension options, subject to the satisfaction of certain conditions. The mortgage loan is interest only and provides for a floating interest rate of LIBOR + 2.92%. The new mortgage loan is secured by eight hotels: Embassy Suites Portland, Embassy Suites Crystal City, Embassy Suites Orlando, Embassy Suites Santa Clara, Crowne Plaza Key West, Hilton Costa Mesa, Sheraton Minneapolis, and Historic Inns of Annapolis.

On February 20, 2018, we completed the sale of the SpringHill Suites Glen Allen for approximately \$10.9 million in cash. The sale resulted in a loss of \$13,000 for the nine months ended September 30, 2018 and is included in “gain (loss) on sale of hotel properties” in the consolidated statements of operations. The Company also repaid approximately \$7.6 million of debt associated with the hotel property.

On April 9, 2018, we refinanced our \$971.7 million mortgage loan secured by 22 hotel properties. The new mortgage loan totaled \$985.0 million, is interest only and provides for a floating interest rate of LIBOR + 3.20%. The stated maturity is April 2020 with five one-year extension options, subject to the satisfaction of certain conditions. The new mortgage loan is secured by the same 22 hotel properties that include: the Courtyard Boston Downtown, Courtyard Denver, Courtyard Gaithersburg, Courtyard Savannah, Hampton Inn Parsippany, Hilton Parsippany, Hilton Tampa, Hilton Garden Inn Austin, Hilton Garden Inn BWI, Hilton Garden Inn Virginia Beach, Hyatt Windwatch Long Island, Hyatt Savannah, Marriott DFW Airport, Marriott Omaha, Marriott San Antonio, Marriott Sugarland, Renaissance Palm Springs, Ritz-Carlton Atlanta, Residence Inn Tampa, Churchill, Melrose and Silversmith.

On May 1, 2018, we completed the sale of the SpringHill Suites Centreville for approximately \$7.5 million in cash. The sale resulted in a gain of approximately \$16,000 for the nine months ended September 30, 2018 and is included in “gain (loss) on sale of hotel properties” in the consolidated statements of operations. The Company also repaid approximately \$6.6 million of debt associated with the hotel property.

On May 10, 2018, we completed the sale of the Residence Inn Tampa for approximately \$24.0 million in cash. The sale resulted in a gain of approximately \$400,000 for the nine months ended September 30, 2018 and is included in “gain (loss) on sale of hotel properties” in the consolidated statements of operations. The Company also repaid approximately \$22.5 million of debt associated with the hotel property.



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On June 13, 2018, we refinanced seven mortgage loans with existing outstanding balances totaling \$1.068 billion. The new financing is comprised of six separate mortgage loans that total approximately \$1.270 billion. Each has a two-year initial term with five one-year extension options, subject to the satisfaction of certain conditions. The original principal amounts of each mortgage loan and the hotel properties securing each mortgage loan are set forth in the following table:

Mortgage Loan	Principal Amount (in thousands)	Interest Rate	Secured Hotel Properties
A	\$ 180,720	LIBOR + 3.65%	Courtyard Columbus Tipton Lakes Courtyard Scottsdale Old Town Residence Inn Phoenix Airport SpringHill Suites Manhattan Beach SpringHill Suites Plymouth Meeting Residence Inn Las Vegas Hughes Center Residence Inn Newark
B	\$ 174,400	LIBOR + 3.39%	Courtyard Newark SpringHill Suites BWI Courtyard Oakland Airport Courtyard Plano Legacy Residence Inn Plano TownePlace Suites Manhattan Beach Courtyard Basking Ridge
C	\$ 221,040	LIBOR + 3.73%	Sheraton San Diego Mission Valley Sheraton Bucks County Hilton Ft. Worth Hyatt Regency Coral Gables Hilton Minneapolis
D	\$ 262,640	LIBOR + 4.02%	Hilton Santa Fe Embassy Suites Dulles Marriott Beverly Hills One Ocean Marriott Suites Dallas Market Center
E <sup>(1)</sup>	\$ 216,320	LIBOR + 4.36%	Marriott Memphis East Embassy Suites Philadelphia Airport Sheraton Anchorage Lakeway Resort & Spa Marriott Fremont
F	\$ 215,120	LIBOR + 3.68%	W Atlanta Downtown Embassy Suites Flagstaff Embassy Suites Walnut Creek Marriott Bridgewater Marriott Durham Research Triangle Park

<sup>(1)</sup>On July 3, 2018, we purchased \$56.3 million of mezzanine debt related to the Pool E loan that was issued in conjunction with the June 13, 2018 refinance. The net floating interest rate after the purchase of the Pool E loan is LIBOR + 2.73%.

On June 26, 2018, Ashford Trust entered into the Enhanced Return Funding Program Agreement and Amendment No. 1 to the Amended and Restated Advisory Agreement (the "ERFP Agreement") with Ashford Inc. The Amended and Restated Advisory Agreement was also amended to name Ashford Inc. and its subsidiaries as the Company's sole and

exclusive provider of asset management, project management and other services offered by Ashford Inc. or any of its subsidiaries and to revise the payment terms such that the base fee and reimbursable expenses will be paid monthly. The independent members of the board of directors of each Ashford Inc. and Ashford Trust, with the assistance of separate and independent legal counsel, engaged to negotiate the ERFPA Agreement on behalf of Ashford Inc. and Ashford Trust, respectively.

The ERFPA Agreement generally provides that Ashford LLC will make investments to facilitate the acquisition of properties by Ashford Trust OP that are recommended by Ashford LLC, in an aggregate amount of up to \$50 million (subject to increase to up to \$100 million by mutual agreement). The investments will equal 10% of the property acquisition price and will be made, either at the time of the property acquisition or at any time generally in the following two years, in exchange for furniture, fixture and equipment for use at the acquired property or any other property owned by Ashford Trust OP.

The initial term of the ERFPA Agreement is two years (the "Initial Term"), unless earlier terminated pursuant to the terms of the ERFPA Agreement. At the end of the Initial Term, the ERFPA Agreement shall automatically renew for successive one-year periods (each such period a "Renewal Term") unless either Ashford Inc. or Ashford Trust provides written notice to the other at least sixty days in advance of the expiration of the Initial Term or Renewal Term, as applicable, that such notifying party intends not to renew the ERFPA Agreement.

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As a result of the Hilton Alexandria Old Town acquisition, we are entitled to receive \$11.1 million from Ashford LLC in the form of future purchases of hotel furniture, fixtures, and equipment at Ashford Trust properties that will be leased to us by Ashford LLC at no cost. As of September 30, 2018, Ashford Trust had received approximately \$390,000 of furniture, fixtures and equipment from Ashford LLC and expects to receive the remaining furniture, fixtures and equipment from Ashford LLC in the fourth quarter of 2018.

On July 3, 2018, we purchased \$56.3 million of mezzanine debt related to the Pool E loan that was issued in conjunction with the June 13, 2018 refinance. The net floating interest rate after the purchase of the Pool E loan is LIBOR + 2.73%.

On September 27, 2018, we established a secured credit facility with a borrowing capacity of up to \$100.0 million, which is secured by a pledge of 100% of the equity interests in the subsidiaries that own the hotel property for which revolving credit facility funds were used to acquire. The interest rate associated with the secured credit facility is either the base rate + 1.65% or LIBOR + 2.65% at the Company's election. The base rate is the greater of (i) the prime rate set by Bank of America; (ii) federal funds rate + 0.5%; or (iii) LIBOR + 1.00%.

During the three and nine months ended September 30, 2018, we issued approximately 2.4 million shares of our common stock through our "at-the-market" equity offering program resulting in gross proceeds of approximately \$15.5 million and net proceeds of approximately \$15.3 million after discounts and commissions to the selling agents.

On October 31, 2018 the Company acquired a 100% interest in the 157-room La Posada de Santa Fe ("La Posada") in Santa Fe, New Mexico for \$50 million. As a result of the acquisition, we are entitled to receive \$5.0 million from Ashford LLC in the form of future purchases of hotel furniture, fixtures, and equipment at Ashford Trust properties that will be leased to us by Ashford LLC.

**RESULTS OF OPERATIONS**

Revenue per available room, or RevPAR, is a commonly used measure within the hotel industry to evaluate hotel operations. RevPAR is defined as the product of the ADR charged and the average daily occupancy achieved. RevPAR does not include revenues from food and beverage or parking, telephone, or other guest services generated by the property. Although RevPAR does not include these ancillary revenues, it is generally considered the leading indicator of core revenues for many hotels. We also use RevPAR to compare the results of our hotels between periods and to analyze results of our comparable hotels (comparable hotels represent hotels we have owned for the periods under comparison). RevPAR improvements attributable to increases in occupancy are generally accompanied by increases in most categories of variable operating costs. RevPAR improvements attributable to increases in ADR are generally accompanied by increases in limited categories of operating costs, such as management fees and franchise fees.

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The following table summarizes changes in key line items from our consolidated statements of operations (in thousands):

	Three Months Ended		Favorable/ (Unfavorable)	Nine Months Ended		Favorable/ (Unfavorable)
	September 30,	September 30,	Change	September 30,	September 30,	Change
	2018	2017		2018	2017	
Total revenue	\$355,930	\$353,325	\$ 2,605	\$1,087,301	\$1,097,704	\$(10,403)
Total hotel operating expenses	(225,036)	(226,571)	1,535	(676,702)	(688,554)	11,852
Property taxes, insurance and other	(20,774)	(18,194)	(2,580)	(59,363)	(55,293)	(4,070)
Depreciation and amortization	(64,923)	(60,135)	(4,788)	(192,536)	(185,380)	(7,156)
Impairment charges	27	(1,785)	1,812	(1,652)	(1,785)	133
Transaction costs	—	—	—	(11)	(11)	—
Advisory services fee	(12,805)	(14,612)	1,807	(52,961)	(39,482)	(13,479)
Corporate general and administrative	(3,090)	(2,412)	(678)	(8,450)	(10,836)	2,386
Operating income (loss)	29,329	29,616	(287)	95,626	116,363	(20,737)
Equity in earnings (loss) of unconsolidated entities	310	(679)	989	892	(3,580)	4,472
Interest income	1,150	706	444	2,779	1,460	1,319
Gain (loss) on sale of hotel properties	(9)	15	(24)	394	14,024	(13,630)
Other income (expense)	(202)	(273)	71	80	(3,539)	3,619
Interest expense and amortization of loan costs	(60,731)	(56,963)	(3,768)	(173,680)	(167,224)	(6,456)
Write-off of premiums, loan costs and exit fees	(1,572)	—	(1,572)	(9,316)	(1,629)	(7,687)
Unrealized gain (loss) on marketable securities	68	(936)	1,004	(758)	(4,813)	4,055
Unrealized gain (loss) on derivatives	(2,085)	(1,479)	(606)	(3,672)	(1,804)	(1,868)
Income tax (expense) benefit	(519)	1,267	(1,786)	(2,606)	507	(3,113)
Net income (loss)	(34,261)	(28,726)	(5,535)	(90,261)	(50,235)	(40,026)
(Income) loss from consolidated entities attributable to noncontrolling interests	(10)	(22)	12	8	(4)	12
Net (income) loss attributable to redeemable noncontrolling interests in operating partnership	6,682	6,940	(258)	18,087	13,202	4,885
Net income (loss) attributable to the Company	\$(27,589)	\$(21,808)	\$(5,781)	\$(72,166)	\$(37,037)	\$(35,129)

All hotel properties owned during the three months ended September 30, 2018 and 2017 have been included in our results of operations during the respective periods in which they were owned. Based on when a hotel property was acquired or disposed, operating results for certain hotel properties are not comparable for the three months ended September 30, 2018 and 2017. The hotel properties listed below are not comparable hotel properties for the periods indicated and all other hotel properties are considered comparable hotel properties. The following acquisitions and dispositions affect reporting comparability related to our consolidated financial statements:

Hotel Property	Location	Type	Date
Renaissance <sup>(1)</sup>	Portsmouth, VA	Disposition	February 1, 2017
Embassy Suites <sup>(1)</sup>	Syracuse, NY	Disposition	March 6, 2017
Crowne Plaza Ravinia <sup>(1)</sup>	Atlanta, GA	Disposition	June 29, 2017
SpringHill Suites <sup>(1)</sup>	Glen Allen, VA	Disposition	

			February 20, 2018
SpringHill Suites <sup>(1)</sup>	Centreville, VA	Disposition	May 1, 2018
Residence Inn Tampa <sup>(1)</sup>	Tampa, FL	Disposition	May 10, 2018
Hilton Alexandria Old Town	Alexandria, VA	Acquisition	June 29, 2018

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<sup>(1)</sup> Collectively reported as “Hotel Dispositions”

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The following table illustrates the key performance indicators of all hotel properties and WorldQuest owned for the periods indicated:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2018	2017	2018	2017
RevPAR (revenue per available room)	\$124.49	\$124.33	\$126.62	\$125.12
Occupancy	77.91 %	79.60 %	77.52 %	78.52 %
ADR (average daily rate)	\$159.78	\$156.19	\$163.34	\$159.34

The following table illustrates the key performance indicators of the 117 comparable hotel properties and WorldQuest that were included for the full three and nine months ended September 30, 2018 and 2017, respectively:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2018	2017	2018	2017
RevPAR (revenue per available room)	\$124.35	\$125.00	\$126.76	\$126.42
Occupancy	77.85 %	79.69 %	77.55 %	78.78 %
ADR (average daily rate)	\$159.73	\$156.85	\$163.45	\$160.47

Comparison of the Three Months Ended September 30, 2018 and 2017

Net Income (Loss) Attributable to the Company. Net loss attributable to the Company increased \$5.8 million, from \$21.8 million for the three months ended September 30, 2017 (the "2017 quarter") to \$27.6 million for the three months ended September 30, 2018 (the "2018 quarter") as a result of the factors discussed below.

Revenue. Rooms revenue from our hotel properties and WorldQuest decreased \$1.0 million, or 0.3%, to \$288.0 million in the 2018 quarter compared to the 2017 quarter. This decrease is primarily attributable to lower rooms revenue of \$2.8 million related to our Hotel Dispositions and \$1.4 million from our comparable hotel properties and WorldQuest, partially offset by higher rooms revenue of \$3.3 million related to the acquisition of the Hilton Alexandria Old Town. Our comparable hotel properties experienced an increase of 1.8% in room rates and a decrease of 184 basis points in occupancy.

Food and beverage revenue increased \$1.1 million, or 2.2%, to \$49.4 million. This increase is attributable to higher food and beverage revenue of \$955,000 related to the acquisition of the Hilton Alexandria Old Town and \$129,000 at our comparable hotel properties and WorldQuest. The Hotel Dispositions did not generate food and beverage revenue in the 2017 quarter.

Other hotel revenue, which consists mainly of Internet access, parking and spa, increased \$2.3 million, or 15.3%, to \$17.3 million. This increase is attributable to higher other hotel revenue of \$307,000 as a result of the acquisition of the Hilton Alexandria Old Town and \$2.1 million from our comparable hotel properties and WorldQuest. This increase was partially offset by lower other hotel revenue of \$94,000 related to our Hotel Dispositions. Other non-hotel revenue increased \$220,000, or 22.2%, to \$1.2 million in the 2018 quarter as compared to the 2017 quarter.

Hotel Operating Expenses. Hotel operating expenses decreased \$1.5 million, or 0.7%, to \$225.0 million. Hotel operating expenses consist of direct expenses from departments associated with revenue streams and indirect expenses associated with support departments and management fees. Direct expenses decreased \$347,000 in the 2018 quarter as compared to the 2017 quarter, which was comprised of a decrease of \$1.0 million from our Hotel Dispositions and \$641,000 at our comparable hotel properties and WorldQuest, partially offset by an increase of \$1.3 million as a result of the acquisition of the Hilton Alexandria Old Town. Direct expenses were 30.0% of total hotel revenue for the 2018 quarter and 30.3% for the 2017 quarter. Indirect expenses and management fees decreased \$1.2 million in the 2018 quarter as compared to the 2017 quarter, which was comprised of a decrease of \$1.4 million from our Hotel Dispositions and \$913,000 at our comparable hotel properties and WorldQuest, partially offset by an increase of \$1.1 million as a result of the acquisition of the Hilton Alexandria Old Town.

Property Taxes, Insurance and Other. Property taxes, insurance and other increased \$2.6 million, or 14.2%, to \$20.8 million during the 2018 quarter compared to the 2017 quarter, which was primarily due to an increase of \$2.4 million at our comparable hotel properties and WorldQuest and \$293,000 as a result of the acquisition of the Hilton Alexandria Old Town, partially offset by a \$148,000 decrease from our Hotel Dispositions.



Depreciation and Amortization. Depreciation and amortization increased \$4.8 million, or 8.0%, to \$64.9 million during the 2018 quarter compared to the 2017 quarter, which was primarily due to an increase of \$4.6 million at our comparable hotel properties

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and WorldQuest and \$734,000 from the acquisition of the Hilton Alexandria Old Town, partially offset by a decrease of \$556,000 from our Hotel Dispositions.

**Impairment Charges.** We recorded an impairment charge of \$1.8 million in the 2017 quarter for damages to hotel properties from Hurricanes Harvey and Irma.

**Advisory Services Fee.** Advisory services fee decreased \$1.8 million, or 12.4%, to \$12.8 million in the 2018 quarter compared to the 2017 quarter. The advisory services fee represents fees incurred in connection with the advisory agreement between Ashford Inc. and the Company. For the 2018 quarter, the advisory services fee was comprised of a base advisory fee of \$9.2 million, equity-based compensation of \$4.9 million associated with equity grants of our common stock and LTIP units awarded to the officers and employees of Ashford Inc., reimbursable expenses of \$2.3 million and a credit to incentive fee of \$3.5 million. For the 2017 quarter, the advisory services fee was comprised of a base advisory fee of \$8.6 million, reimbursable expenses of \$1.6 million and equity-based compensation of \$4.4 million associated with equity grants of our common stock and LTIP units awarded to the officers and employees of Ashford Inc.

**Corporate General and Administrative.** Corporate general and administrative expense increased \$678,000, or 28.1%, to \$3.1 million during the 2018 quarter compared to the 2017 quarter. The increase was primarily attributable to higher public company costs, office expenses, professional fees and other miscellaneous expenses of \$385,000 and higher transaction, acquisition and management conversion costs of \$293,000 in the 2018 quarter compared to the 2017 quarter, primarily related to costs associated with the ERFPA Agreement.

**Equity in Earnings (Loss) of Unconsolidated Entities.** Equity in earnings (loss) of unconsolidated entities changed \$989,000, from an equity in loss of \$679,000 in the 2017 quarter to equity in earnings of \$310,000 in the 2018 quarter. The 2018 quarter included equity in earnings of \$470,000 from Ashford Inc., partially offset by an equity in loss of \$160,000 from OpenKey. The 2017 quarter included equity in loss of \$568,000 from Ashford Inc. and \$111,000 from OpenKey.

**Interest Income.** Interest income was \$1.2 million and \$706,000 for the 2018 quarter and the 2017 quarter, respectively.

**Gain (Loss) on Sale of Hotel Properties.** Gain (loss) on sale of hotel properties consisted of a loss of \$9,000 and a gain of \$15,000 in the 2018 and 2017 quarters, respectively.

**Other Income (Expense).** Other expense decreased \$71,000, or 26.0%, to \$202,000 during the 2018 quarter compared to the 2017 quarter. In the 2018 quarter, we recorded expense of \$272,000 related to CMBX premiums and usage fees, and miscellaneous other expense of \$94,000, partially offset by realized gain on marketable securities of \$24,000 and dividend income of \$140,000. In the 2017 quarter, we recognized a realized loss of \$1.2 million related to the termination of a CMBX tranche and \$257,000 of expense related to CMBX premiums and usage fees, partially offset by a realized gain of \$948,000 related to marketable securities, dividend income of \$109,000 and miscellaneous income of \$102,000.

**Interest Expense and Amortization of Loan Costs.** Interest expense and amortization of loan costs increased \$3.8 million, or 6.6%, to \$60.7 million during the 2018 quarter compared to the 2017 quarter. The increase is primarily due to higher interest expense and amortization of loan costs of \$3.3 million due to higher LIBOR rates and higher amortization of loan costs from refinances at our comparable hotels properties and \$926,000 as a result of the acquisition of the Hilton Alexandria Old Town, partially offset by lower interest expense and amortization of loan costs of \$425,000 from our Hotel Dispositions. The average LIBOR rates in the 2018 quarter and the 2017 quarter were 2.11% and 1.23%, respectively.

**Write-off of Premiums, Loan Costs and Exit Fees.** Write-off of premiums, loan costs and exit fees were \$1.6 million for the 2018 quarter. There were no write-off of premiums, loan costs and exit fees for the 2017 quarter.

**Unrealized Gain (Loss) on Marketable Securities.** Unrealized gain (loss) on marketable securities was \$68,000 unrealized gain in the 2018 quarter and a \$936,000 unrealized loss in the 2017 quarter, which are based on changes in closing market prices during the quarter.

**Unrealized Gain (Loss) on Derivatives.** Unrealized loss on derivatives increased \$606,000, from \$1.5 million in the 2017 quarter to \$2.1 million in the 2018 quarter. In the 2018 quarter, we recognized unrealized losses of \$1.7 million, \$380,000 and \$38,000 associated with CMBX tranches, interest rate floors and interest rate caps, respectively. In

the 2017 quarter, we recognized unrealized losses of \$2.3 million, \$291,000 and \$96,000 associated with CMBX tranches, interest rate floors and interest rate caps, respectively. These unrealized losses were partially offset by an unrealized gain of \$1.2 million associated with the reclassification to other income (expense) for the recognition of a realized loss from a CMBX tranche termination. The fair value of interest rate floors and interest rate derivatives are primarily based on movements in the LIBOR forward curve and the passage of time. The fair value of options on futures contracts is determined based on the last reported settlement price as of the measurement date. The fair value of credit default swaps is based on the change in value of CMBX indices.

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Income Tax (Expense) Benefit. Income tax (expense) benefit changed \$1.8 million, from an income tax benefit of \$1.3 million in the 2017 quarter to income tax expense of \$519,000 in the 2018 quarter. This change was primarily due to an increase in profitability and taxable income recognized by our TRS entities, which was partially due to the renewal of a significant portion of the Company's TRS leases in January 2018 and also partially due to having utilized all of our available TRS net operating losses.

(Income) Loss from Consolidated Entities Attributable to Noncontrolling Interests. Our noncontrolling interest partner in consolidated entities was allocated income of \$10,000 and \$22,000 for the 2018 quarter and the 2017 quarter, respectively.

Net (Income) Loss Attributable to Redeemable Noncontrolling Interests in Operating Partnership. Redeemable noncontrolling interests in operating partnership decreased \$258,000, from a net loss of \$6.9 million in the 2017 quarter to \$6.7 million in the 2018 quarter. Redeemable noncontrolling interests represented ownership interests of 14.88% and 15.73% in the operating partnership at September 30, 2018 and 2017, respectively.

Comparison of the Nine Months Ended September 30, 2018 and 2017

Net Income (Loss) Attributable to the Company. Net loss attributable to the Company increased \$35.1 million from \$37.0 million for the nine months ended September 30, 2017 (the "2017 period") to \$72.2 million for the nine months ended September 30, 2018 (the "2018 period") as a result of the factors discussed below.

Revenue. Rooms revenue from our hotel properties and WorldQuest decreased \$8.8 million, or 1.0%, to \$868.1 million in the 2018 period compared to the 2017 period. This decrease is attributable to lower rooms revenue of \$14.5 million from our Hotel Dispositions, partially offset by higher room revenue of \$3.3 million from the acquisition of the Hilton Alexandria Old Town and \$5.6 million from our comparable hotel properties and WorldQuest. Our comparable hotel properties experienced an increase of 1.9% in room rates and a decrease of 123 basis points in occupancy.

Food and beverage revenue decreased \$10.1 million, or 5.8%, to \$164.9 million in the 2018 period compared to the 2017 period. This decrease is attributable to lower food and beverage revenue of \$6.9 million from our comparable hotel properties and WorldQuest and \$3.2 million from our Hotel Dispositions, partially offset by an increase of \$955,000 as a result of the acquisition of the Hilton Alexandria Old Town.

Other hotel revenue, which consists mainly of Internet access, parking, spa and business interruption revenue, increased \$7.6 million, or 17.5%, to \$51.4 million in the 2018 period compared to the 2017 period. This increase is primarily attributable to higher other revenue of \$307,000 as a result of the acquisition of the Hilton Alexandria Old Town and \$8.0 million from our comparable hotel properties and WorldQuest, which included \$2.5 million of business interruption income for the St. Petersburg Hilton and Key West Crowne Plaza related to a settlement for lost profits from the BP Deepwater Horizon oil spill in the Gulf of Mexico in 2010 and \$401,000 of business interruption income related to Hurricane Irma. This increase was partially offset by lower other revenue of \$358,000 from our Hotel Dispositions. Other non-hotel revenue increased \$932,000, or 45.4%, to \$3.0 million in the 2018 period.

Hotel Operating Expenses. Hotel operating expenses decreased \$11.9 million, or 1.7%, to \$676.7 million in the 2018 period compared to the 2017 period. Hotel operating expenses consist of direct expenses from departments associated with revenue streams and indirect expenses associated with support departments and management fees. Direct expenses decreased \$9.8 million in the 2018 period compared to the 2017 period, which was comprised of a decrease of \$6.4 million from our Hotel Dispositions and \$4.7 million from our comparable hotel properties and WorldQuest, partially offset by an increase of \$1.3 million as a result of the acquisition of the Hilton Alexandria Old Town. Direct expenses were 29.2% of total hotel revenue for 2018 and 29.8% for the 2017 period. Indirect expenses and management fees decreased \$2.0 million in the 2018 period compared to the 2017 period, which was comprised of a decrease of \$7.2 million from our Hotel Dispositions and a decrease of \$4.1 million related to an additional accrual in the 2017 period related to the final judgment in the lawsuit captioned Palm Beach Florida Hotel and Office Building Limited Partnership, et al. v. Nantucket Enterprises, Inc. These decreases were partially offset by an increases of \$1.1 million from the acquisition of the Hilton Alexandria Old Town and \$8.2 million from our comparable hotel properties and WorldQuest.

Property Taxes, Insurance and Other. Property taxes, insurance and other increased \$4.1 million or 7.4%, to \$59.4 million in the 2018 period compared to the 2017 period, which was primarily due to an increase of \$293,000 as a

result of the acquisition of the Hilton Alexandria Old Town and \$4.9 million at our comparable hotel properties and WorldQuest, partially offset by a decrease of \$810,000 from our Hotel Dispositions.

Depreciation and Amortization. Depreciation and amortization increased \$7.2 million or 3.9%, to \$192.5 million in the 2018 period compared to the 2017 period, which was primarily due to \$734,000 from the acquisition of the Hilton Alexandria Old Town and \$10.8 million at our comparable hotel properties and WorldQuest, partially offset by a decrease of \$3.7 million from our Hotel Dispositions.

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**Impairment Charges.** Impairment charges decreased \$133,000, or 7.5%, to \$1.7 million in the 2018 period compared to the 2017 period. We recorded an impairment charge of \$1.7 million in the 2018 period which was comprised of a \$2.0 million impairment charge at the SpringHill Suites Centreville, partially offset by impairment credits of \$310,000 from changes in estimates of property damage incurred from Hurricanes Harvey and Irma. We recorded an impairment charge of \$1.8 million in the 2017 quarter for damages to hotel properties from Hurricanes Harvey and Irma.

**Transaction Costs.** Transaction costs were \$11,000 in both the 2018 period and the 2017 period.

**Advisory Services Fee.** Advisory services fee increased \$13.5 million, or 34.1%, to \$53.0 million in the 2018 period compared to the 2017 period. The advisory services fee represents fees incurred in connection with the advisory agreement between Ashford Inc. and the Company. In the 2018 period, the advisory services fee was comprised of a base advisory fee of \$26.6 million, equity-based compensation of \$20.5 million associated with equity grants of our common stock and LTIP units awarded to the officers and employees of Ashford Inc. and reimbursable expenses of \$5.8 million. During the nine months ended September 30, 2018, approximately \$4.5 million of the equity-based compensation expense was related to the accelerated vesting of equity awards granted to one of our executive officers upon his death, in accordance with the terms of the awards. In the 2017 period, the advisory services fee was comprised of a base advisory fee of \$25.9 million, equity-based compensation of \$7.7 million associated with equity grants of our common stock and LTIP units awarded to the officers and employees of Ashford Inc. and reimbursable expenses of \$5.8 million.

**Corporate General and Administrative.** Corporate general and administrative expense decreased \$2.4 million, or 22.0%, to \$8.5 million in the 2018 period compared to the 2017 period. The decrease was primarily attributable to lower transaction, acquisition and management conversion costs of \$2.3 million and lower public company costs, office expenses, professional fees and other miscellaneous expenses of \$88,000 in the 2018 period compared to the 2017 period.

**Equity in Earnings (Loss) of Unconsolidated Entities.** Equity in earnings (loss) of unconsolidated entities changed \$4.5 million from an equity in loss of \$3.6 million in the 2017 period to equity in earnings of \$892,000 in the 2018 period. The 2018 period included equity in earnings of \$1.3 million from Ashford Inc. partially offset by an equity in loss of \$434,000 from OpenKey. The 2017 period included equity in loss of \$3.3 million from Ashford Inc. and \$341,000 from OpenKey, partially offset by equity in earnings of \$52,000 from the AQUA U.S. Fund.

**Interest Income.** Interest income was \$2.8 million and \$1.5 million in the 2018 and 2017 periods, respectively.

**Gain (Loss) on Sale of Hotel Properties.** Gain on the sale of hotel properties was \$394,000 and \$14.0 million in the 2018 and 2017 periods, respectively. The gain in the 2018 period related to gains from the sales of the Tampa Residence Inn and SpringHill Suites Centreville, partially offset by a loss from the sale of the SpringHill Suites Glen Allen. The gain in the 2017 period was related to a gain from the sale of the Crowne Plaza Ravinia, partially offset by losses from the sales of the Renaissance Portsmouth and Embassy Suites Syracuse.

**Other Income (Expense).** Other income (expense) changed \$3.6 million, from expense of \$3.5 million in the 2017 period to income of \$80,000 in the 2018 period. In the 2018 period, we recorded dividend income of \$425,000, a realized gain on marketable securities of \$173,000 and other miscellaneous income of \$291,000; partially offset by expense of \$809,000 related to CMBX premiums and usage fees. In the 2017 period, we recognized realized losses of \$4.2 million related to the termination of CMBX tranches, \$543,000 on the maturities of options on futures contracts and \$769,000 of CMBX premiums and usage fees. These expenses were partially offset by dividend income of \$986,000, a realized gain of \$822,000 on marketable securities and other miscellaneous income of \$131,000.

**Interest Expense and Amortization of Loan Costs.** Interest expense and amortization of loan costs increased \$6.5 million, or 3.9%, to \$173.7 million in the 2018 period compared to the 2017 period. The increase is primarily due to higher interest expense and amortization of loan costs of \$9.6 million due to higher LIBOR rates and higher amortization of loan costs from refinances at our comparable hotel properties and \$926,000 from the acquisition of the Hilton Alexandria Old Town, partially offset by lower interest expense and amortization of loan costs of \$3.1 million from our Hotel Dispositions. The average LIBOR rates in the 2018 period and the 2017 period were 1.89% and 1.04%, respectively.

Write-off of Premiums, Loan Costs and Exit Fees. Write-off of premiums, loan costs and exit fees increased \$7.7 million to \$9.3 million in the 2018 period compared to the 2017 period. In the 2018 period, we incurred write-off of loan costs and exit fees of approximately \$9.3 million consisting of the write-off of unamortized loan costs of approximately \$3.3 million and exit fees of approximately \$6.0 million as a result of loan refinances and hotel property sales. In the 2017 period, we incurred write-off of premiums, loan costs and exit fees consisting of \$1.5 million to refinance a mortgage loan secured by the Nashville Renaissance and Princeton Westin and other fees of \$148,000.

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Unrealized Gain (Loss) on Marketable Securities. Unrealized loss on marketable securities was \$758,000 and \$4.8 million in the 2018 and 2017 periods, respectively, which was based on changes in closing market prices during the period.

Unrealized Gain (Loss) on Derivatives. Unrealized loss on derivatives increased \$1.9 million, or 103.5%, from \$1.8 million in the 2017 period to \$3.7 million in the 2018 period. In the 2018 period, we recognized unrealized losses of \$1.7 million from interest rate caps, \$1.3 million from CMBX tranches and \$618,000 from interest rate floors. In the 2017 period, we recognized unrealized losses of \$3.6 million, \$2.2 million and \$613,000 associated with the remaining CMBX tranches, interest rate floors and interest rate caps, respectively, partially offset by unrealized gains of \$4.2 million associated with the reclassification to other income (expense) for the recognition of realized losses from CMBX tranche terminations and \$427,000 associated with the reclassification to other income (expense) for maturities of options on futures contracts. The fair value of interest rate floors and interest rate derivatives are primarily based on movements in the LIBOR forward curve and the passage of time. The fair value of options on futures contracts is determined based on the last reported settlement price as of the measurement date. The fair value of credit default swaps is based on the change in value of CMBX indices.

Income Tax (Expense) Benefit. Income tax benefit (expense) changed \$3.1 million, or 614.0% from a benefit of \$507,000 in the 2017 period to expense of \$2.6 million in the 2018 period. The change in income tax benefit (expense) is primarily due to an increase in taxable income recognized by our TRS entities, which was partially due to the renewal of a significant portion of the Company's TRS leases in January 2018 and is also partially due to having utilized all of our available TRS net operating losses.

(Income) Loss from Consolidated Entities Attributable to Noncontrolling Interests. Our noncontrolling interest partner in consolidated entities was allocated a loss of \$8,000 and income of \$4,000 in the 2018 and 2017 periods, respectively.

Net (Income) Loss Attributable to Redeemable Noncontrolling Interests in Operating Partnership. Noncontrolling interests in operating partnership were allocated a net loss of \$18.1 million and \$13.2 million in the 2018 and 2017 periods, respectively. Redeemable noncontrolling interests represented ownership interests of 14.88% and 15.73% in the operating partnership at September 30, 2018 and 2017, respectively.

**LIQUIDITY AND CAPITAL RESOURCES**

Our cash position from operations is affected primarily by macro industry movements in occupancy and rate as well as our ability to control costs. Further, interest rates can greatly affect the cost of our debt service as well as the value of any financial hedges we may put in place. We monitor industry fundamentals and interest rates very closely. Capital expenditures above our reserves will affect cash flow as well.

Certain of our loan agreements contain cash trap provisions that may get triggered if the performance of our hotels decline. When these provisions are triggered, substantially all of the profit generated by our hotels is deposited directly into lockbox accounts and then swept into cash management accounts for the benefit of our various lenders. This could affect our liquidity and our ability to make distributions to our stockholders.

Also, we have entered into certain customary guaranty agreements pursuant to which we guaranty payment of any recourse liabilities of our subsidiaries or joint ventures that may result from non-recourse carve-outs, which include, but are not limited to fraud, misrepresentation, willful misconduct resulting in waste, misappropriations of rents following an event of default, voluntary bankruptcy filings, unpermitted transfers of collateral, and certain environmental liabilities. Certain of these guarantees represent a guaranty of material amounts, and if we are required to make payments under those guarantees, our liquidity could be adversely affected.

On December 5, 2017, the board of directors reapproved a stock repurchase program (the "Repurchase Program") pursuant to which the board of directors granted a repurchase authorization to acquire shares of the Company's common stock, par value \$0.01 per share (the "Common Stock") having an aggregate value of up to \$200 million. The board of director's authorization replaced any previous repurchase authorizations. No shares were repurchased during the three and nine months ended September 30, 2018 pursuant to the Repurchase Program.

On December 11, 2017, we entered into equity distribution agreements with UBS Securities LLC, Morgan Stanley & Co. LLC, B. Riley FBR, Inc., Robert W. Baird & Co. Incorporated, D.A. Davidson & Co., Deutsche Bank Securities Inc. and Janney Montgomery Scott LLC, each acting as a sales agent (the "Equity Distribution Agreements"). Pursuant



to the Equity Distribution Agreements, we may sell from time to time through the sales agents shares of our common stock having an aggregate offering price of up to \$100.0 million. Sales of shares of our common stock, if any, may be made in negotiated transactions or transactions that are deemed to be “at-the-market” offerings as defined in Rule 415 of the Securities Act, including sales made directly on the New York Stock Exchange, the existing trading market for our common stock, or sales made to or through a market maker other than on an exchange or through an electronic communications network. We will pay each of the sales agents a commission, which in each case shall not be more than 2.0% of the gross sales price of the shares of our common stock sold through such sales agent.

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During the three and nine months ended September 30, 2018, we issued approximately 2.4 million shares of our common stock through our “at-the-market” equity offering program resulting in gross proceeds of approximately \$15.5 million and net proceeds of approximately \$15.3 million after discounts and commissions to the selling agents.

On January 17, 2018, we refinanced our \$376.8 million mortgage loan. The new mortgage loan totaled \$395.0 million. The new mortgage loan has a two-year initial term and five one-year extension options, subject to the satisfaction of certain conditions. The mortgage loan is interest only and provides for a floating interest rate of LIBOR + 2.92%. The new mortgage loan is secured by eight hotels: Embassy Suites Portland, Embassy Suites Crystal City, Embassy Suites Orlando, Embassy Suites Santa Clara, Crowne Plaza Key West, Hilton Costa Mesa, Sheraton Minneapolis, and Historic Inns of Annapolis.

On February 20, 2018, we repaid \$7.6 million of principal on our mortgage loan partially secured by the SpringHill Suites Glen Allen as a result of the sale of the hotel property.

On April 9, 2018, we refinanced our \$971.7 million mortgage loan secured by 22 hotel properties. The new mortgage loan totaled \$985.0 million, is interest only and provides for a floating interest rate of LIBOR + 3.20%. The stated maturity is April 2020 with five one-year extension options, subject to the satisfaction of certain conditions. The new mortgage loan is secured by the same 22 hotel properties that include: the Courtyard Boston Downtown, Courtyard Denver, Courtyard Gaithersburg, Courtyard Savannah, Hampton Inn Parsippany, Hilton Parsippany, Hilton Tampa, Hilton Garden Inn Austin, Hilton Garden Inn BWI, Hilton Garden Inn Virginia Beach, Hyatt Windwatch Long Island, Hyatt Savannah, Marriott DFW Airport, Marriott Omaha, Marriott San Antonio, Marriott Sugarland, Renaissance Palm Springs, Ritz-Carlton Atlanta, Residence Inn Tampa, Churchill, Melrose and Silversmith.

On May 1, 2018, we completed the sale of the SpringHill Suites Centreville for approximately \$7.5 million in cash. We also repaid approximately \$6.6 million of principal on our mortgage loan partially secured by the hotel property.

On May 10, 2018, we completed the sale of the Residence Inn Tampa for approximately \$24.0 million in cash. We also repaid approximately \$22.5 million of debt associated with the hotel property.

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On June 13, 2018, we refinanced seven mortgage loans with existing outstanding balances totaling \$1.068 billion. The new financing is comprised of six separate mortgage loans that total approximately \$1.270 billion. Each has a two-year initial term with five one-year extension options, subject to the satisfaction of certain conditions. The original principal amounts of each mortgage loan and the hotel properties securing each mortgage loan are set forth in the following table:

Mortgage Loan	Principal Amount (in thousands)	Interest Rate	Secured Hotel Properties
A	\$ 180,720	LIBOR + 3.65%	Courtyard Columbus Tipton Lakes Courtyard Scottsdale Old Town Residence Inn Phoenix Airport SpringHill Suites Manhattan Beach SpringHill Suites Plymouth Meeting Residence Inn Las Vegas Hughes Center Residence Inn Newark
B	\$ 174,400	LIBOR + 3.39%	Courtyard Newark SpringHill Suites BWI Courtyard Oakland Airport Courtyard Plano Legacy Residence Inn Plano TownePlace Suites Manhattan Beach Courtyard Basking Ridge
C	\$ 221,040	LIBOR + 3.73%	Sheraton San Diego Mission Valley Sheraton Bucks County Hilton Ft. Worth Hyatt Regency Coral Gables Hilton Minneapolis
D	\$ 262,640	LIBOR + 4.02%	Hilton Santa Fe Embassy Suites Dulles Marriott Beverly Hills One Ocean Marriott Suites Dallas Market Center
E <sup>(1)</sup>	\$ 216,320	LIBOR + 4.36%	Marriott Memphis East Embassy Suites Philadelphia Airport Sheraton Anchorage Lakeway Resort & Spa Marriott Fremont
F	\$ 215,120	LIBOR + 3.68%	W Atlanta Downtown Embassy Suites Flagstaff Embassy Suites Walnut Creek Marriott Bridgewater Marriott Durham Research Triangle Park

<sup>(1)</sup>On July 3, 2018, we purchased \$56.3 million of mezzanine debt related to the Pool E loan that was issued in conjunction with the June 13, 2018 refinance. The net floating interest rate after the purchase of the Pool E loan is LIBOR + 2.73%.

On June 29, 2018, in connection with the acquisition of the Hilton Alexandria Old Town in Alexandria VA, we completed the financing of a \$73.5 million mortgage loan. This mortgage loan is interest only and provides for a floating interest rate of LIBOR + 2.45%. The stated maturity date of the mortgage loan is June 2023, with no

extension options. The mortgage loan is secured by the Hilton Alexandria Old Town.

On July 3, 2018, we purchased \$56.3 million of mezzanine debt related to the Pool E loan that was issued in conjunction with the June 13, 2018 refinance. The debt was eliminated upon consolidation. The net floating interest rate after the purchase for the Pool E loan is LIBOR + 2.73%.

On September 27, 2018, we established a secured credit facility with a borrowing capacity of up to \$100.0 million, which is secured by a pledge of 100% of the equity interests in the subsidiaries that own the hotel property for which revolving credit facility funds were used to acquire. The interest rate associated with the secured credit facility is either the base rate + 1.65% or LIBOR + 2.65% at the Company's election. The base rate is the greater of (i) the prime rate set by Bank of America; (ii) federal funds rate + 0.5%; or (iii) LIBOR + 1.00%.

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### Secured Credit Facility

We have a one-year, senior secured revolving credit facility in the amount of \$100 million. We believe the secured credit facility will provide us with financial flexibility to fund future acquisitions.

The secured credit facility is provided by Bank of America, N.A. Ashford Hospitality Limited Partnership, as the borrower. We guarantee the secured credit facility, which is secured by a pledge of 100% of the equity interests in the subsidiaries that own the hotel property for which revolving credit facility funds were used to acquire. The proceeds of the secured revolving credit facility may be used for property acquisitions.

The secured credit facility also contains customary terms, covenants, negative covenants, events of default, limitations and other conditions for credit facilities of this type. Subject to certain exceptions, we are subject to restrictions on incurring additional indebtedness, mergers and fundamental changes, sales or other dispositions of property, changes in the nature of our business and investments.

We also are subject to certain financial covenants, as set forth below, which are tested by the borrower on a consolidated basis (net of the amounts attributable to the noncontrolling interest held by our partner in a majority-owned consolidated entity) and include, but are not limited to, the following:

- the ratio of total funded indebtedness (less unrestricted cash in excess of \$15 million) to EBITDA shall not be greater than 9.75 to 1.0. Our ratio was 8.8 at September 30, 2018.

- the ratio of EBITDA to fixed charges for the previous 4 consecutive fiscal quarters shall not be less than 1.25 to 1.0. Our ratio was 1.56 at September 30, 2018.

- tangible net worth shall not at any time be less than 75% of the consolidated tangible net worth on the closing date of the secured credit facility plus 75% of the net proceeds of all new equity issuances of the consolidated group.

All financial covenants are tested and certified by the borrower on a quarterly basis. We were in compliance with all covenants at September 30, 2018.

The secured credit facility includes customary events of default and the occurrence of an event of default will permit the lenders to terminate commitments to lend under the secured revolving credit facility and accelerate payment of all amounts outstanding thereunder. If a default occurs and is continuing, we will be precluded from making distributions on our shares of common stock (other than those required to allow us to qualify and maintain our status as a REIT, so long as such default does not arise from a payment default or event of insolvency).

The interest rate associated with the borrowings under the secured credit facility is either the base rate + 1.65% or LIBOR + 2.65% at the Company's election. The base rate is the greater of (i) the prime rate set by Bank of America; (ii) federal funds rate + 0.5%; or (iii) LIBOR + 1.00%.

The secured credit facility is a one-year interest-only facility with all outstanding principal being due at maturity on September 26, 2019. Borrowings must be repaid within 180 days.

We intend to repay any indebtedness incurred under our secured credit facility from time to time out of net cash provided by operations and from the net proceeds of issuances of additional equity and debt securities or sale of assets, as market conditions permit.

As of both November 2, 2018 and September 30, 2018, no amounts were outstanding under the secured credit facility.

### Sources and Uses of Cash

Our principal sources of funds to meet our cash requirements include: cash on hand, cash flow from operations, capital market activities, property refinancing proceeds and asset sales. Additionally, our principal uses of funds are expected to include possible operating shortfalls, owner-funded capital expenditures, dividends, new investments, and debt interest and principal payments. Items that impacted our cash flow and liquidity during the periods indicated are summarized as follows:

Net Cash Flows Provided by (Used in) Operating Activities. Net cash flows provided by operating activities, pursuant to our consolidated statements of cash flows, which includes changes in balance sheet items, were \$137.3 million and \$178.5 million for the nine months ended September 30, 2018 and 2017, respectively. Cash flows from operations were impacted by changes in hotel operations, our hotel acquisition in 2018, our hotel dispositions in 2017 and 2018 as well as the timing of collecting receivables from hotel guests, paying vendors, settling with related parties and settling with hotel managers.



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Net Cash Flows Provided by (Used in) Investing Activities. For the nine months ended September 30, 2018, net cash flows used in investing activities were \$239.4 million. Cash outflows primarily consisted of \$164.7 million for capital improvements made to various hotel properties, \$114.9 million primarily for the purchase of the Hilton Alexandria Old Town hotel, and an additional \$667,000 investment in OpenKey. Cash outflows were partially offset by cash inflows of \$40.6 million from proceeds primarily received from the sales of the SpringHill Suites Glen Allen, SpringHill Suites Centreville, and Residence Inn Tampa and \$651,000 of proceeds from property insurance claims. For the nine months ended September 30, 2017, net cash flows used in investing activities were \$6.8 million. Cash outflows primarily consisted of \$164.1 million for capital improvements made to various hotel properties, and an additional \$983,000 investment in OpenKey. Cash outflows were partially offset by \$50.9 million of proceeds associated with the liquidation of our interests in the AQUA U.S. Fund, \$105.3 million attributable to the net cash proceeds received from the sales of the Renaissance Portsmouth, Embassy Suites Syracuse and Crowne Plaza Ravinia and \$2.4 million of proceeds from property insurance claims.

Net Cash Flows Provided by (Used in) Financing Activities. For the nine months ended September 30, 2018, net cash flows provided by financing activities were \$97.0 million. Cash inflows of \$2.7 billion from borrowings on indebtedness and \$13.6 million of proceeds from common stock offerings. Cash inflows were partially offset by cash outflows of \$2.5 billion for repayments of indebtedness, \$72.3 million for dividend payments to common and preferred stockholders and unitholders, \$55.2 million for payments of loan costs and exit fees, \$3.1 million of payments for derivatives, and \$1.6 million for the repurchase of common stock. For the nine months ended September 30, 2017, net cash flows used in financing activities were \$137.5 million. Cash outflows primarily consisted of \$246.1 million for repayments of indebtedness, \$80.6 million for the redemption of preferred stock, \$75.6 million for dividend payments to common and preferred stockholders and unitholders, \$5.8 million for payments of loan costs and exit fees, \$1.3 million for the repurchase of common stock and \$633,000 of payments for derivatives. Cash outflows were partially offset by cash inflows of \$180.8 million of borrowings on indebtedness and \$91.6 million of proceeds from preferred stock offerings.

We are required to maintain certain financial ratios under various debt and derivative agreements. If we violate covenants in any debt or derivative agreement, we could be required to repay all or a portion of our indebtedness before maturity at a time when we might be unable to arrange financing for such repayment on attractive terms, if at all. Presently, our existing financial debt covenants primarily relate to maintaining minimum net worth and leverage ratios and liquidity. As of September 30, 2018, we were in compliance in all material respects with all covenants or other requirements set forth in our debt and related agreements.

Mortgage and mezzanine loans are nonrecourse to the borrowers, except for customary exceptions or carve-outs that trigger recourse liability to the borrowers in certain limited instances. Recourse obligations typically include only the payment of costs and liabilities suffered by lenders as a result of the occurrence of certain bad acts on the part of the borrower. However, in certain cases, carve-outs could trigger recourse obligations on the part of the borrower with respect to repayment of all or a portion of the outstanding principal amount of the loans. We have entered into customary guaranty agreements pursuant to which we guaranty payment of any recourse liabilities of the borrowers that result from non-recourse carve-outs (which include, but are not limited to, fraud, misrepresentation, willful conduct resulting in waste, misappropriations of rents following an event of default, voluntary bankruptcy filings, unpermitted transfers of collateral, and certain environmental liabilities). In the opinion of management, none of these guaranty agreements, either individually or in the aggregate, are likely to have a material adverse effect on our business, results of operations, or financial condition as of September 30, 2018.

Based on our current level of operations, management believes that our cash flow from operations and our existing cash balances should be adequate to meet upcoming anticipated requirements for interest and principal payments on debt (excluding any potential final maturity principal payments), working capital, and capital expenditures for the next 12 months and dividends required to maintain our status as a REIT for federal income tax purposes. With respect to upcoming maturities, we will continue to proactively address the refinancing or repayment of our 2019 and 2020 maturities. No assurances can be given that we will obtain additional financings or, if we do, what the amount and terms will be. Our failure to obtain future financing under favorable terms could adversely impact our ability to execute our business strategy. In addition, we may selectively pursue debt financing on individual properties.

We are committed to an investment strategy where we will opportunistically pursue hotel-related investments as suitable situations arise. Funds for future hotel-related investments are expected to be derived, in whole or in part, from cash on hand, future borrowings under a credit facility or other loans, or proceeds from additional issuances of common stock, preferred stock, or other securities, asset sales, and joint ventures. However, there can be no assurance that we will successfully make additional investments. We may, when conditions are suitable, consider additional capital raising opportunities.

Our existing hotel properties are mostly located in developed areas with competing hotel properties. Future occupancy, ADR, and RevPAR of any individual hotel could be materially and adversely affected by an increase in the number or quality of competitive hotel properties in its market area. Competition could also affect the quality and quantity of future investment opportunities.



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Dividend Policy. During the three month periods ended September 30, 2018 and 2017, the board of directors declared quarterly dividends of \$0.12 per share of outstanding common stock. In December 2017, the board of directors approved our 2018 dividend policy which anticipates a quarterly dividend payment of \$0.12 per share for the remainder of 2018. However, the adoption of a dividend policy does not commit our board of directors to declare future dividends. The board of directors will continue to review our dividend policy on a quarterly basis. We may incur indebtedness to meet distribution requirements imposed on REITs under the Internal Revenue Code to the extent that working capital and cash flow from our investments are insufficient to fund required distributions. Alternatively, we may elect to pay dividends on our common stock in cash or a combination of cash and shares of securities as permitted under federal income tax laws governing REIT distribution requirements. We may pay dividends in excess of our cash flow.

**SEASONALITY**

Our properties' operations historically have been seasonal as certain properties maintain higher occupancy rates during the summer months, while certain other properties maintain higher occupancy rates during the winter months. This seasonality pattern can cause fluctuations in our quarterly lease revenue under our percentage leases. We anticipate that our cash flows from the operations of our properties will be sufficient to enable us to make quarterly distributions to maintain our REIT status. To the extent that cash flows from operations are insufficient during any quarter due to temporary or seasonal fluctuations in lease revenue, we expect to utilize other cash on hand or borrowings to fund required distributions. However, we cannot make any assurances that we will make distributions in the future.

**OFF-BALANCE SHEET ARRANGEMENTS**

In the normal course of business, we form partnerships or joint ventures that operate certain hotels. We evaluate each partnership and joint venture to determine whether the entity is a Variable Interest Entity ("VIE"). If the entity is determined to be a VIE, we assess whether we are the primary beneficiary and need to consolidate the entity. For further discussion of the company's VIEs, see note 2 to our consolidated financial statements.

**CONTRACTUAL OBLIGATIONS**

There have been no material changes since December 31, 2017, outside of the ordinary course of business, to contractual obligations specified in the table of contractual obligations included in the section "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our 2017 Form 10-K.

**CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

Our accounting policies that are critical or most important to understanding our financial condition and results of operations and that require management to make the most difficult judgments are described in our 2017 Form 10-K. There have been no material changes in these critical accounting policies.

**NON-GAAP FINANCIAL MEASURES**

The following non-GAAP presentations of EBITDA, EBITDAre, Adjusted EBITDAre, FFO and AFFO are presented to help our investors evaluate our operating performance.

EBITDA is defined as net income (loss) before interest expense and amortization of premiums and loan costs, net, income taxes, depreciation and amortization, equity in earnings/loss of unconsolidated entities and after the Company's portion of EBITDA of unconsolidated entities. In addition, we include impairment charges on real estate, gain/loss on sale of hotel properties and our portion of impairment charges on real estate and gain/loss on sale of hotel properties of unconsolidated entities to calculate EBITDAre, as defined by NAREIT.

We then further adjust EBITDAre to exclude certain additional items such as uninsured hurricane related costs, write-off of premiums, loan costs and exit fees, other income/expense, net, transaction, acquisition and management conversion costs, legal judgment and related legal costs, dead deal costs, software implementation costs and non-cash items such as amortization of unfavorable contract liabilities, non-cash stock/unit-based compensation, unrealized gains/losses on marketable securities, derivative instruments, investment in securities investment fund, as well as our portion of adjustments to EBITDAre of unconsolidated entities.

We present EBITDA, EBITDAre and Adjusted EBITDAre because we believe they reflect more accurately the ongoing performance of our hotel assets and other investments and provide more useful information to investors as they are indicators of our ability to meet our future debt payment requirements, working capital requirements and they provide an overall evaluation of our financial condition. EBITDA, EBITDAre and Adjusted EBITDAre as calculated

by us may not be comparable to EBITDA, EBITDAre and Adjusted EBITDAre reported by other companies that do not define EBITDA, EBITDAre and Adjusted EBITDAre

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exactly as we define the terms. EBITDA, EBITDAre and Adjusted EBITDAre do not represent cash generated from operating activities determined in accordance with GAAP, and should not be considered as an alternative to operating income or net income determined in accordance with GAAP as an indicator of performance or as an alternative to cash flows from operating activities as determined by GAAP as an indicator of liquidity.

Beginning with the three months ended March 31, 2018, we have started reporting EBITDA for real estate, or EBITDAre, as defined by NAREIT, and Adjusted EBITDAre. Previously, we reported Adjusted EBITDA. Adjusted EBITDAre is calculated in a similar manner as Adjusted EBITDA, with the exception of the adjustment for the consolidated noncontrolling interest's pro rata share of Adjusted EBITDA. The rationale for including 100% of EBITDAre for consolidated noncontrolling interests is that the full amount of any debt of these entities is reported in our consolidated balance sheet and therefore metrics using total debt to EBITDAre provide a better understanding of the Company's leverage. This is also consistent with NAREIT's definition of EBITDAre. All prior periods have been adjusted to conform to the current period presentation.

The following table reconciles net income (loss) to EBITDA, EBITDAre and Adjusted EBITDAre (in thousands):

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2018	2017	2018	2017
Net income (loss)	\$(34,261 )	\$(28,726 )	\$(90,261 )	\$(50,235 )
Interest expense and amortization of premiums and loan costs, net	60,731	56,963	173,680	167,224
Depreciation and amortization	64,923	60,135	192,536	185,380
Income tax expense (benefit)	519	(1,267 )	2,606	(507 )
Equity in (earnings) loss of unconsolidated entities	(310 )	679	(892 )	3,632
Company's portion of EBITDA of unconsolidated entities (Ashford Inc.)	(1,607 )	(384 )	959	(20 )
Company's portion of EBITDA of unconsolidated entities (OpenKey)	(158 )	(113 )	(419 )	(361 )
EBITDA	89,837	87,287	278,209	305,113
Impairment charges on real estate	(27 )	1,785	1,652	1,785
(Gain) loss on sale of hotel properties	9	(15 )	(394 )	(14,024 )
EBITDAre	89,819	89,057	279,467	292,874
Amortization of unfavorable contract liabilities	(39 )	(363 )	(117 )	(1,151 )
Uninsured hurricane related costs	(43 )	3,711	(271 )	3,711
Write-off of premiums, loan costs and exit fees	1,572	—	9,316	1,629
Other (income) expense, net	10	273	(80 )	3,539
Transaction, acquisition and management conversion costs	391	202	596	3,770
Legal judgment and related legal costs	1	27	928	4,091
Unrealized (gain) loss on marketable securities	(68 )	936	758	4,813
Unrealized (gain) loss on derivatives	2,085	1,479	3,672	1,804
Dead deal costs	52	5	55	9
Software implementation costs	—	—	—	1,034
Non-cash stock/unit-based compensation	5,143	4,613	21,946	8,751
Company's portion of (gain) loss of AQUA U.S. Fund	—	—	—	(52 )
Company's portion of adjustments to EBITDAre of unconsolidated entities (Ashford Inc.)	2,814	1,703	4,997	3,752
Company's portion of adjustments to EBITDAre of unconsolidated entities (OpenKey)	4	2	12	4
Adjusted EBITDAre	\$101,741	\$101,645	\$321,279	\$328,578

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We calculate FFO and AFFO in the following table. FFO is calculated on the basis defined by NAREIT, which is net income (loss) attributable to common stockholders, computed in accordance with GAAP, excluding gains or losses on properties, and extraordinary items as defined by GAAP, plus depreciation and amortization of real estate assets, impairment charges on real estate assets, and after adjustments for unconsolidated entities and noncontrolling interests in the operating partnership. Adjustments for unconsolidated entities are calculated to reflect FFO on the same basis. NAREIT developed FFO as a relative measure of performance of an equity REIT to recognize that income-producing real estate historically has not depreciated on the basis determined by GAAP. Our calculation of AFFO excludes extinguishment of issuance costs upon redemption of preferred stock, write-off of loan costs and exit fees, uninsured hurricane related costs, other income/expense, net transaction, acquisition and management conversion costs, legal judgment and related legal costs, dead deal costs, software implementation costs and non-cash items such as non-cash stock/unit-based compensation, amortization of loan costs, unrealized gains/losses on marketable securities, derivative instruments, investment in securities investment fund, as well as our portion of adjustments to FFO related to unconsolidated entities. We exclude items from AFFO that are either non-cash or are not part of our core operations in order to provide a period-over-period comparison of our operating results. We consider FFO and AFFO to be appropriate measures of our ongoing normalized operating performance as a REIT. We compute FFO in accordance with our interpretation of standards established by NAREIT, which may not be comparable to FFO reported by other REITs that either do not define the term in accordance with the current NAREIT definition or interpret the NAREIT definition differently than us. FFO and AFFO do not represent cash generated from operating activities as determined by GAAP and should not be considered as an alternative to a) GAAP net income or loss as an indication of our financial performance or b) GAAP cash flows from operating activities as a measure of our liquidity, nor is it indicative of funds available to satisfy our cash needs, including our ability to make cash distributions. However, to facilitate a clear understanding of our historical operating results, we believe that FFO and AFFO should be considered along with our net income or loss and cash flows reported in the consolidated financial statements.

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The following table reconciles net income (loss) to FFO and Adjusted FFO (in thousands):

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2018	2017	2018	2017
Net income (loss)	\$ (34,261 )	\$ (28,726 )	\$ (90,261 )	\$ (50,235 )
(Income) loss from consolidated entities attributable to noncontrolling interest	(10 )	(22 )	8	(4 )
Net (income) loss attributable to redeemable noncontrolling interests in operating partnership	6,682	6,940	18,087	13,202
Preferred dividends	(10,645 )	(11,440 )	(31,933 )	(33,352 )
Extinguishment of issuance costs upon redemption of preferred stock	—	(4,507 )	—	(4,507 )
Net income (loss) attributable to common stockholders	(38,234 )	(37,755 )	(104,099 )	(74,896 )
Depreciation and amortization of real estate	64,865	60,075	192,363	185,197
(Gain) loss on sale of hotel properties	9	(15 )	(394 )	(14,024 )
Net income (loss) attributable to redeemable noncontrolling interests in operating partnership	(6,682 )	(6,940 )	(18,087 )	(13,202 )
Equity in (earnings) loss of unconsolidated entities	(310 )	679	(892 )	3,632
Impairment charges on real estate	(27 )	1,785	1,652	1,785
Company's portion of FFO of unconsolidated entities (Ashford Inc.)	470	(570 )	1,391	(3,265 )
Company's portion of FFO of unconsolidated entities (OpenKey)	(160 )	(116 )	(426 )	(366 )
FFO available to common stockholders and OP unitholders	19,931	17,143	71,508	84,861
Extinguishment of issuance costs upon redemption of preferred stock	—	4,507	—	4,507
Write-off of premiums, loan costs and exit fees	1,572	—	9,316	1,629
Uninsured hurricane related costs	(43 )	3,711	(271 )	3,711
Other (income) expense	10	273	(80 )	3,539
Transaction, acquisition and management conversion costs	391	202	596	3,770
Legal judgment and related legal costs	1	27	928	4,091
Unrealized (gain) loss on marketable securities	(68 )	936	758	4,813
Unrealized (gain) loss on derivatives	2,085	1,479	3,672	1,804
Dead deal costs	52	5	55	9
Software implementation costs	—	—	—	1,034
Non-cash stock/unit-based compensation	5,143	4,613	21,946	8,751
Amortization of loan costs	6,673	2,549	14,612	10,917
Company's portion of (gain) loss of AQUA U.S. Fund	—	—	—	(52 )
Company's portion of adjustments to FFO of unconsolidated entities (Ashford Inc.)	(1,453 )	1,580	730	6,130
Company's portion of adjustments to FFO of unconsolidated entities (OpenKey)	4	2	12	4
Adjusted FFO available to common stockholders and OP unitholders	\$ 34,298	\$ 37,027	\$ 123,782	\$ 139,518

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## HOTEL PORTFOLIO

The following table presents certain information related to our hotel properties as of September 30, 2018:

Hotel Property	Location	Service Type	Total Rooms	% Owned	Owned Rooms
Fee Simple Properties					
Embassy Suites	Austin, TX	Full service	150	100	150
Embassy Suites	Dallas, TX	Full service	150	100	150
Embassy Suites	Herndon, VA	Full service	150	100	150
Embassy Suites	Las Vegas, NV	Full service	220	100	220
Embassy Suites	Flagstaff, AZ	Full service	119	100	119
Embassy Suites	Houston, TX	Full service	150	100	150
Embassy Suites	West Palm Beach, FL	Full service	160	100	160
Embassy Suites	Philadelphia, PA	Full service	263	100	263
Embassy Suites	Walnut Creek, CA	Full service	249	100	249
Embassy Suites	Arlington, VA	Full service	267	100	267
Embassy Suites	Portland, OR	Full service	276	100	276
Embassy Suites	Santa Clara, CA	Full service	258	100	258
Embassy Suites	Orlando, FL	Full service	174	100	174
Hilton Garden Inn	Jacksonville, FL	Select service	119	100	119
Hilton Garden Inn	Austin, TX	Select service	254	100	254
Hilton Garden Inn	Baltimore, MD	Select service	158	100	158
Hilton Garden Inn	Virginia Beach, VA	Select service	176	100	176
Hilton Garden Inn	Wisconsin Dells, WI	Select service	128	100	128
Hilton	Houston, TX	Full service	242	100	242
Hilton	St. Petersburg, FL	Full service	333	100	333
Hilton	Santa Fe, NM	Full service	158	100	158
Hilton	Bloomington, MN	Full service	300	100	300
Hilton	Costa Mesa, CA	Full service	486	100	486
Hilton	Boston, MA	Full service	390	100	390
Hilton	Parsippany, NJ	Full service	353	100	353
Hilton	Tampa, FL	Full service	238	100	238
Hilton	Alexandria, VA	Full service	252	100	252
Hampton Inn	Lawrenceville, GA	Select service	85	100	85
Hampton Inn	Evansville, IN	Select service	140	100	140
Hampton Inn	Parsippany, NJ	Select service	152	100	152
Hampton Inn	Buford, GA	Select service	92	100	92
Hampton Inn	Phoenix, AZ	Select service	106	100	106
Hampton Inn - Waterfront	Pittsburgh, PA	Select service	113	100	113
Hampton Inn - Washington	Pittsburgh, PA	Select service	103	100	103
Hampton Inn	Columbus, OH	Select service	145	100	145
Marriott	Beverly Hills, CA	Full service	260	100	260
Marriott	Durham, NC	Full service	225	100	225
Marriott	Arlington, VA	Full service	701	100	701
Marriott	Bridgewater, NJ	Full service	347	100	347
Marriott	Dallas, TX	Full service	265	100	265
Marriott	Fremont, CA	Full service	357	100	357
Marriott	Memphis, TN	Full service	232	100	232
Marriott	Irving, TX	Full service	491	100	491
Marriott	Omaha, NE	Full service	300	100	300



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Hotel Property	Location	Service Type	Total Rooms	% Owned	Owned Rooms
Marriott	San Antonio, TX	Full service	251	100	251
Marriott	Sugarland, TX	Full service	300	100	300
SpringHill Suites by Marriott	Jacksonville, FL	Select service	102	100	102
SpringHill Suites by Marriott	Baltimore, MD	Select service	133	100	133
SpringHill Suites by Marriott	Kennesaw, GA	Select service	90	100	90
SpringHill Suites by Marriott	Buford, GA	Select service	97	100	97
SpringHill Suites by Marriott	Charlotte, NC	Select service	136	100	136
SpringHill Suites by Marriott	Durham, NC	Select service	120	100	120
SpringHill Suites by Marriott	Manhattan Beach, CA	Select service	164	100	164
SpringHill Suites by Marriott	Plymouth Meeting, PA	Select service	199	100	199
Fairfield Inn by Marriott	Kennesaw, GA	Select service	86	100	86
Courtyard by Marriott	Bloomington, IN	Select service	117	100	117
Courtyard by Marriott - Tremont	Boston, MA	Select service	315	100	315
Courtyard by Marriott	Columbus, IN	Select service	90	100	90
Courtyard by Marriott	Denver, CO	Select service	202	100	202
Courtyard by Marriott	Louisville, KY	Select service	150	100	150
Courtyard by Marriott	Gaithersburg, MD	Select service	210	100	210
Courtyard by Marriott	Crystal City, VA	Select service	272	100	272
Courtyard by Marriott	Ft. Lauderdale, FL	Select service	174	100	174
Courtyard by Marriott	Overland Park, KS	Select service	168	100	168
Courtyard by Marriott	Savannah, GA	Select service	156	100	156
Courtyard by Marriott	Foothill Ranch, CA	Select service	156	100	156
Courtyard by Marriott	Alpharetta, GA	Select service	154	100	154
Courtyard by Marriott	Oakland, CA	Select service	156	100	156
Courtyard by Marriott	Scottsdale, AZ	Select service	180	100	180
Courtyard by Marriott	Plano, TX	Select service	153	100	153
Courtyard by Marriott	Newark, CA	Select service	181	100	181
Courtyard by Marriott	Manchester, CT	Select service	90	85	77
Courtyard by Marriott	Basking Ridge, NJ	Select service	235	100	235
Courtyard by Marriott	Wichita, KS	Select service	128	100	128
Courtyard by Marriott - Billerica	Boston, MA	Select service	210	100	210
Homewood Suites	Pittsburgh, PA	Select service	148	100	148
Marriott Residence Inn	Lake Buena Vista, FL	Select service	210	100	210
Marriott Residence Inn	Evansville, IN	Select service	78	100	78
Marriott Residence Inn	Orlando, FL	Select service	350	100	350
Marriott Residence Inn	Falls Church, VA	Select service	159	100	159
Marriott Residence Inn	San Diego, CA	Select service	150	100	150
Marriott Residence Inn	Salt Lake City, UT	Select service	144	100	144
Marriott Residence Inn	Las Vegas, NV	Select service	256	100	256
Marriott Residence Inn	Phoenix, AZ	Select service	200	100	200
Marriott Residence Inn	Plano, TX	Select service	126	100	126
Marriott Residence Inn	Newark, CA	Select service	168	100	168
Marriott Residence Inn	Manchester, CT	Select service	96	85	82
Marriott Residence Inn	Jacksonville, FL	Select service	120	100	120
Marriott Residence Inn	Stillwater, OK	Select service	101	100	101
TownePlace Suites by Marriott	Manhattan Beach, CA	Select service	143	100	143
One Ocean	Atlantic Beach, FL	Full service	193	100	193



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Sheraton Hotel	Ann Arbor, MI	Full service	197	100	197
Sheraton Hotel	Langhorne, PA	Full service	186	100	186

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Hotel Property	Location	Service Type	Total Rooms	% Owned	Owned Rooms
Sheraton Hotel	Minneapolis, MN	Full service	220	100	220
Sheraton Hotel	Indianapolis, IN	Full service	378	100	378
Sheraton Hotel	Anchorage, AK	Full service	370	100	370
Sheraton Hotel	San Diego, CA	Full service	260	100	260
Hyatt Regency	Coral Gables, FL	Full service	253	100	253
Hyatt Regency	Hauppauge, NY	Full service	358	100	358
Hyatt Regency	Savannah, GA	Full service	351	100	351
Renaissance	Nashville, TN	Full service	673	100	673
Annapolis Historic Inn	Annapolis, MD	Full service	124	100	124
Lakeway Resort & Spa	Austin, TX	Full service	168	100	168
Silversmith	Chicago, IL	Full service	144	100	144
The Churchill	Washington, DC	Full service	173	100	173
The Melrose	Washington, DC	Full service	240	100	240
Le Pavillon	New Orleans, LA	Full service	226	100	226
The Ashton	Ft. Worth, TX	Full service	39	100	39
Westin	Princeton, NJ	Full service	296	100	296
W	Atlanta, GA	Full service	237	100	237
W	Minneapolis, MN	Full service	229	100	229
Le Meridien	Minneapolis, MN	Full service	60	100	60
Hotel Indigo	Atlanta, GA	Full service	140	100	140
Ritz-Carlton	Atlanta, GA	Full service	444	100	444
Ground Lease Properties					
Crowne Plaza <sup>(1)</sup>	Key West, FL	Full service	160	100	160
Crowne Plaza <sup>(2)</sup>	Annapolis, MD	Full service	196	100	196
Hilton <sup>(3)</sup>	Ft. Worth, TX	Full service	294	100	294
Renaissance <sup>(4)</sup>	Palm Springs, CA	Full service	410	100	410
Total			24,930		24,903

<sup>(1)</sup> The ground lease expires in 2084.

<sup>(2)</sup> The ground lease expires in 2114.

<sup>(3)</sup> The ground lease expires in 2040.

<sup>(4)</sup> The ground lease expires in 2059 with one 25-year extension option.

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**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK**

Our primary market risk exposure consists of changes in interest rates on borrowings under our debt instruments. The analysis below presents the sensitivity of the market value of our financial instruments to selected changes in market interest rates.

At September 30, 2018, our total indebtedness of \$3.9 billion included \$3.6 billion of variable-rate debt. The impact on our results of operations of a 25-basis point change in interest rate on the outstanding balance of variable-rate debt at September 30, 2018 would be approximately \$9.0 million annually. Interest rate changes have no impact on the remaining \$349.2 million of fixed-rate debt.

The above amounts were determined based on the impact of hypothetical interest rates on our borrowings and assume no changes in our capital structure. As the information presented above includes only those exposures that existed at September 30, 2018, it does not consider exposures or positions that could arise after that date. Accordingly, the information presented herein has limited predictive value. As a result, the ultimate realized gain or loss with respect to interest rate fluctuations will depend on exposures that arise during the period, the hedging strategies at the time, and the related interest rates.

We use credit default swaps, tied to the CMBX index, to hedge financial and capital market risk. We have entered into credit default swap transactions, excluding those that have terminated, for notional amounts totaling \$212.5 million, to hedge financial and capital market risk. A credit default swap is a derivative contract that functions like an insurance policy against the credit risk of an entity or obligation. The seller of protection assumes the credit risk of the reference obligation from the buyer (us) of protection in exchange for annual premium payments. If a default or a loss, as defined in the credit default swap agreements, occurs on the underlying bonds, then the buyer of protection is protected against those losses. The only liability for us, the buyer, is the annual premium and any change in value of the underlying CMBX index (if the trade is terminated prior to maturity). For all CMBX trades completed to date, we were the buyer of protection. Credit default swaps are subject to master-netting settlement arrangements and credit support annexes. Assuming the underlying bonds pay off at par over their remaining average life, our total exposure for these trades was approximately \$5.5 million at September 30, 2018.

We hold interest rate floors with notional amounts totaling \$28.8 billion and strike rates ranging from (0.25)% to 2.0%. Our total exposure is capped at our initial upfront costs totaling \$10.2 million. These instruments have termination dates ranging from March 2019 to July 2020.

**ITEM 4. CONTROLS AND PROCEDURES**

Under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, our management has evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")) as of September 30, 2018 (the "Evaluation Date"). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of the Evaluation Date, our disclosure controls and procedures are effective (i) to ensure that information required to be disclosed in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission rules and forms; and (ii) to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosures.

There have been no changes in our internal controls over financial reporting during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

## PART II. OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

Litigation—Palm Beach Florida Hotel and Office Building Limited Partnership, et al. v. Nantucket Enterprises, Inc. This litigation involves a landlord tenant dispute from 2008 in which the landlord, Palm Beach Florida Hotel and Office Building Limited Partnership, a subsidiary of the Company, claimed that the tenant had violated various lease provisions of the lease agreement and was therefore in default. The tenant counterclaimed and asserted multiple claims including that it had been wrongfully evicted. The litigation was instituted by the plaintiff in November 2008 in the Circuit Court of the Fifteenth Judicial Circuit, in and for Palm Beach County, Florida and proceeded to a jury trial on June 30, 2014. The jury entered its verdict awarding the tenant total claims of \$10.8 million and ruling against the landlord on its claim of breach of contract. In 2016, the Court of Appeals reduced the original \$10.8 million judgment to \$8.8 million and added pre-judgment interest on the wrongful eviction judgment. The case was further appealed to the Florida Supreme Court. On May 23, 2017, the trial court issued an order compelling the company that issued the supersedeas bond, RLI Insurance Company (“RLI”), to pay approximately \$10.0 million. On June 1, 2017, RLI paid Nantucket this amount and sought reimbursement from the Company. On June 27, 2017, the Florida Supreme Court denied the Company’s petition for review. As a result, all of the appeals were exhausted and the judgment was final with the determination and reimbursement of attorney’s fees being the only remaining dispute. On June 29, 2017, the balance of the judgment was paid to Nantucket by the Company. On July 26, 2018, we paid \$544,000 as part of a settlement on certain legal fees. The negotiations relating to the potential payment of the remaining attorney’s fees are still ongoing. As of September 30, 2018, we have accrued approximately \$508,000 in legal fees, which represents the Company’s estimate of the amount of potential remaining legal fees that could be owed.

We are engaged in other various legal proceedings which have arisen but have not been fully adjudicated. The likelihood of loss from these legal proceedings, based on definitions within contingency accounting literature, ranges from remote to reasonably possible and to probable. Based on estimates of the range of potential losses associated with these matters, management does not believe the ultimate resolution of these proceedings, either individually or in the aggregate, will have a material adverse effect on our consolidated financial position or results of operations. However, the final results of legal proceedings cannot be predicted with certainty and if we fail to prevail in one or more of these legal matters, and the associated realized losses exceed our current estimates of the range of potential losses, our consolidated financial position or results of operations could be materially adversely affected in future periods.

### ITEM 1A. RISK FACTORS

The discussion of our business and operations should be read together with the risk factors contained in Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the Securities and Exchange Commission, which describe various risks and uncertainties to which we are or may become subject. These risks and uncertainties have the potential to affect our business, financial condition, results of operations, cash flows, strategies, or prospects in a material and adverse manner.

We may not realize the anticipated benefits of the Enhanced Return Funding Program.

On June 26, 2018, we entered into the ERF Agreement with Ashford Inc. and Ashford LLC, which generally provides that Ashford LLC, a subsidiary of Ashford Inc. will make investments to facilitate the acquisition of properties by us that are recommended by Ashford LLC, in an aggregate amount of up to \$50 million (subject to increase to up to \$100 million by mutual agreement). The investments by Ashford LLC will equal 10% of the property acquisition price and will be made, either at the time of the property acquisition or at any time in the following two years from the date of such acquisition, in exchange for furniture, fixture and equipment for use at the acquired property or any other property owned by us. For instance, in connection with our acquisition of the Hilton Old Town Alexandria on June 29, 2018, Ashford LLC is obligated to provide us with approximately \$11.1 million in exchange for furniture, fixtures and equipment at our properties. As of September 30, 2018, Ashford Trust had received approximately \$390,000 of furniture, fixtures or equipment under the ERF Agreement. Ashford LLC, however, is not obligated to make an investment under the ERF Agreement if its unrestricted cash balance, after taking into account the cash amount required for such investment, would be less than \$15.0 million. In addition, there can be no assurance that when furniture, fixture and equipment is identified by us in connection with an ERF investment that Ashford LLC will make the required payment to us on a timely basis or at all. Ashford LLC’s delay or failure to make

the payment under the ERFPA Agreement would negatively impact our ability to realize the intended benefits under the ERFPA Agreement, which could result in a material adverse effect of our business, results of operations and financial condition. Furthermore, we may choose not to enforce, or to enforce less vigorously, our rights under the

ERFP Agreement because of our desire to maintain our ongoing relationship with Ashford Inc. and Ashford LLC, and legal action against either party is likely to impact that relationship.

## ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

### Purchases of Equity Securities by the Issuer

The following table provides the information with respect to purchases and forfeitures of shares of our common stock during each of the months in the third quarter of 2018:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plan <sup>(1)</sup>	Maximum Dollar Value of Shares That May Yet Be Purchased Under the Plan
Common stock:				
July 1 to July 31	6,840	\$ — <sup>(2)</sup>	—	\$ 200,000,000
August 1 to August 31	—	—	—	200,000,000
September 1 to September 30	657	— <sup>(2)</sup>	—	200,000,000
Total	7,497	\$ —	—	

(1) On December 5, 2017, the board of directors reapproved a stock repurchase program (the “Repurchase Program”) pursuant to which the board of directors granted a repurchase authorization to acquire shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”) having an aggregate value of up to \$200 million. The board of director’s authorization replaced any previous repurchase authorizations.

(2) There is no cost associated with the forfeiture of 6,840 and 657 restricted shares of our common stock in July and September, respectively.

## ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

## ITEM 4. MINE SAFETY DISCLOSURES

None.

## ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit	Description
3.1	<u>Articles of Amendment and Restatement, as amended by Amendment Number One to Articles of Amendment and Restatement (incorporated by reference to Exhibit 4.6 to Registration Statement on Form S-3 filed on May 15, 2015) (File No. 333-204235)</u>
3.2	<u>Amendment Number Two to Articles of Amendment and Restatement of Ashford Hospitality Trust, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant’s Form 8-K, filed on May 22, 2017)</u>
3.3	<u>Second Amended and Restated Bylaws, as amended by Amendment No. 1 on October 26, 2014, by Amendment No.2 on October 19, 2015 and by Amendment No. 3 on August 2, 2016 (incorporated by reference to Exhibit 3.1 to the Registrant’s Form 8-K, filed on August 8, 2016)</u>
12*	<u>Statement Regarding Computation of Ratios of Earnings to Combined Fixed Charges and Preferred Stock Dividends</u>
31.1*	<u>Certifications of Chief Executive Officer Pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended</u>
31.2*	<u>Certifications of Chief Financial Officer Pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended</u>
32.1*	<u>Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>
32.2*	<u>Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>

The following materials from the Company’s quarterly report on Form 10-Q for the quarter ended September 30, 2018 are formatted in XBRL (Extensible Business Reporting Language): (i) Consolidated Balance Sheets; (ii) Consolidated Statements of Operations; (iii) Consolidated Statements Comprehensive Income (Loss); (iii) Consolidated Statement of Equity; (iv) Consolidated Statements of Cash Flows; and (v) Notes to the Consolidated Financial Statements. In accordance with Rule 402 of Regulation S-T, the XBRL related information in Exhibit 101 to this Quarterly Report on Form 10-Q shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), or otherwise subject to the liability of that section, and shall not be part of any registration statement or other document filed under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

101.INS	XBRL Instance Document	Submitted electronically with this report.
101.SCH	XBRL Taxonomy Extension Schema Document	Submitted electronically with this report.
101.CAL	XBRL Taxonomy Calculation Linkbase Document	Submitted electronically with this report.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	Submitted electronically with this report.
101.LAB	XBRL Taxonomy Label Linkbase Document.	Submitted electronically with this report.
101.PRE	XBRL Taxonomy Presentation Linkbase Document.	Submitted electronically with this report.

\* Filed herewith.

SIGNATURES

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.

ASHFORD HOSPITALITY TRUST, INC.

Date: November 2, 2018 By: /s/ DOUGLAS A. KESSLER

Douglas A. Kessler  
President and Chief Executive Officer

Date: November 2, 2018 By: /s/ DERIC S. EUBANKS

Deric S. Eubanks  
Chief Financial Officer