

Edgar Filing: STRATEGIC HOTELS & RESORTS, INC - Form 10-Q

STRATEGIC HOTELS & RESORTS, INC

Form 10-Q

May 08, 2014

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 10-Q

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(Mark One)

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

For the quarterly period ended March 31, 2014

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: 001-32223

STRATEGIC HOTELS & RESORTS, INC.

(Exact name of registrant as specified in its charter)

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Maryland

(State or other jurisdiction of  
incorporation or organization)

200 West Madison Street, Suite 1700, Chicago, Illinois

(Address of principal executive offices)

Registrant's telephone number, including area code: (312) 658-5000

33-1082757

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

60606-3415

(Zip Code)

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Former name, former address and former fiscal year, if changed since last report:

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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post such files). Yes ☒ No ☐

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

Large accelerated filer ☒ Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting  
company) Smaller reporting company ☐

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

Yes ☐ No ☒

The number of shares of common stock (par value \$0.01 per share) of the registrant outstanding as of May 7, 2014 was 205,857,726.



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FORM 10-Q  
FOR THE QUARTER ENDED MARCH 31, 2014  
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WHERE TO FIND MORE INFORMATION:

We maintain a website at [www.strategichotels.com](http://www.strategichotels.com). Through our website, we make available, free of charge, our annual proxy statement, annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission (SEC). The SEC maintains a website that contains these reports at [www.sec.gov](http://www.sec.gov).

This report (and Exhibit 99.1 hereto) contains registered trademarks that are the exclusive property of their respective owners, which are companies other than us, including Fairmont®, Four Seasons®, Hyatt®, InterContinental®, JW Marriott®, Loews®, Marriott®, Renaissance®, Ritz-Carlton® and Westin®. None of the owners of these trademarks, their affiliates or any of their respective officers, directors, agents or employees has or will have any liability or responsibility for any financial statements, projections or other financial information or other information contained in this report.

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## PART I. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS.

## STRATEGIC HOTELS &amp; RESORTS, INC. AND SUBSIDIARIES (SHR)

## UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

(In Thousands, Except Share Data)

	March 31, 2014	December 31, 2013
Assets		
Investment in hotel properties, net*	\$2,033,812	\$1,795,338
Goodwill	38,128	38,128
Intangible assets, net of accumulated amortization of \$6,158 and \$11,753*	3,877	29,502
Assets held for sale	—	135,901
Investment in unconsolidated affiliates	76,779	104,973
Cash and cash equivalents*	166,892	73,655
Restricted cash and cash equivalents*	81,698	75,916
Accounts receivable, net of allowance for doubtful accounts of \$486 and \$606*	52,691	39,660
Deferred financing costs, net of accumulated amortization of \$11,539 and \$12,354*	6,800	8,478
Prepaid expenses and other assets*	32,572	35,600
Total assets	\$2,493,249	\$2,337,151
Liabilities, Noncontrolling Interests and Equity		
Liabilities:		
Mortgages and other debt payable, net of discount*	\$1,161,263	\$1,163,696
Bank credit facility	30,000	110,000
Liabilities of assets held for sale	—	17,027
Accounts payable and accrued expenses*	203,699	189,889
Preferred stock redemption liability	103,704	—
Distributions payable	2,277	—
Deferred tax liabilities	45,957	46,137
Total liabilities	1,546,900	1,526,749
Commitments and contingencies (see note 13)		
Noncontrolling interests in SHR's operating partnership	8,124	7,534
Equity:		
SHR's shareholders' equity:		
8.50% Series A Cumulative Redeemable Preferred Stock (\$0.01 par value per share; 4,148,141 shares issued and outstanding; liquidation preference \$25.00 per share plus accrued distributions and \$103,704 in the aggregate)	—	99,995
8.25% Series B Cumulative Redeemable Preferred Stock (\$0.01 par value per share; 3,615,375 shares issued and outstanding; liquidation preference \$25.00 per share plus accrued distributions and \$90,384 in the aggregate)	87,064	87,064
8.25% Series C Cumulative Redeemable Preferred Stock (\$0.01 par value per share; 3,827,727 shares issued and outstanding; liquidation preference \$25.00 per share plus accrued distributions and \$95,693 in the aggregate)	92,489	92,489
Common stock (\$0.01 par value per share; 350,000,000 shares of common stock authorized; 205,792,726 and 205,582,838 shares of common stock issued and outstanding)	2,058	2,056
Additional paid-in capital	1,696,148	1,705,306
Accumulated deficit	(1,007,970 )	(1,234,952 )
Accumulated other comprehensive loss	(22,328 )	(41,445 )

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Total SHR's shareholders' equity	847,461	710,513
Noncontrolling interests in consolidated affiliates	90,764	92,355
Total equity	938,225	802,868
Total liabilities, noncontrolling interests and equity	\$2,493,249	\$2,337,151
See accompanying notes to unaudited condensed consolidated financial statements.		

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STRATEGIC HOTELS & RESORTS, INC. AND SUBSIDIARIES (SHR)  
 UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS - Continued  
 (In Thousands)

	March 31, 2014	December 31, 2013
*Consolidated Variable Interest Entity's Assets and Liabilities included in the above balances (see note 5):		
Investment in hotel properties, net	\$340,650	\$340,136
Cash and cash equivalents	5,953	6,214
Restricted cash and cash equivalents	18,924	14,843
Accounts receivable, net of allowance for doubtful accounts of \$37 and \$91	4,375	4,520
Deferred financing costs, net of accumulated amortization of \$2,233 and \$1,871	2,167	2,529
Prepaid expenses and other assets	7,326	8,922
Mortgages and other debt payable	185,826	185,826
Accounts payable and accrued expenses	12,735	9,371
See accompanying notes to unaudited condensed consolidated financial statements.		

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STRATEGIC HOTELS & RESORTS, INC. AND SUBSIDIARIES (SHR)  
 UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
 (In Thousands, Except Per Share Data)

	Three Months Ended March 31,	
	2014	2013
Revenues:		
Rooms	\$ 103,100	\$ 98,264
Food and beverage	70,017	62,057
Other hotel operating revenue	20,239	19,659
Lease revenue	1,299	1,200
Total revenues	194,655	181,180
Operating Costs and Expenses:		
Rooms	33,707	31,763
Food and beverage	54,603	51,550
Other departmental expenses	53,579	51,181
Management fees	5,778	5,010
Other hotel expenses	15,678	14,889
Lease expense	1,258	1,176
Depreciation and amortization	22,205	24,908
Corporate expenses	7,193	5,763
Total operating costs and expenses	194,001	186,240
Operating income (loss)	654	(5,060 )
Interest expense	(18,274 )	(19,663 )
Interest income	27	10
Equity in earnings of unconsolidated affiliates	4,445	1,345
Foreign currency exchange gain (loss)	2	(86 )
Gain on consolidation of affiliate	78,117	—
Other income, net	423	132
Income (loss) before income taxes and discontinued operations	65,394	(23,322 )
Income tax expense	(39 )	(13 )
Income (loss) from continuing operations	65,355	(23,335 )
Income from discontinued operations, net of tax	158,435	1,989
Net Income (Loss)	223,790	(21,346 )
Net (income) loss attributable to the noncontrolling interests in SHR's operating partnership	(849 )	87
Net loss attributable to the noncontrolling interests in consolidated affiliates	4,041	3,852
Net Income (Loss) Attributable to SHR	226,982	(17,407 )
Preferred shareholder dividends	(9,824 )	(6,041 )
Net Income (Loss) Attributable to SHR Common Shareholders	\$ 217,158	\$ (23,448 )
Amounts Attributable to SHR:		
Income (loss) from continuing operations	\$ 69,155	\$ (19,396 )
Income from discontinued operations	157,827	1,989
Net income (loss)	\$ 226,982	\$ (17,407 )
Basic Income (Loss) Per Common Share:		
Income (loss) from continuing operations attributable to SHR common shareholders	\$ 0.29	\$ (0.12 )
Income from discontinued operations attributable to SHR common shareholders	0.76	0.01
Net income (loss) attributable to SHR common shareholders	\$ 1.05	\$ (0.11 )
Weighted average shares of common stock outstanding	206,983	206,981

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Diluted Income (Loss) Per Common Share:

Income (loss) from continuing operations attributable to SHR common shareholders	\$0.25	\$(0.13	)
Income from discontinued operations attributable to SHR common shareholders	0.72	0.01	
Net income (loss) attributable to SHR common shareholders	\$0.97	\$(0.12	)
Weighted average shares of common stock outstanding	219,368	218,710	
See accompanying notes to unaudited condensed consolidated financial statements.			



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STRATEGIC HOTELS & RESORTS, INC. AND SUBSIDIARIES (SHR)  
 UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF  
 COMPREHENSIVE INCOME (LOSS)  
 (In Thousands)

	Three Months Ended March 31,	
	2014	2013
Net Income (Loss)	\$223,790	\$(21,346 )
Other comprehensive income:		
Gain on currency translation adjustments	18,784	774
Gain on derivatives and other activity	333	4,989
Other comprehensive income	19,117	5,763
Comprehensive Income (Loss)	242,907	(15,583 )
Comprehensive (income) loss attributable to the noncontrolling interests in SHR's operating partnership	(922 )	63
Comprehensive loss attributable to the noncontrolling interests in consolidated affiliates	4,041	3,852
Comprehensive Income (Loss) Attributable to SHR	\$246,026	\$(11,668 )
See accompanying notes to unaudited condensed consolidated financial statements.		

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STRATEGIC HOTELS & RESORTS, INC. AND SUBSIDIARIES (SHR)  
 UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
 (In Thousands)

	Three Months Ended March 31,	
	2014	2013
Operating Activities:		
Net income (loss)	\$223,790	\$(21,346)
Adjustments to reconcile net income (loss) to net cash (used in) provided by operating activities (including discontinued operations):		
Deferred income tax expense	545	507
Depreciation and amortization	23,480	27,218
Amortization of deferred financing and interest rate swap costs	1,966	3,363
Loss on early extinguishment of debt	272	—
Equity in earnings of unconsolidated affiliates	(4,445)	) (1,345)
Share-based compensation	1,458	1,115
Gain on consolidation of affiliate	(78,117)	) —
Gain on sale of assets, net of tax	(155,825)	) —
Income tax on sale of assets	(20,451)	) —
Foreign currency exchange gain	(34)	) (240)
Recognition of deferred gains	(53)	) (51)
Mark to market of derivative financial instruments	(2,270)	) (2,987)
Increase in accounts receivable	(4,656)	) (9,001)
(Increase) decrease in other assets	(465)	) 894
(Decrease) increase in accounts payable and accrued expenses	(1,143)	) 2,378
Net cash (used in) provided by operating activities	(15,948)	) 505
Investing Activities:		
Acquisition of hotel investment	(90,616)	) —
Proceeds from sale of assets	411,503	—
Cash received from unconsolidated affiliates	2,221	16,996
Unrestricted cash sold	(15,634)	) —
Unrestricted cash acquired	8,746	—
Capital expenditures	(20,926)	) (21,703)
Decrease (increase) in restricted cash and cash equivalents	5,000	(4,993)
Net cash provided by (used in) investing activities	300,294	(9,700)
Financing Activities:		
Preferred stock redemption costs	(57)	) —
Borrowings under bank credit facility	30,000	22,000
Payments on bank credit facility	(110,000)	) (12,000)
Payments on mortgages and other debt	(117,697)	) (4,351)
Contributions from holders of noncontrolling interests in consolidated affiliates	2,450	3,140
Distributions to preferred shareholders	(3,838)	) —
Other financing activities	(989)	) (722)
Net cash (used in) provided by financing activities	(200,131)	) 8,067
Effect of exchange rate changes on cash	119	(419)
Net change in cash and cash equivalents	84,334	(1,547)
Change in cash of assets held for sale	8,903	—
Cash and cash equivalents, beginning of period	73,655	80,074
Cash and cash equivalents, end of period	\$166,892	\$78,527
See accompanying notes to unaudited condensed consolidated financial statements.		



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## STRATEGIC HOTELS &amp; RESORTS, INC. AND SUBSIDIARIES (SHR)

## UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS – Continued

(In Thousands)

	Three Months Ended March 31,	
	2014	2013
Supplemental Schedule of Non-Cash Investing and Financing Activities:		
Assumption of mortgage loan - hotel investment acquisition (see note 3)	\$114,507	\$—
Gain on mark to market of derivative instruments (see notes 2 and 10)	\$(2,328	) \$(3,049
Preferred stock redemption accrual (see note 9)	\$103,704	\$—
Distributions declared and payable to preferred shareholders (see note 9)	\$2,277	\$6,041
Decrease in capital expenditures recorded as liabilities	\$(392	) \$(520
Cash Paid For (Receipts Of):		
Interest, net of interest capitalized	\$20,119	\$21,565
Income taxes, net of refunds	\$20,956	\$(27
See accompanying notes to unaudited condensed consolidated financial statements.		)

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### STRATEGIC HOTELS & RESORTS, INC. AND SUBSIDIARIES

#### NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

##### 1. GENERAL

Strategic Hotels & Resorts, Inc. (SHR and, together with its subsidiaries, the Company) was incorporated in January 2004 to acquire and asset-manage upper upscale and luxury hotels that are subject to long-term management contracts. As of March 31, 2014, the Company's portfolio included 16 full-service hotel interests located in urban and resort markets in the United States and Hamburg, Germany. The Company operates in one reportable business segment, hotel ownership.

SHR operates as a self-administered and self-managed real estate investment trust (REIT), which means that it is managed by its board of directors and executive officers. A REIT is a legal entity that holds real estate interests and, through payments of dividends to stockholders, is permitted to reduce or avoid federal income taxes at the corporate level. For SHR to continue to qualify as a REIT, it cannot operate hotels; instead it employs internationally known hotel management companies to operate its hotels under management contracts. SHR conducts its operations through its direct and indirect subsidiaries, including its operating partnership, Strategic Hotel Funding, L.L.C. (SH Funding), which currently holds substantially all of the Company's assets. SHR is the sole managing member of SH Funding and holds approximately 99% of its membership units as of March 31, 2014. SHR manages all business aspects of SH Funding, including the sale and purchase of hotels, the investment in these hotels and the financing of SH Funding and its assets.

As of March 31, 2014, SH Funding owned interests in or leased the following 16 hotels:

- |                                     |                                       |
|-------------------------------------|---------------------------------------|
| 1. Fairmont Chicago                 | 9. InterContinental Miami             |
| 2. Fairmont Scottsdale Princess (a) | 10. JW Marriott Essex House Hotel (d) |
| 3. Four Seasons Jackson Hole        | 11. Loews Santa Monica Beach Hotel    |
| 4. Four Seasons Silicon Valley      | 12. Marriott Hamburg (e)              |
| 5. Four Seasons Washington, D.C.    | 13. Marriott Lincolnshire Resort (f)  |
| 6. Hotel del Coronado (b)           | 14. Ritz-Carlton Half Moon Bay        |
| 7. Hyatt Regency La Jolla (c)       | 15. Ritz-Carlton Laguna Niguel        |
| 8. InterContinental Chicago         | 16. Westin St. Francis                |

This property was previously owned by an unconsolidated affiliate in which the Company held an interest (see note (a)6). On March 31, 2014, the Company acquired the remaining ownership interest and now consolidates this property (see note 3). One land parcel at this property is subject to a ground lease arrangement.

(b) This property is owned by an unconsolidated affiliate in which the Company indirectly holds an interest (see note 6).

(c) This property is owned by a consolidated affiliate in which the Company holds an interest (see note 2).

(d) This property is owned by a consolidated affiliate in which the Company holds an interest (see notes 2 and 5).

(e) The Company has a leasehold interest in this property.

(f) This property is subject to a ground lease arrangement.

##### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

###### Basis of Presentation:

The accompanying unaudited condensed consolidated financial statements and related notes have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) and in conformity with the rules and regulations of the SEC applicable to interim financial information. As such, certain information and footnote disclosures normally included in complete annual financial statements prepared in accordance with GAAP have been omitted in accordance with the rules and regulations of the SEC. In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all adjustments, consisting of normal recurring accruals, necessary to present fairly the financial position of the Company and its results of operations and cash flows for the interim periods presented. The Company believes the disclosures made are adequate to prevent the information presented from being misleading. However, the unaudited condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements included in SHR's annual report on Form 10-K for the year ended December 31, 2013.



## STRATEGIC HOTELS &amp; RESORTS, INC. AND SUBSIDIARIES

## NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## Basis of Consolidation:

The accompanying unaudited condensed consolidated financial statements include the accounts of SHR, its subsidiaries and other entities in which the Company has a controlling interest. If SH Funding determines that it is the holder of a variable interest in a variable interest entity (VIE), and it is the primary beneficiary, then SH Funding will consolidate the entity. At March 31, 2014, SH Funding consolidated one VIE, the entity that owns the JW Marriott Essex House Hotel (see note 5). For entities that are not considered VIEs, SH Funding consolidates those entities it controls. At March 31, 2014, SH Funding owned a 53.5% controlling interest in the entity that owns the Hyatt Regency La Jolla hotel, which is consolidated in the accompanying condensed consolidated financial statements. It accounts for those entities over which it has a significant influence but does not control using the equity method of accounting. At March 31, 2014, SH Funding owned interests in the Hotel del Coronado (Hotel del Coronado Venture), the Four Seasons Residence Club Punta Mita (RCPM), and the Lot H5 Venture (see note 6), which are unconsolidated affiliates in the accompanying condensed consolidated financial statements that are accounted for using the equity method of accounting.

All significant intercompany transactions and balances have been eliminated in consolidation.

## Use of Estimates:

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

## Restricted Cash and Cash Equivalents:

At March 31, 2014 and December 31, 2013, restricted cash and cash equivalents included \$34,533,000 and \$38,629,000, respectively, that will be used for property and equipment replacement in accordance with hotel management or lease agreements. At March 31, 2014 and December 31, 2013, restricted cash and cash equivalents also included reserves of \$47,165,000 and \$37,287,000, respectively, required by loan and other agreements.

## Income Taxes:

SHR has elected to be taxed as a REIT under Sections 856 through 860 of the Internal Revenue Code of 1986, as amended (the Tax Code). As a REIT, SHR generally will not be subject to U.S. federal income tax if it distributes 100% of its annual taxable income to its shareholders and complies with certain other requirements. As a REIT, SHR is subject to a number of organizational and operational requirements. If it fails to qualify as a REIT in any taxable year, SHR will be subject to U.S. federal income tax (including any applicable alternative minimum tax) on its taxable income at regular corporate tax rates. Even if it qualifies for taxation as a REIT, it may be subject to foreign, state and local income taxes and to U.S. federal income tax and excise tax on its undistributed income. In addition, taxable income from SHR's taxable REIT subsidiaries is subject to federal, foreign, state and local income taxes. Also, the foreign countries where the Company has operations do not recognize REITs under their respective tax laws.

Accordingly, the Company is subject to tax in those jurisdictions.

Deferred tax assets and liabilities are established for net operating loss carryforwards and temporary differences between the financial reporting basis and the tax basis of assets and liabilities at the enacted tax rates expected to be in effect when the net operating loss carryforwards are utilized and when the temporary differences reverse. The Company evaluates uncertain tax positions in accordance with applicable accounting guidance. A valuation allowance for deferred tax assets is provided if the Company believes all or some portion of the deferred tax asset may not be realized. Any increase or decrease in the valuation allowance that results from a change in circumstances that causes a change in the estimated realizability of the related deferred tax asset is included in earnings.

For the three months ended March 31, 2014 and 2013, income tax expense is summarized as follows (in thousands):

	Three Months Ended March 31,	
	2014	2013
Current tax expense - United States	\$ (219)	\$ (13)
Deferred tax benefit - United States	180	—

Total income tax expense	\$(39	) \$(13	)
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## STRATEGIC HOTELS &amp; RESORTS, INC. AND SUBSIDIARIES

## NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## Per Share Data:

The Company uses the two-class method to calculate per share data for common stock and participating securities. Under the two-class method, net earnings are allocated to common stock and participating securities as if all of the net earnings for the period had been distributed. Unvested share-based compensation awards that contain non-forfeitable rights to dividends or dividend equivalents are participating securities and, therefore, are included in computing per share data pursuant to the two-class method. The Company's restricted stock units (RSUs) are considered participating securities because they contain non-forfeitable rights to dividend equivalents. To the extent the Company has undistributed earnings, it will follow the two-class method of computing per share data.

Basic income (loss) per common share is computed by dividing the net income (loss) attributable to SHR common shareholders by the weighted average shares of common stock outstanding during each period. Diluted income (loss) per common share is computed by dividing the net income (loss) attributable to SHR common shareholders as adjusted for the impact of dilutive securities, if any, by the weighted average shares of common stock outstanding plus potentially dilutive securities. Dilutive securities may include RSUs, performance-based RSUs, options to purchase shares of SHR common stock (Options), and noncontrolling interests that have an option to exchange their interests to shares of SHR common stock. No effect is shown for securities that are anti-dilutive. Potentially dilutive shares are determined using the more dilutive of either the two-class method or the treasury stock method. The following table sets forth the components of the calculation of net income (loss) attributable to SHR common shareholders for the three months ended March 31, 2014 and 2013 (in thousands):

	Three Months Ended March 31,	
	2014	2013
Numerator - Basic:		
Income (loss) from continuing operations attributable to SHR	\$69,155	\$(19,396 )
Preferred shareholder dividends	(6,115 )	(6,041 )
Preferred stock redemption(a)	(3,709 )	—
Undistributed earnings allocated to participating securities - basic	(695 )	—
Income (loss) from continuing operations attributable to SHR common shareholders - basic	58,636	(25,437 )
Discontinued operations attributable to SHR	157,827	1,989
Net income (loss) attributable to SHR common shareholders - basic	\$216,463	\$(23,448 )
Numerator - Diluted:		
Income (loss) from continuing operations attributable to SHR common shareholders - basic	\$58,636	\$(25,437 )
Undistributed earnings allocated to participating securities - basic	695	—
Undistributed earnings allocated to participating securities - diluted	(647 )	—
Adjustment for noncontrolling interests in consolidated affiliates (see note 5)	(3,131 )	(3,524 )
Income (loss) from continuing operations attributable to SHR common shareholders - diluted	55,553	(28,961 )
Discontinued operations attributable to SHR	157,827	1,989
Net income (loss) attributable to SHR common shareholders - diluted	\$213,380	\$(26,972 )
Denominator:		
Weighted average shares of common stock – basic (b)	206,983	206,981
Effect of dilutive securities:		
Noncontrolling interests in consolidated affiliates (see note 5)	10,087	11,729
Performance-based RSUs	2,298	—
Weighted average shares of common stock – diluted	219,368	218,710

(a) In March 2014, SHR publicly announced its intention to redeem all of the outstanding shares of its 8.50% Series A Cumulative Redeemable Preferred Stock (Series A Preferred Stock) on April 3, 2014 (see note 9). SHR became obligated to redeem the Series A Preferred Stock at the time it made the announcement and reclassified the Series A Preferred Stock from equity to a preferred stock redemption liability on the condensed consolidated balance sheet and recorded the balance at fair value. For purposes of calculating per share amounts for the three months ended March 31, 2014, the difference

## STRATEGIC HOTELS &amp; RESORTS, INC. AND SUBSIDIARIES

## NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

between the fair value of the preferred stock redemption liability of \$103,704,000 and the carrying amount of the shares of the Series A Preferred Stock redeemed of \$99,995,000 is an adjustment to net income attributable to SHR common shareholders. The full impact of the Series A Preferred Stock redemption on the calculation of net income attributable to SHR common shareholder was reflected in the first quarter of 2014.

(b) Includes RSUs and stock units payable under a previous deferral program of 1,302 and 2,579 at March 31, 2014 and 2013, respectively, that have vested but have not yet been issued to shares of common stock.

Securities that could potentially dilute basic income (loss) per share in the future that are not included in the computation of diluted income (loss) per share because they are anti-dilutive as of March 31, 2014 and 2013 are as follows (in thousands):

	Computation For Three Months Ended March 31,	
	2014	2013
Noncontrolling interests in SHR's operating partnership	797	853
RSUs, performance-based RSUs, and Options	658	3,214

## Accumulated Other Comprehensive Loss:

The Company's accumulated other comprehensive loss (OCL) results from mark to market of certain derivative financial instruments and unrealized gains or losses on foreign currency translation adjustments (CTA). The following tables provide the changes in accumulated OCL for the three month periods ended March 31, 2014 and 2013 (in thousands):

	Derivative and Other Activity	CTA	Accumulated OCL
Balance at January 1, 2014	\$(20,616)	\$(20,829)	\$(41,445)
Other comprehensive loss before reclassifications	(200)	(111)	(311)
Amounts reclassified from accumulated OCL	533	18,895	19,428
Net other comprehensive income	333	18,784	19,117
Balance at March 31, 2014	\$(20,283)	\$(2,045)	\$(22,328)
	Derivative and Other Activity	CTA	Accumulated OCL
Balance at January 1, 2013	\$(38,454)	\$(20,417)	\$(58,871)
Other comprehensive (loss) income before reclassifications	(256)	774	518
Amounts reclassified from accumulated OCL	5,245	—	5,245
Net other comprehensive income	4,989	774	5,763
Balance at March 31, 2013	\$(33,465)	\$(19,643)	\$(53,108)

The reclassifications out of accumulated OCL for the three months ended March 31, 2014 and 2013 are as follows (in thousands):

	Amounts Reclassified from Accumulated OCL		
Details about Accumulated OCL Components	2014	2013	Statement of Operations Line Item
Activity related to cash flow hedges	\$533	\$5,245	Interest expense
Activity related to CTA	\$18,895	\$—	Income from discontinued operations, net of tax

## New Accounting Guidance:

In April 2014, the Financial Accounting Standards Board issued new guidance which amends the requirements for reporting discontinued operations. Under the guidance, only disposals that represent a strategic shift that has (or will have) a major effect on the entity's results of operations would qualify as discontinued operations. In addition, the

guidance expands the disclosure requirements for disposals that meet the definition of a discontinued operation and requires entities to disclose information

## STRATEGIC HOTELS &amp; RESORTS, INC. AND SUBSIDIARIES

## NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

about disposals of individually significant components. The provisions are effective in the first quarter of 2015, with early adoption permitted for any annual or interim period for which an entity's financial statements have not yet been made available for issuance. The Company will apply the guidance prospectively to disposal activity occurring after the effective date of this guidance.

## 3. INVESTMENT IN HOTEL PROPERTIES, NET

The following summarizes the Company's investment in hotel properties as of March 31, 2014 and December 31, 2013, excluding the leasehold interest in the Marriott Hamburg, unconsolidated affiliates and assets held for sale at December 31, 2013 (in thousands):

	March 31, 2014	December 31, 2013
Land	\$584,959	\$557,641
Leasehold interest	11,633	11,633
Buildings	1,488,129	1,344,524
Building and leasehold improvements	106,237	106,031
Site improvements	45,538	29,209
Furniture, fixtures and equipment	501,146	486,730
Improvements in progress	14,742	20,542
Total investment in hotel properties	2,752,384	2,556,310
Less accumulated depreciation	(718,572)	(760,972)
Total investment in hotel properties, net	\$2,033,812	\$1,795,338
Consolidated hotel properties	14	14

## Acquisition of the Fairmont Scottsdale Princess Hotel

On March 31, 2014, the Company entered into an agreement with an affiliate of Walton Street Capital, L.L.C. (Walton Street), whereby the Company agreed to acquire Walton Street's 50.0% equity interests in the entities that own the Fairmont Scottsdale Princess hotel, Walton/SHR FPH Holdings, L.L.C. and FMT Scottsdale Holdings, L.L.C. (the Fairmont Scottsdale Princess Venture) (see note 6) for a cash payment of \$90,616,000 and the assumption of the entire \$117,000,000 mortgage loan outstanding. As part of the agreement, Walton Street transferred its interests in the Fairmont Scottsdale Princess Venture to the Company and withdrew as a member of the Fairmont Scottsdale Princess Venture. Effective as of the closing of the transaction on March 31, 2014, the Company owns 100.0% of the Fairmont Scottsdale Princess Venture.

The acquisition of the remaining interest in the Fairmont Scottsdale Princess Venture is consistent with the Company's strategy of focusing on the acquisition of upper upscale and luxury hotels in select urban and resort markets with strong growth characteristics and high barriers to entry where it believes there are opportunities to add value. The Company incurred acquisition costs of \$74,000 for the three months ended March 31, 2014, that are included in gain on consolidation of affiliate on the condensed consolidated statements of operations.

The acquisition of the remaining interest in the Fairmont Scottsdale Princess Venture was accounted for under the provisions of business combination guidance, and 100.0% of the Fairmont Scottsdale Princess Venture's assets and liabilities were consolidated in the condensed consolidated balance sheet at the acquisition-date fair values and the results of operations were consolidated in the condensed consolidated statement of operations from the date of purchase. The Company determined that the fair value of its preexisting equity interest in the Fairmont Scottsdale Princess Venture was \$107,853,000, which included a preferred return to the Company, and recorded the difference between the carrying value and fair value of \$78,117,000 as a gain on the consolidation of affiliate in the condensed consolidated statement of operations for the three months ended March 31, 2014. The fair value of the preexisting equity interest was determined based on an agreed upon value between the Company and a third party, both market participants, which the Company considered to be a value determined in an orderly transaction in the principal market.

## STRATEGIC HOTELS &amp; RESORTS, INC. AND SUBSIDIARIES

## NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Due to the acquisition closing on the last day of the reporting period ended March 31, 2014, the allocation of the fair value of the Fairmont Scottsdale Princess Venture's assets and liabilities is preliminary, pending potential allocation adjustments, and is based on the initial accounting of the assets acquired and liabilities assumed at their respective estimated fair values on the acquisition date of March 31, 2014. The final allocation of the fair value may result in adjustments to the recognized amounts of assets and liabilities, which could be significant. The Company expects to finalize the preliminary allocation as soon as possible, but no later than one year from the acquisition date. The preliminary allocation of the total fair value of the acquisition is as follows (in thousands):

Land	\$27,318
Buildings	217,973
Site improvements	16,389
Furniture, fixtures and equipment	41,382
Intangible assets	3,347
Below market debt discount	2,493
Net working capital	6,568
Total fair value allocated	\$315,470

There was no impact to revenues and net income attributable to SHR common shareholders from the acquisition date of the Fairmont Scottsdale Princess Venture for the three months ended March 31, 2014 because the transaction closed on the last day of the reporting period.

On an unaudited pro forma basis, revenues, net income attributable to SHR common shareholders and basic and diluted income attributable to SHR common shareholders per share for the three months ended March 31, 2014 and 2013 are as follows as if this acquisition had occurred on January 1, 2013 (in thousands):

	For the three months Ended March 31,	
	2014	2013
Total revenue	\$229,661	\$212,136
Net income	\$149,779	\$58,912
Preferred shareholder dividends and redemption	\$(9,824)	\$(6,041)
Net income attributable to SHR common shareholders	\$143,428	\$56,481
Net income attributable to SHR common shareholders per share:		
Basic	\$0.69	\$0.27
Diluted	\$0.65	\$0.24

## 4. DISCONTINUED OPERATIONS

During the three months ended March 31, 2014, the Company sold the following hotels:

Hotel	Location	Date Sold	Sales Proceeds	Gain on sale
Four Seasons Punta Mita Resort and La Solana land parcel	Punta Mita, Mexico	February 28, 2014	\$203,197,000	\$63,001,000
Marriott London Grosvenor Square	London, England	March 31, 2014	\$208,306,000	(a) \$92,824,000

(a) There was an outstanding balance of £67,301,000 (\$112,150,000) on the mortgage loan secured by the Marriott London Grosvenor Square hotel, which was repaid at the time of closing (see note 8). The net proceeds received by the Company were \$96,156,000.

## STRATEGIC HOTELS &amp; RESORTS, INC. AND SUBSIDIARIES

## NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The results of operations of hotels sold or assets held for sale are classified as discontinued operations and segregated in the condensed consolidated statements of operations for all periods presented. The following is a summary of income from discontinued operations for the three months ended March 31, 2014 and 2013 (in thousands):

	Three Months Ended March 31,	
	2014	2013
Hotel operating revenues	\$17,767	\$20,287
Operating costs and expenses	11,485	13,722
Depreciation and amortization	1,275	2,310
Total operating costs and expenses	12,760	16,032
Operating income	5,007	4,255
Interest expense	(1,326	) (1,823
Interest income	2	2
Loss on early extinguishment of debt	(272	) —
Foreign currency exchange gain	32	326
Income tax expense	(833	) (771
Gain on sale, net of tax	155,825	—
Income from discontinued operations	\$158,435	\$1,989

## 5. VARIABLE INTEREST ENTITY

On September 14, 2012, the Company formed a joint venture (the Essex House Hotel Venture) with affiliates of KSL Capital Partners, LLC (KSL) to acquire, own, manage, and operate the JW Marriott Essex House Hotel. The Company contributed cash of \$89,147,000 to acquire a 51% equity interest in the Essex House Hotel Venture, and KSL contributed cash of \$85,651,000 to acquire a 49% equity interest. Pursuant to the terms of the joint venture agreements establishing the Essex House Hotel Venture, at any time prior to the third anniversary of the formation of the Essex House Hotel Venture, KSL shall have the right to sell its equity interest in the Essex House Hotel Venture to the Company in exchange for shares of SHR's common stock, as set forth in the joint venture agreements, at a purchase price equal to KSL's net investment plus 8.0% compounded annually (the Put Option). For purposes of paying the purchase price, SHR's common stock shall be valued at the greater of (i) \$7.50 per share and (ii) the 20-day volume-weighted average price per share of SHR's common stock as of the date KSL exercises the Put Option. The Essex House Hotel Venture is jointly controlled by the Company and KSL; however, it is considered a variable interest entity because the Company determined that it is the only holder of equity at risk due to the Put Option. The Company also determined that it is the primary beneficiary of the Essex House Hotel Venture due to the Put Option, which impacts the Company's power to direct the activities that most significantly impact the economic performance of the entity, as well as its obligation to absorb the losses and its right to receive benefits from the entity that could potentially be significant to the entity. As such, the transactions and accounts of the Essex House Hotel Venture are included in the accompanying condensed consolidated financial statements.

Other than in connection with a customary environmental indemnity and non-recourse carve-out guaranty in favor of the lender, the liabilities of the Essex House Hotel Venture are solely the obligations of the Essex House Hotel Venture and are not guaranteed by the Company. The debt is secured by the JW Marriott Essex House Hotel, and the creditors of the Essex House Hotel Venture do not have general recourse to the Company. The use of certain assets of the Essex House Hotel Venture is restricted because they are collateral for the Essex House Hotel Venture's debt, and the Company does not have the ability to leverage the assets.

The Company and KSL are subject to the terms of the joint venture agreements, which include provisions for additional contributions. For the three months ended March 31, 2014, the Company and KSL provided additional contributions of \$2,550,000 and \$2,450,000, respectively, to the Essex House Hotel Venture for property improvements. For the three months ended March 31, 2013, the Company and KSL provided additional contributions

of \$3,268,000 and \$3,140,000, respectively, to the Essex House Hotel Venture for property improvements.



## STRATEGIC HOTELS &amp; RESORTS, INC. AND SUBSIDIARIES

## NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 6. INVESTMENT IN UNCONSOLIDATED AFFILIATES

Investment in unconsolidated affiliates as of March 31, 2014 and December 31, 2013 includes the following (in thousands):

	March 31, 2014	December 31, 2013
Fairmont Scottsdale Princess Venture	\$—	\$26,816
Hotel del Coronado Venture	53,815	54,902
RCPM	3,564	3,855
Lot H5 Venture	19,400	19,400
Total investment in unconsolidated affiliates	\$76,779	\$104,973

## Fairmont Scottsdale Princess Venture

Prior to March 31, 2014, the Company had 50% ownership interests in the entities that own the Fairmont Scottsdale Princess hotel, the Fairmont Scottsdale Princess Venture. The Company jointly controlled the venture with an unaffiliated third party, Walton Street, and served as the managing member. The Company acted as asset manager and was entitled to earn a quarterly base management fee equal to 1.0% of total revenues during years one and two following the formation of the Fairmont Scottsdale Princess Venture, 1.25% during years three and four, and 1.5% thereafter, as well as certain project management fees. The Company recognized fees of \$228,000 and \$185,000 for the three months ended March 31, 2014 and 2013, respectively, which are included in other income, net on the condensed consolidated statements of operations. In connection with the Fairmont Scottsdale Princess Venture, the Company was entitled to certain promote payments after Walton Street achieved a specified return.

On March 31, 2014, the Company acquired Walton Street's 50.0% interest in the Fairmont Scottsdale Princess Venture. The Company now owns 100.0% of the Fairmont Scottsdale Princess Venture. The Company has consolidated the Fairmont Scottsdale Princess Venture and no longer accounts for the investment using the equity method of accounting (see note 3).

## Hotel del Coronado Venture

The Company has a 36.4% ownership interest in the entity that owns the Hotel del Coronado, BSK Del Partners, L.P. (Hotel del Coronado Venture). An affiliate of Blackstone Real Estate Advisors VI L.P. (Blackstone), an unaffiliated third party, has a 63.6% ownership interest in the Hotel del Coronado Venture and is the general partner. The Company acts as asset manager and is entitled to earn a quarterly asset management fee equal to 1.0% of gross revenue, certain development fees, and if applicable, an incentive fee equal to one-third of the incentive fee paid to the hotel operator under the hotel management agreement. Through its ownership interest in SHR del Partners, L.P., the Company can also earn its share of a profit-based incentive fee of 20.0% of all distributions of the Hotel del Coronado Venture that exceed both a 20.0% internal rate of return and two times return on invested equity. The Company recognized fees of \$209,000 and \$187,000 for the three months ended March 31, 2014 and 2013, respectively, which are included in other income, net on the condensed consolidated statements of operations.

In March 2013, the Hotel del Coronado Venture entered into \$475,000,000 of mortgage and mezzanine loans that have an initial two-year term with three, one-year extension options, subject to certain conditions. Interest is payable monthly at an annual blended interest rate of LIBOR plus 3.65%. Additionally, the Hotel del Coronado Venture purchased a two-year, 3.0% LIBOR cap, which was required by the loans.

During the three months ended March 31, 2014 and 2013, the Company received distributions of \$691,000 and \$16,623,000, respectively, from the Hotel del Coronado Venture, which included the distribution of excess proceeds from the refinanced mortgage and mezzanine loans in 2013.

## RCPM

The Company owns a 31% interest in, and acts as asset manager for, an unconsolidated affiliate, formed with two unaffiliated parties, that developed RCPM, a luxury vacation home product sold in fractional and whole ownership interests on the property adjacent to the Four Seasons Punta Mita Resort in Mexico. The Company earns asset management fees and recognizes income on the percentage not owned by the Company. These fees amounted to \$18,000 and \$17,000 for the three months ended March 31, 2014 and 2013, respectively, and are included in other income, net in the condensed consolidated statements of operations.



## STRATEGIC HOTELS &amp; RESORTS, INC. AND SUBSIDIARIES

## NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## Lot H5 Venture

In October 2007, the Company acquired an undeveloped, oceanfront land parcel in Punta Mita, Nayarit, Mexico, known as the Lot H5 land parcel. The Company paid cash and executed two \$17,500,000 non-interest bearing promissory notes payable to the seller, Cantiles de Mita, S.A. de C.V. (Cantiles), an unaffiliated third party. On September 30, 2008, the Company paid the first of the \$17,500,000 non-interest bearing promissory notes. In August 2009, the Company entered into an agreement with Cantiles, whereby the Company was released from its obligation under the second \$17,500,000 note in exchange for the Company granting Cantiles a right to an equity interest in the Lot H5 land parcel (Original Lot H5 Venture Agreement). The exchange was subject to Cantiles obtaining certain permits and licenses to develop the Lot H5 land parcel and the execution of an amended venture agreement. Until the conditions of the Original Lot H5 Venture Agreement were satisfied, the Company held 100% legal title to the property and accounted for the Lot H5 land parcel as a consolidated property, which was recorded in investment in hotel properties, net on the Company's condensed consolidated balance sheet. The Company's obligation to grant Cantiles an equity interest in the Lot H5 land parcel was recorded as a liability in accounts payable and accrued expenses on the Company's condensed consolidated balance sheet.

On June 14, 2013, subsequent to Cantiles obtaining the required permits and licenses to develop the Lot H5 land parcel, the Company and Cantiles entered into an amended and restated venture agreement, forming the Lot H5 Venture. The Company has a preferred position in the Lot H5 Venture that entitles it to receive the first \$12,000,000 of distributions generated from the Lot H5 land parcel with any excess distributions split equally between the Company and Cantiles. The Company jointly controls the Lot H5 Venture with Cantiles and accounts for its interest in the Lot H5 Venture as an equity method investment. The Company deconsolidated the land and recorded its share of the fair value of the land, net of the obligation to provide Cantiles with an equity interest in the Lot H5 land parcel, as an investment in unconsolidated affiliates on the condensed consolidated balance sheet. The Company did not recognize a gain or loss because the carrying value of the land was recorded at its fair value. The carrying value of the land was adjusted to fair value in the fourth quarter of 2012 based on the results of an impairment test performed during that period.

## Condensed Combined Financial Information of Investment in Unconsolidated Affiliates:

The following is summarized financial information for the Company's unconsolidated affiliates as of March 31, 2014 and December 31, 2013 and for the three months ended March 31, 2014 and 2013 (in thousands):

	March 31, 2014	December 31, 2013
Assets		
Investment in hotel properties, net	\$532,991	\$715,422
Intangible assets, net	42,388	42,388
Cash and cash equivalents	18,244	22,029
Restricted cash and cash equivalents	8,594	14,156
Prepaid expenses and other assets	23,999	30,180
Total assets	\$626,216	\$824,175
Liabilities and Partners' Equity		
Mortgage and other debt payable	\$475,000	\$592,000
Other liabilities	28,801	47,943
Partners' equity	122,415	184,232
Total liabilities and partners' equity	\$626,216	\$824,175

## STRATEGIC HOTELS &amp; RESORTS, INC. AND SUBSIDIARIES

## NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	Three Months Ended March 31,	
	2014	2013
Revenues		
Hotel operating revenue	\$69,048	\$61,286
Residential sales	470	1,384
Total revenues	69,518	62,670
Expenses		
Hotel operating expenses	46,298	43,843
Residential costs of sales	699	887
Depreciation and amortization	8,475	8,810
Other operating expenses	1,203	939
Total operating expenses	56,675	54,479
Operating income	12,843	8,191
Interest expense, net	(5,563)	(7,354)
Other income (expenses), net	338	(36)
Net income	\$7,618	\$801
Equity in earnings in unconsolidated affiliates		
Net income	\$7,618	\$801
Partners' share of (income) loss of unconsolidated affiliates	(3,566)	195
Adjustments for basis differences, taxes and intercompany eliminations	393	349
Total equity in earnings of unconsolidated affiliates	\$4,445	\$1,345

To the extent that the Company's cost basis is different than the basis reflected at the unconsolidated affiliate level, the basis difference, excluding amounts attributable to land and goodwill, is amortized over the life of the related asset and included in the Company's share of equity in earnings of the unconsolidated affiliates.

#### 7. OPERATING LEASE AGREEMENTS

In June 2004, the Company recorded a sale of the Marriott Hamburg, and the Company's leaseback of the hotel was reflected as an operating lease. A deferred gain was recorded in conjunction with the sale and is being recognized as a reduction of lease expense over the life of the lease. The Company recognized \$53,000 and \$51,000 of the deferred gain for the three months ended March 31, 2014 and 2013, respectively. As of March 31, 2014 and December 31, 2013, the deferred gain on the sale of the Marriott Hamburg hotel recorded in accounts payable and accrued expenses on the accompanying condensed consolidated balance sheets amounted to \$3,337,000 and \$3,385,000, respectively. On a monthly basis, the Company makes minimum rent payments aggregating to an annual total of €3,830,000 (adjusting by an index formula) (\$5,274,000 based on the foreign exchange rate as of March 31, 2014) and pays additional rent based upon the performance of the hotel, which are recorded as lease expense in the Company's condensed consolidated statements of operations. A euro-denominated security deposit at March 31, 2014 and December 31, 2013 was \$2,616,000 and \$2,611,000, respectively, and is included in prepaid expenses and other assets on the Company's condensed consolidated balance sheets. The Company subleases its interest in the Marriott Hamburg hotel to a third party. The Company has reflected the sublease arrangement as an operating lease and records lease revenue.

Lease payments related to office space are included in corporate expenses on the condensed consolidated statements of operations and lease payments related to hotel ground leases are included in other hotel expenses on the condensed consolidated statements of operations.

## STRATEGIC HOTELS &amp; RESORTS, INC. AND SUBSIDIARIES

## NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 8. INDEBTEDNESS

## Mortgages and Other Debt Payable, Net of Discount:

Certain subsidiaries of SHR are the borrowers under various financing arrangements. These subsidiaries are separate legal entities and their respective assets and credit are not available to satisfy the debt of SHR or any of its other subsidiaries.

Mortgages and other debt payable, net of discount, at March 31, 2014 and December 31, 2013 consisted of the following (in thousands):

Debt	Spread (a)	Maturity	Balance Outstanding at	
			March 31, 2014	December 31, 2013
Four Seasons Washington, D.C.(b)	3.15%	July 2014	\$ 130,000	\$ 130,000
Marriott London Grosvenor Square(c)	—	—	—	115,958
Fairmont Scottsdale Princess(d)	0.36%	April 2015	117,000	—
Loews Santa Monica Beach Hotel(b)	3.85%	July 2015	108,500	109,000
JW Marriott Essex House Hotel(b)	4.00%	September 2015	185,826	185,826
InterContinental Miami(b)	3.50%	July 2016	85,000	85,000
Fairmont Chicago	Fixed	June 2017	93,124	93,124
Westin St. Francis	Fixed	June 2017	209,588	209,588
Hyatt Regency La Jolla(e)	4.00%/Fixed	December 2017	89,306	89,312
InterContinental Chicago	Fixed	August 2021	143,943	144,419
Total mortgages payable(f)			1,162,287	1,162,227
Unamortized discount(d)			(2,493)	—
Total mortgages payable, net of discount			1,159,794	1,162,227
Other debt(g)	Fixed	January 2015	1,469	1,469
Total mortgages and other debt payable, net of discount			\$ 1,161,263	\$ 1,163,696

Interest on mortgage loans is paid monthly at the applicable spread over LIBOR (0.15% at March 31, 2014) for all variable-rate mortgage loans except for those secured by the JW Marriott Essex House Hotel and the Hyatt (a) Regency La Jolla hotel (see (e) below). Interest on the JW Marriott Essex House Hotel is subject to a 0.75% LIBOR floor. Interest on the Fairmont Chicago and Westin St. Francis loans is paid monthly at an annual fixed rate of 6.09%, and interest on the InterContinental Chicago loan is paid monthly at an annual fixed rate of 5.61%.

The mortgage loan secured by the Four Seasons Washington, D.C. hotel has two, one-year extension options; the mortgage loan secured by the Loews Santa Monica Beach Hotel has three, one-year extension options; the (b) mortgage loan secured by the JW Marriott Essex House Hotel has two, one-year extension options; and the mortgage loan secured by the InterContinental Miami hotel has two, one-year extension options. All of the extension options are subject to certain conditions. The maturity dates in the table exclude extension options.

The Company sold this hotel on March 31, 2014 and the outstanding mortgage loan balance was repaid at closing (c) (see note 4).

On March 31, 2014, the Company acquired the remaining 50.0% equity interest in the Fairmont Scottsdale Princess Venture, increasing its equity ownership to 100.0%. In connection with the acquisition, the Company (d) consolidated the Fairmont Scottsdale Princess Venture and assumed the mortgage loan secured by the Fairmont Scottsdale Princess hotel (see note 3). The Company recorded the mortgage loan at its fair value, which included a debt discount of \$2,493,000.

Interest on \$72,000,000 of the total principal amount is paid monthly at LIBOR plus 4.00%, subject to a 0.50% (e) LIBOR floor, and interest on \$17,306,000 of the total principal amount is paid monthly at an annual fixed rate of 10.00%.

All of these loan agreements require maintenance of financial covenants, all of which the Company was in (f) compliance with at March 31, 2014.



## STRATEGIC HOTELS &amp; RESORTS, INC. AND SUBSIDIARIES

## NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

A consolidated affiliate of the Company that owns a condominium-hotel development adjacent to the Hotel del Coronado (North Beach Venture) assumed the mortgage loan on a hotel-condominium unit, which accrues interest (g) at an annual fixed rate of 5.00% and is secured by the hotel-condominium unit. The hotel-condominium unit, with a carrying value of \$1,594,000, is included in prepaid expenses and other assets on the condensed consolidated balance sheets as of March 31, 2014 and December 31, 2013.

**Bank Credit Facility:**

On June 30, 2011, SH Funding entered into a \$300,000,000 secured bank credit facility agreement. The agreement contains an accordion feature allowing for additional borrowing capacity up to \$400,000,000, subject to the satisfaction of customary conditions set forth in the agreement. The agreement has a maturity date of June 30, 2014, with the right to extend the maturity date for an additional one-year period with an extension fee, subject to certain conditions. Under the agreement, SH Funding has a letter of credit sub-facility of \$75,000,000, which is secured by the bank credit facility. Letters of credit reduce the borrowing capacity under the bank credit facility.

The interest rate at March 31, 2014 was 3.15% and the weighted average interest rate for the three months ended March 31, 2014 was 3.14%. At March 31, 2014, maximum availability under the bank credit facility was \$300,000,000 and there was \$30,000,000 of borrowings outstanding under the bank credit facility and outstanding letters of credit of \$9,374,000 (see note 13). The agreement also requires maintenance of financial covenants, all of which SH Funding and SHR were in compliance with at March 31, 2014. On April 25, 2014, the Company entered into a new \$300,000,000 secured bank credit facility, which replaced the previous secured bank credit facility (see note 17).

**Debt Maturity:**

The following table summarizes the aggregate maturities (assuming all extension options exercised) as of March 31, 2014 for all mortgages and other debt payable and the Company's bank credit facility (in thousands):

Years ending December 31,	Amounts
2014 (remainder)	\$3,279
2015	154,498
2016	139,783
2017	577,037
2018	185,015
Thereafter	134,144
	1,193,756
Unamortized discount	(2,493 )
Total	\$1,191,263

**Interest Expense:**

Interest expense in continuing and discontinued operations includes a reduction related to capitalized interest of \$228,000 and \$261,000 for the three months ended March 31, 2014 and 2013, respectively. Total interest expense in continuing and discontinued operations includes amortization of deferred financing costs of \$1,407,000 and \$1,275,000 for the three months ended March 31, 2014 and 2013, respectively.

## STRATEGIC HOTELS &amp; RESORTS, INC. AND SUBSIDIARIES

## NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 9. EQUITY AND DISTRIBUTION ACTIVITY

## Common Stock:

The following table presents the changes in the issued and outstanding shares of SHR common stock since December 31, 2013 (excluding 797,238 units of SH Funding (OP Units) outstanding at March 31, 2014 and December 31, 2013, respectively, which are redeemable for shares of SHR common stock on a one-for-one basis, or the cash equivalent thereof, subject to certain restrictions and at the option of SHR) (in thousands):

Outstanding at December 31, 2013	205,583
RSUs redeemed for shares of SHR common stock	210
Outstanding at March 31, 2014	205,793

As of March 31, 2014, no shares of SHR common stock have been repurchased under the \$50,000,000 share repurchase program.

## Distributions to Shareholders and Unitholders

On November 4, 2008, SHR's board of directors elected to suspend the quarterly dividend to holders of shares of SHR common stock.

## Preferred Stock:

SHR's charter provides that it may issue up to 150,000,000 shares of preferred stock, \$0.01 par value per share. SHR's Series A Preferred Stock, 8.25% Series B Cumulative Redeemable Preferred Stock (Series B Preferred Stock), and 8.25% Series C Cumulative Redeemable Preferred Stock (Series C Preferred Stock) have perpetual lives, and SHR may redeem them at \$25.00 per share plus accrued distributions.

In March 2014, the Company publicly announced its intention to redeem all of the outstanding 4,148,141 shares of its Series A Preferred Stock on April 3, 2014. The Series A Preferred Stock are to be redeemed at a redemption price of \$25.00 per share, or \$103,704,000 in total, plus accrued and unpaid dividends up to and including the redemption date in the amount of \$0.54896 per share, or \$2,277,000 in total. Following the redemption, dividends on the Series A Preferred Stock will cease to accrue.

The Company became obligated to redeem the Series A Preferred Stock and pay the declared dividends when it made its announcement in March 2014. Therefore, the Company reclassified the Series A Preferred Stock balance from equity to a preferred stock redemption liability and recorded the balance at fair value. The difference between the fair value of the Series A Preferred Stock and the carrying value is recorded in additional paid-in capital. In addition, the Company accrued dividends declared as of March 31, 2014.

## Distributions

Distributions are declared quarterly to holders of shares of Series B Preferred Stock and Series C Preferred Stock.

Dividends on the preferred stock are cumulative. SHR's board of directors declared quarterly distributions of \$0.51563 per share of Series B Preferred Stock and \$0.51563 per share of Series C Preferred Stock for the first quarter of 2014. The distributions were paid on March 31, 2014 to holders of record as of the close of business on March 14, 2014.



## STRATEGIC HOTELS &amp; RESORTS, INC. AND SUBSIDIARIES

## NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## Noncontrolling Interests:

The following tables reflect the reconciliation of the beginning and ending balances of the equity attributable to SHR and the noncontrolling owners (in thousands):

	SHR Shareholders' Equity	Nonredeemable Noncontrolling Interests	Total Permanent Shareholders' Equity	Total Redeemable Noncontrolling Interests (Temporary Equity)(a)
Balance at December 31, 2013	\$710,513	\$92,355	\$802,868	\$7,534
Net income (loss)	226,982	(4,041 )	222,941	849
CTA	18,713	—	18,713	71
Derivatives and other activity	331	—	331	2
Share-based compensation	463	—	463	2
Preferred stock redemption	(103,760 )	—	(103,760 )	—
Declared distributions to preferred shareholders	(6,115 )	—	(6,115 )	—
Redemption value adjustment	308	—	308	(308 )
Contributions from holders of noncontrolling interests in consolidated affiliates	—	2,450	2,450	—
Other	26	—	26	(26 )
Balance at March 31, 2014	\$847,461	\$90,764	\$938,225	\$8,124
	SHR Shareholders' Equity	Nonredeemable Noncontrolling Interests	Total Permanent Shareholders' Equity	Total Redeemable Noncontrolling Interests (Temporary Equity)(a)
Balance at December 31, 2012	\$707,328	\$95,657	\$802,985	\$5,463
RSUs redeemed for shares of common stock	2	—	2	—
Net loss	(17,407 )	(3,852 )	(21,259 )	(87 )
CTA	771	—	771	3
Derivatives and other activity	4,968	—	4,968	21
Share-based compensation	389	—	389	2
Declared distributions to preferred shareholders	(6,041 )	—	(6,041 )	—
Redemption value adjustment	(1,808 )	—	(1,808 )	1,808
Contributions from holders of noncontrolling interests in consolidated affiliates	—	3,140	3,140	—
Elimination of noncontrolling interest (b)	—	(5,300 )	(5,300 )	—
Other	87	—	87	(87 )
Balance at March 31, 2013	\$688,289	\$89,645	\$777,934	\$7,123

The historical cost of the redeemable noncontrolling interests is based on the proportional relationship between the carrying value of equity associated with SHR's common shareholders relative to that of the unitholders of SH

(a) Funding, as OP Units may be exchanged into shares of SHR common stock on a one-for-one basis. The interests held by the noncontrolling partners are stated at the greater of carrying value or their redemption value.

(b) Effective January 1, 2013, Blackstone no longer holds an ownership interest in SHR del Partners, L.P., a consolidated subsidiary of the Company. Blackstone's ownership interest was transferred to a separate entity that

holds a direct interest in the Hotel del Coronado Venture. The Company owns 100% of SHR del Partners, L.P. and eliminated the noncontrolling interests related to this entity. The Company retained its 36.4% ownership interest in the Hotel del Coronado Venture, and Blackstone retained its 63.6% ownership interest.

STRATEGIC HOTELS & RESORTS, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

As of March 31, 2014 and December 31, 2013, the redeemable noncontrolling interests had a redemption value of approximately \$8,124,000 (based on the March 31, 2014 SHR common stock closing price of \$10.19) and \$7,534,000 (based on the December 31, 2013 SHR common stock closing price of \$9.45), respectively. As of March 31, 2013 and December 31, 2012, the redeemable noncontrolling interests had a redemption value of approximately \$7,123,000 (based on the March 28, 2013 SHR common stock closing price of \$8.35) and \$5,463,000 (based on the December 31, 2012 SHR common stock closing price of \$6.40), respectively.

10. DERIVATIVES

The Company manages its interest rate risk by varying its exposure to fixed and variable rates while attempting to minimize its interest costs. The Company manages its fixed interest rate and variable interest rate risk through the use of interest rate caps and swaps. The Company enters into interest rate caps and swaps with high credit quality counterparties and diversifies its positions among such counterparties in order to reduce its exposure to credit losses. The caps limit the Company's exposure on its variable-rate debt that would result from an increase in interest rates. The Company's lenders, as stipulated in the respective loan agreements, generally require such caps. Upon extinguishment of debt, income effects of cash flow hedges are reclassified from accumulated OCL to interest expense or loss on early extinguishment of debt as appropriate. The Company records all derivatives at fair value in either prepaid expenses and other assets or accounts payable and accrued expenses on the accompanying condensed consolidated balance sheets.

The valuation of the interest rate swaps and caps is determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves and implied volatilities. The Company incorporates credit valuation adjustments (CVA) to appropriately reflect its own nonperformance risk and the respective counterparty's nonperformance risk. When assessing nonperformance risk, the Company has considered the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds, mutual puts, and guarantees.

Except for the CVA, all inputs used to measure fair value of the derivative financial instruments are Level 2 inputs.

The Company has concluded that the inputs used to measure its CVA are Level 3 inputs. If the inputs used to measure fair value fall in different levels of the fair value hierarchy, the level in the fair value hierarchy within which the fair value measurement in its entirety falls shall be determined based on the lowest level input that is significant to the fair value measurement in its entirety.

The Company reviews the fair value hierarchy classifications each reporting period. Changes in the observability of the valuation attributes may result in a reclassification of certain financial assets or liabilities. Such reclassifications are reported as transfers into and out of Level 3, or between other levels, at the fair value at the beginning of the reporting period in which the changes occur. The Company assessed the impact of the CVA on the overall fair value of its derivative instruments and concluded that the CVA does not have a significant impact to the fair values as of March 31, 2014. As of March 31, 2014 and December 31, 2013, all derivative liabilities are categorized as Level 2. The following disclosures relate to the derivative financial instruments that were in place as of March 31, 2014. The Company terminated all of its interest rate swap instruments on April 21, 2014 (see note 17).

Derivatives in Cash Flow Hedging Relationships:

The Company's objectives in using interest rate derivatives are to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish this objective, the Company primarily uses interest rate swaps and caps as part of its interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable-rate amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount.

The effective portion of changes in the fair value of derivatives designated and that qualify as cash flow hedges is recorded in accumulated OCL and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. During the three months ended March 31, 2014 and 2013, such derivatives were used to hedge the variable cash flows associated with existing variable-rate debt. The ineffective portion of the change in fair value of the derivatives is recognized directly in earnings.

Amounts reported in accumulated OCL related to derivatives will be reclassified to interest expense as interest payments are made on the Company's variable-rate debt. During the next twelve months, the Company estimates that an additional \$12,881,000 will be reclassified as an increase to interest expense, which does not give effect to the April 21, 2014 swap terminations.

## STRATEGIC HOTELS &amp; RESORTS, INC. AND SUBSIDIARIES

## NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

As of March 31, 2014, the Company had the following outstanding interest rate derivatives that were designated as cash flow hedges of interest rate risk:

Interest Rate Derivatives	Number of Instruments	Notional Amount (in thousands)
Interest rate swaps	2	\$200,000

At March 31, 2014 and December 31, 2013, the aggregate notional amount of the Company's interest rate swaps designated as cash flow hedges was \$200,000,000 and \$200,000,000, respectively. The Company's swaps have fixed pay rates against LIBOR of 5.23% and 5.27% and maturity dates of December 2015 and February 2016, respectively.

## Derivatives Not Designated as Hedging Instruments:

Derivatives not designated as hedges are not speculative and are used to manage the Company's exposure to interest rate movements and other identified risks but do not meet hedge accounting requirements. Changes in the fair value of derivatives not designated in hedging relationships are recorded directly in earnings. As of March 31, 2014, the Company had the following outstanding interest rate derivatives that were not designated as hedging instruments:

Interest Rate Derivatives	Number of Instruments	Notional Amount (in thousands)
Interest rate swaps	2	\$200,000
Interest rate caps	5	\$619,000

At March 31, 2014 and December 31, 2013, the aggregate notional amount of the Company's interest rate swaps not designated as cash flow hedges was \$200,000,000 and \$200,000,000, respectively. The Company's swaps have fixed pay rates against LIBOR of 4.90% and 4.96% and maturity dates of September 2014 and December 2014, respectively.

At March 31, 2014 and December 31, 2013, the aggregate notional amount of the Company's interest rate cap agreements was \$619,000,000 and \$502,000,000, respectively. The Company's interest rate caps have LIBOR strike rates ranging from 2.50% to 4.26% and maturity dates ranging from July 2014 to November 2015.

## Fair Values of Derivative Instruments:

The table below presents the fair value of the Company's derivative financial instruments as well as their classification on the condensed consolidated balance sheets as of March 31, 2014 and December 31, 2013 (in thousands):

		Fair Value as of	
	Balance Sheet Location	March 31, 2014	December 31, 2013
Derivatives in cash flow hedging relationships:			
Interest rate swaps	Accounts payable and accrued expenses	\$(17,664)	\$(19,922)
Derivatives not designated as hedging instruments:			
Interest rate swaps	Accounts payable and accrued expenses	\$(5,635)	\$(7,929)
Interest rate caps	Prepaid expenses and other assets	\$17	\$40

## STRATEGIC HOTELS &amp; RESORTS, INC. AND SUBSIDIARIES

## NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The Company does not have any fair value measurements using inputs based on quoted prices in active markets (Level 1) or significant unobservable inputs (Level 3) as of March 31, 2014 or December 31, 2013. The following tables reflect changes in interest rate swap liabilities categorized as Level 2 for the three months ended March 31, 2014 and 2013 (in thousands):

Balance as of January 1, 2014	\$(27,921	)
Mark to market adjustments	4,622	
Balance as of March 31, 2014	\$(23,299	)
Balance as of January 1, 2013	\$(51,086	)
Mark to market adjustments	6,120	
Balance as of March 31, 2013	\$(44,966	)

## Effect of Derivative Instruments on the Condensed Consolidated Statements of Operations:

The tables below present the effect of the Company's derivative financial instruments on the condensed consolidated statements of operations for the three months ended March 31, 2014 and 2013 (in thousands):

	Three Months Ended March 31,	
	2014	2013
<b>Derivatives in Cash Flow Hedging Relationships</b>		
Interest rate swaps:		
Effective portion of loss recognized in accumulated OCL	\$(217	) \$(107
Effective portion of loss reclassified into interest expense - continuing operations	\$(3,199	) \$(4,009
Effective portion of loss reclassified into interest expense - discontinued operations	\$—	\$(1,304
Ineffective portion of loss recognized in interest expense - discontinued operations	\$—	\$(17

## Derivatives Not Designated as Hedging Instruments

## Interest rate swaps:

Ineffective losses recognized in interest expense	\$(92	) \$(65	)
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## Interest rate caps:

Loss recognized in other income, net	\$(23	) \$(42	)
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## Credit-risk-related Contingent Features:

The Company has agreements with each of its derivative counterparties that contain a provision where if the Company defaults and its indebtedness is accelerated or declared due or capable of being accelerated or declared due, then the Company could also be declared in default on its derivative obligations associated with the relevant indebtedness.

As of March 31, 2014, the termination value of derivatives in a net liability position, which includes accrued interest but excludes any adjustment for nonperformance risk, related to these agreements was \$24,282,000. As of March 31, 2014, the Company has not posted any collateral related to these agreements. If the Company had breached any of these provisions at March 31, 2014, it would have been required to settle its obligations under the agreements at their termination value of \$24,282,000. The Company has not breached any of the provisions as of March 31, 2014.

STRATEGIC HOTELS & RESORTS, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

11. SHARE-BASED EMPLOYEE COMPENSATION PLANS

Second Amended and Restated 2004 Incentive Plan:

On June 21, 2004, SHR adopted the 2004 Incentive Plan (the Plan). The Plan provided for the grant of equity-based awards in the form of, among others, Options, RSUs, and stock appreciation rights (SARs), which are collectively referred to as the Awards. On May 22, 2008, SHR's shareholders approved SHR's Amended and Restated 2004 Incentive Plan (the Amended Plan). The Amended Plan: (a) added OP Units as an additional type of award; (b) adjusted the number of authorized shares from 3,000,000 shares of SHR common stock to 4,200,000 shares of SHR common stock or OP Units; (c) limited the maximum term of Options and SARs to no more than 10 years and prohibited the repricing of Options and SARs; and (d) established minimum vesting periods for certain awards. On May 19, 2011, SHR's shareholders approved SHR's Second Amended and Restated 2004 Incentive Plan (the Amended and Restated Plan) pursuant to which the number of securities authorized and reserved for issuance increased from 4,200,000 shares of SHR common stock or OP Units to 9,700,000 shares of SHR common stock or OP Units. The termination date of the Amended and Restated Plan was also extended from June 21, 2014 to December 31, 2016. RSUs and Performance-Based RSUs:

During the three months ended March 31, 2014, SHR granted 285,637 RSUs to certain employees, officers and directors under the Amended and Restated Plan. These RSUs represent awards of shares of SHR's common stock that will vest over three years.

In February 2014, SHR granted certain employees a target grant of 349,682 performance-based RSUs under a performance share plan that provides the recipient the opportunity to earn between zero and 160.0% of the target (up to a maximum of 559,491 performance shares), based on the relative total shareholder return of the shares of SHR common stock, as defined in the agreement, over the period from January 2, 2014 through December 31, 2016.

The Company measures compensation expense for RSUs based on the per share fair market value of SHR's common stock at the date of grant, adjusted for estimated forfeitures. The Company measures compensation expense for performance-based RSUs based on a Monte Carlo simulation to estimate the fair value on the date of grant.

Compensation expense for RSUs and performance-based RSUs is recognized on a straight-line basis over the service period and is included in corporate expenses in the accompanying condensed consolidated statements of operations. The Company recorded compensation expense of \$1,458,000 and \$1,115,000 related to RSUs and performance share awards for the three months ended March 31, 2014 and 2013, respectively. As of March 31, 2014, there was unrecognized compensation expense of \$4,515,000 related to nonvested RSUs and \$5,932,000 related to performance share awards granted under the Amended and Restated Plan. That cost is expected to be recognized over a weighted average period of 2.22 years for nonvested RSUs and 2.18 years for performance share awards.

12. RELATED PARTY TRANSACTIONS

On February 28, 2014, certain direct and indirect wholly-owned subsidiaries of SH Funding sold the Four Seasons Punta Mita Resort and adjacent La Solana land parcel to affiliates of Cascade Investment, L.L.C. (Cascade) for proceeds of \$203,197,000 (see note 4). Cascade beneficially owned approximately 6.4% of the Company's common stock as of the closing date.

13. COMMITMENTS AND CONTINGENCIES

Environmental Matters:

Generally, the properties acquired by the Company have been subjected to environmental site assessments. While some of these assessments have led to further investigation and sampling, none of the environmental assessments have revealed, nor is the Company aware of any environmental liability that it believes would have a material effect on its business or financial statements.

Litigation:

The Company is party to various claims and routine litigation arising in the ordinary course of business. Based on discussions with legal counsel, the Company does not believe that the results of these claims and litigation, individually or in the aggregate, will have a material effect on its business or financial statements.





## STRATEGIC HOTELS &amp; RESORTS, INC. AND SUBSIDIARIES

## NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## Letters of Credit:

As of March 31, 2014, the Company provided a \$75,000 letter of credit related to its office space lease, a \$934,000 letter of credit in connection with an obligation to complete certain repairs to the underground parking garage at the Four Seasons Washington, D.C. hotel, and a \$8,365,000 letter of credit in connection with an obligation to complete property improvements at the JW Marriott Essex House Hotel as described below.

## Purchase Commitments:

## Construction Contracts

The Company has executed various contracts related to construction activities. As of March 31, 2014, the Company's obligations under these contracts amounted to approximately \$940,000. The construction activities are expected to be completed in 2014.

## JW Marriott Essex House Hotel Property Improvement Plan

As required by the JW Marriott Essex House Hotel management agreement, the Essex House Hotel Venture has an obligation to renovate and improve the property. As of March 31, 2014, the Essex House Hotel Venture's obligation under this agreement is approximately \$4,316,000. The improvements are to be completed by December 2014.

## Other Required Renovations

Under the provisions of various lender agreements, the Company is required to fund capital expenditures for property improvements and renovations. As of March 31, 2014, the Company's obligation under these agreements is approximately \$2,537,000. As of March 31, 2014, the Company has \$4,812,000 included in restricted cash reserves for capital expenditures related to property improvements and renovations required by certain lenders. The renovations are to be completed by December 2014.

## 14. FAIR VALUE OF FINANCIAL INSTRUMENTS

As of March 31, 2014 and December 31, 2013, the carrying amounts of certain financial instruments employed by the Company, including cash and cash equivalents, restricted cash and cash equivalents, accounts receivable, and accounts payable and accrued expenses were representative of their fair values because of the short-term maturity of these instruments.

At March 31, 2014 and December 31, 2013, the Company estimated the fair value of mortgages and other debt payable and the bank credit facility to be approximately \$1,231,000,000 and \$1,288,000,000, respectively.

The Company estimated the fair value of the debt using a future discounted cash flow analysis based on the use and weighting of multiple market inputs being considered. Based on the frequency and availability of market data, all inputs used to measure the estimated fair value of the debt are Level 2 inputs. The primary sensitivity in these calculations is based on the selection of appropriate discount rates.

Interest rate swap and cap agreements have been recorded at their estimated fair values.

## 15. GEOGRAPHIC AND BUSINESS SEGMENT INFORMATION

The Company operates in one reportable business segment, hotel ownership. As of March 31, 2014, the Company's foreign operations and long-lived assets consisted of ownership interests in two Mexican unconsolidated affiliates and one leasehold interest in a German hotel property.

The following tables present revenues (excluding unconsolidated affiliates and discontinued operations) and long-lived assets (excluding assets held for sale as of December 31, 2013) for the geographical areas in which the Company operates (in thousands):

	Three Months Ended March 31,	
	2014	2013
Revenues:		
United States	\$ 193,356	\$ 179,980
Europe	1,299	1,200
Total	\$ 194,655	\$ 181,180

## STRATEGIC HOTELS &amp; RESORTS, INC. AND SUBSIDIARIES

## NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	March 31, 2014	December 31, 2013
Long-lived Assets:		
United States	\$2,075,817	\$1,771,291
Europe	—	91,677
Total	\$2,075,817	\$1,862,968

## 16. MANAGEMENT AGREEMENTS

## JW Marriott Essex House Hotel Performance Guarantee

In connection with the acquisition of the JW Marriott Essex House Hotel in September 2012, the Essex House Hotel Venture entered into a management agreement with an affiliate of Marriott International, Inc. (Marriott). In connection with the management agreement, Marriott provided the Essex House Hotel Venture with a limited performance guarantee that will ensure, subject to certain limitations, a target level of net operating profit. Guarantee payments are calculated and paid to the Essex House Hotel Venture on a monthly basis based on the cumulative year-to-date results with a final true-up at the end of each year. Monthly interim payments are recorded as deferred revenue and are recognized as other hotel operating revenue at the end of the year when the final guarantee payment for the year is determined. As of March 31, 2014, the Essex House Hotel Venture had \$5,106,000 recorded as deferred revenues in accounts payable and accrued expenses on the condensed consolidated balance sheet. The maximum guarantee that could be paid to the Essex House Hotel Venture during the guarantee period is \$40,000,000. The guarantee period began on September 17, 2012 and will continue through the earlier of a) December 31, 2020, b) the date at which the maximum guarantee has been funded, or c) the termination of the management agreement.

## Asset Management Agreements

The Company has entered into asset management agreements with unaffiliated third parties to provide asset management services to two hotels not owned by the Company. The Company earns base management fees and has the potential to earn additional incentive fees. The Company earned fees of \$100,000 and \$100,000 for the three months ended March 31, 2014 and 2013, respectively, under these agreements, which are included in other income, net in the condensed consolidated statements of operations.

## 17. SUBSEQUENT EVENTS

On April 25, 2014, the Company entered into a new \$300,000,000 secured bank credit facility, which also includes a \$100,000,000 accordion feature. This new facility replaced the \$300,000,000 secured bank credit facility that had a maturity date of June 30, 2014, with the right to extend the maturity date for an additional one-year period with an extension fee, subject to certain conditions. The facility's interest rate is based upon a leverage-based pricing grid ranging from LIBOR plus 1.75% to LIBOR plus 2.50%. The facility expires on April 25, 2018, with a one-year extension available, subject to certain conditions.

On April 21, 2014, the Company paid \$22,700,000 to terminate four interest rate swaps with a combined notional amount of \$400,000,000.

On April 3, 2014, the Company redeemed all of the outstanding shares of its Series A Preferred Stock (see note 9).

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

Note on Forward-Looking Statements

On one or more occasions, we may make statements regarding our assumptions, projections, expectations, targets, intentions or beliefs about future events. All statements other than statements of historical facts included or incorporated by reference in this Form 10-Q are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act).

Words or phrases such as “anticipates,” “believes,” “estimates,” “expects,” “intends,” “may,” “plans,” “potential,” “predicts,” “should,” “targets,” “will,” “will continue,” “will likely result” or other comparable expressions or the negative of these words or phrases identify forward-looking statements. Forward-looking statements reflect our current views about future events and are subject to risks, uncertainties, assumptions and changes in circumstances that may cause actual results or outcomes to differ materially from those expressed in any forward-looking statement. We caution that while we make such statements in good faith and we believe such statements are based on reasonable assumptions, including without limitation, management's examination of historical operating trends, data contained in records and other data available from third parties, we cannot assure you that our projections will be achieved.

Some important factors that could cause actual results or outcomes for us to differ materially from these forward-looking statements are discussed in the cautionary statements contained in Exhibit 99.1 to this Form 10-Q, which are incorporated herein by reference. In assessing forward-looking statements contained herein, readers are urged to read carefully all cautionary statements contained in this Form 10-Q.

Overview

We were incorporated in Maryland in January 2004 to acquire and asset-manage upper upscale and luxury hotels (as defined by Smith Travel Research). Our accounting predecessor, Strategic Hotel Capital, L.L.C. (SHC LLC), was founded in 1997. We made an election to be taxed as a real estate investment trust (REIT) under Sections 856 through 860 of the Internal Revenue Code of 1986, as amended (the Tax Code). On June 29, 2004, we completed our initial public offering (IPO) of our common stock. Prior to the IPO, 21 hotel interests were owned by SHC LLC. Concurrent with and as part of the transactions relating to the IPO, a reverse spin-off distribution to shareholders separated SHC LLC into two companies, a new, privately-held SHC LLC, with interests, at that time, in seven hotels and Strategic Hotels & Resorts, Inc. (SHR), a public entity with interests, at that time, in 14 hotels. See “Item 1. Financial Statements -1. General” for the hotel interests owned or leased by us as of March 31, 2014.

We operate as a self-administered and self-managed REIT, which means that we are managed by our board of directors and executive officers. A REIT is a legal entity that holds real estate interests and, through payments of dividends to stockholders, is permitted to reduce or avoid federal income taxes at the corporate level. To continue to qualify as a REIT, we cannot operate hotels; instead we employ internationally known hotel management companies to operate our hotels under management contracts. We conduct our operations through our direct and indirect subsidiaries including our operating partnership, Strategic Hotel Funding, L.L.C. (SH Funding), which currently holds substantially all of our assets. We are the managing member of SH Funding and hold approximately 99% of its membership units as of March 31, 2014. We manage all business aspects of SH Funding, including the sale and purchase of hotels, the investment in these hotels and the financing of SH Funding and its assets.

Throughout this “Management's Discussion and Analysis of Financial Condition and Results of Operations” section, references to “we,” “our,” “us”, and “the Company” are references to SHR together, except as the context otherwise requires, with its consolidated subsidiaries, including SH Funding.

When presenting the U.S. dollar equivalent amount for any amounts expressed in a foreign currency, the U.S. dollar equivalent amount has been computed based on the exchange rate on the date of the transaction or the exchange rate prevailing on March 31, 2014, as applicable, unless otherwise noted.

Key Indicators of Operating Performance

We evaluate the operating performance of our business using a variety of operating and other information that includes financial information prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) such as total revenues, operating income (loss), net income (loss), and earnings per share,

as well as non-GAAP financial information. In addition, we use other information that may not be financial in nature, including statistical information and comparative data. We use this information to measure the performance of individual hotels, groups of hotels, and/or our

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business as a whole. Key indicators that we evaluate include average daily occupancy, average daily rate (ADR), revenue per available room (RevPAR), and Total RevPAR, which are more fully discussed under “—Factors Affecting Our Results of Operations—Revenues.” We also evaluate Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA), Comparable EBITDA, Funds from Operations (FFO), FFO-Fully Diluted, and Comparable FFO as supplemental non-GAAP measures to GAAP performance measures. We provide a more detailed discussion of the non-GAAP financial measures under “—Non-GAAP Financial Measures.”

### Outlook

The lodging industry began its recovery in the first quarter of 2010, after one of the worst downturns in its history. Luxury demand, in which our portfolio has the highest concentration of assets, has experienced positive RevPAR growth since that time. RevPAR gains continued in the first quarter of 2014, driven by improved demand in group business and increases in average room rates.

The first quarter of 2014 represented the sixteenth consecutive quarter of RevPAR growth and profit margin expansion for our total United States portfolio of 15 hotels, which includes our unconsolidated affiliates at the Hotel del Coronado and the Fairmont Scottsdale Princess hotel. We acquired the 50% remaining interest in the Fairmont Scottsdale Princess hotel that we did not own on March 31, 2014. For the quarter ended March 31, 2014, RevPAR for our total United States portfolio increased 6.3%, driven by a 5.1% increase in ADR and a 0.7 percentage point increase in occupancy, compared to the quarter ended March 31, 2013. Group occupied room nights increased 6.3%, which offset a 3.7% decrease in transient occupied room nights. Transient ADR increased 7.3% compared to the quarter ended March 31, 2013 and group ADR increased 2.8%.

As we assess lodging supply and demand dynamics looking forward, we are optimistic about the long-term prospects for a sustained recovery, particularly in the product niche and markets in which we own assets. Group bookings pace remains our best forward indicator of demand. For our total United States portfolio of hotels, definite group room nights for 2014 as of March 31, 2014 are up 5.3% compared to the same time last year and booked at 3.2% higher rates. New supply in the luxury and upper upscale segments remains very well contained in our markets and the current significant gap between hotel trading values and replacement costs bodes favorably for very limited supply growth into the future.

During the lodging downturn we implemented hotel specific contingency plans designed to reduce costs and maximize efficiency at each hotel. These include, but are not limited to, adjusting variable labor, eliminating certain fixed labor, and reducing the hours of room service operations and other food and beverage outlets. We believe the cost structures of our hotels have been fundamentally redesigned to sustain many of the cost reductions, even during periods of rising lodging demand. Therefore, we are optimistic that improving lodging demand will lead to increases in ADR and drive significant profit margin expansion throughout our portfolio.

### European Strategy

We previously announced our intention to exit our assets in Europe in an orderly process designed to maximize proceeds. Since that time, we sold the Renaissance Paris Hotel LeParc Trocadero (Renaissance Paris), the InterContinental Prague hotel, our leasehold interest in the Paris Marriott hotel and the Marriott London Grosvenor Square hotel. With the closing of the sale of the Marriott London Grosvenor Square hotel on March 31, 2014, we have effectively completed our exit from Europe as our only remaining European asset is our leasehold interest in the Marriott Hamburg hotel. We continue to opportunistically explore options to exit this investment and still intend to be North American-centric with respect to any new acquisitions.

### Factors Affecting Our Results of Operations

**Acquisition of Interest in Consolidated Property.** On March 31, 2014, we entered into an agreement with an affiliate of Walton Street Capital, L.L.C. (Walton Street), whereby we agreed to acquire Walton Street's 50.0% equity interests in the entities that own the Fairmont Scottsdale Princess hotel, Walton/SHR FPH Holdings, L.L.C. and FMT Scottsdale Holdings, L.L.C. (the Fairmont Scottsdale Princess Venture) for a cash payment of \$90.6 million and the assumption of the entire \$117.0 million mortgage loan outstanding. We now own 100% of the Fairmont Scottsdale Princess Venture.

Sale of Interests in Consolidated Properties. On March 31, 2014, we sold our interest in the Marriott London Grosvenor Square hotel for proceeds of \$208.3 million. There was an outstanding balance of £67.3 million (\$112.2 million) on the mortgage loan secured by the Marriott London Grosvenor Square hotel, which was repaid at the time of closing. We received net proceeds of \$96.2 million. The results of operations for this property have been classified as discontinued operations for all periods presented.

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On February 28, 2014, we sold our interest in the Four Seasons Punta Mita Resort and the adjacent La Solana land parcel for proceeds of \$203.2 million. The results of operations for this property and the adjacent land parcel have been classified as discontinued operations for all periods presented.

**Unconsolidated Affiliates.** On June 14, 2013, we entered into an amended and restated venture agreement with an unaffiliated third party, forming the Lot H5 Venture. The Lot H5 Venture owns the Lot H5 land parcel, an undeveloped, oceanfront land parcel in Punta Mita, Nayarit, Mexico. We have a preferred position in the Lot H5 Venture that entitles us to receive the first \$12.0 million of distributions generated from the Lot H5 Venture, with any excess distributions split equally between the partners. We jointly control the Lot H5 Venture with our partner and account for our interest in the Lot H5 Venture as an equity method investment.

**Total Portfolio and Same Store Assets Definitions.** We define our Total Portfolio as properties that we wholly or partially own or lease and whose operations are included in our consolidated operating results. The Total Portfolio excludes all sold properties and assets held for sale, if any, included in discontinued operations.

We present certain information about our hotel operating results on a comparable hotel basis, which we refer to as our Same Store analysis. We define our Same Store Assets as those hotels (a) that are owned or leased by us, and whose operations are included in our consolidated operating results and (b) for which we reported operating results throughout the entire reporting periods presented.

Our Same Store Assets for purposes of the comparison of the three months ended March 31, 2014 and 2013 exclude the Fairmont Scottsdale Princess hotel, unconsolidated affiliates, and all sold properties and assets held for sale, if any, included in discontinued operations.

We present these results of Same Store Assets because we believe that doing so provides useful information for evaluating the period-to-period performance of our hotels and facilitates comparisons with other hotel REITs and hotel owners. In particular, these measures assist in distinguishing whether increases or decreases in revenues and/or expenses are due to operations of the Same Store Assets or from acquisition or disposition activity.

**Revenues.** Substantially all of our revenue is derived from the operation of our hotels. Specifically, our revenue for the three months ended March 31, 2014 and 2013 consisted of:

	Total Portfolio % of Total Revenues		Same Store Assets % of Total Revenues		
	2014	2013	2014	2013	
Revenues:					
Rooms	53.0	% 54.2	% 53.0	% 54.2	%
Food and beverage	36.0	% 34.3	% 36.0	% 34.3	%
Other hotel operating revenue	10.4	% 10.8	% 10.4	% 10.8	%
Lease revenue	0.6	% 0.7	% 0.6	% 0.7	%
Total revenues	100.0	% 100.0	% 100.0	% 100.0	%

**Rooms revenue.** Occupancy and ADR are the major drivers of rooms revenue.

**Food and beverage revenue.** Occupancy, local catering and banquet events are the major drivers of food and beverage revenue.

**Other hotel operating revenue.** Other hotel operating revenue consists primarily of cancellation fees, spa, telephone, parking, golf course, Internet access, space rentals, retail and other guest services and is also driven by occupancy.

**Lease revenue.** We sublease our interest in the Marriott Hamburg to a third party and earn annual base rent plus additional rent contingent on the hotel meeting performance thresholds.

Changes in our revenues are most easily explained by performance indicators that are used in the hotel real estate industry:

• **average daily occupancy;**

• **ADR, which stands for average daily rate, is equal to rooms revenue divided by the number of occupied rooms;**

• **RevPAR, which stands for revenue per available room, is equal to rooms revenue divided by the number of rooms available; and**





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- Total RevPAR, which stands for total revenue per available room, is equal to the sum of rooms revenue, food and beverage revenue and other hotel operating revenue, divided by the number of rooms available.

For purposes of calculating our Total Portfolio RevPAR for the three months ended March 31, 2014 and 2013, we exclude unconsolidated affiliates, discontinued operations, if any, and the Marriott Hamburg because we sublease the operations of the hotel and only record lease revenue. Same Store Assets RevPAR is calculated in the same manner as Total Portfolio RevPAR but also excludes the Fairmont Scottsdale Princess hotel for the three months ended March 31, 2014 and 2013. These methods for calculating RevPAR each period are consistently applied through the remainder of this “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and should be taken into consideration wherever RevPAR results are disclosed.

We generate a significant portion of our revenue from two broad categories of customers, transient and group.

Our transient customers include individual or group business and leisure travelers that occupy fewer than 10 rooms per night. Transient customers for our Total Portfolio accounted for approximately 59.2% and 62.0% of the rooms sold during the three months ended March 31, 2014 and 2013, respectively. We divide our transient customers into the following subcategories:

- Transient Leisure – This category generates the highest room rates and includes travelers that receive published rates offered to the general public that do not have access to negotiated or discounted rates.

- Transient Negotiated – This category includes travelers, who are typically associated with companies and organizations that generate high volumes of business, that receive negotiated rates that are lower than the published rates offered to the general public.

Our group customers include groups of 10 or more individuals that occupy 10 or more rooms per night. Group customers for our Total Portfolio accounted for approximately 40.8% and 38.0% of the rooms sold during the three months ended March 31, 2014 and 2013, respectively. We divide our group customers into the following subcategories:

- Group Association – This category includes group bookings related to national and regional association meetings and conventions.

- Group Corporate – This category includes group bookings related to corporate business.

- Group Other – This category generally includes group bookings related to social, military, education, religious, fraternal and youth and amateur sports teams.

Fluctuations in revenues, which, for our domestic hotels, historically have been correlated with changes in the United States gross domestic product (U.S. GDP), are driven largely by general economic and local market conditions, which in turn affect levels of business and leisure travel. Guest demographics also affect our revenues. During 2013 and the first quarter of 2014, demand at our hotels increased, despite tepid U.S. GDP growth, which we believe reflects the relative strength of our primary customer demographics, particularly U.S. based corporations and affluent transient travelers.

In addition to economic conditions, supply is another important factor that can affect revenues. Room rates and occupancy tend to fall when supply increases unless the supply growth is offset by an equal or greater increase in demand. One reason we target upper upscale and luxury hotels in select urban and resort markets, including major business centers and leisure destinations, is because they tend to be in locations that have greater supply constraints such as lack of available land, high development costs, long development and entitlement lead times, and brand trade area restrictions that prevent the addition of a certain brand or brands in close proximity. Nevertheless, our hotels are not insulated from competitive pressures and our hotel operators will lower room rates to compete more aggressively for guests in periods when occupancy declines.

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Hotel Operating Expenses. Our hotel operating expenses for the three months ended March 31, 2014 and 2013 consisted of the costs and expenses to provide hotel services, including:

	Total Portfolio % of Total Hotel Operating Expenses		Same Store Assets % of Total Hotel Operating Expenses		
	2014	2013	2014	2013	
Hotel Operating Expenses:					
Rooms	20.6	% 20.6	% 20.6	% 20.6	%
Food and beverage	33.4	% 33.5	% 33.4	% 33.5	%
Other departmental expenses	32.8	% 33.1	% 32.8	% 33.2	%
Management fees	3.6	% 3.2	% 3.6	% 3.2	%
Other hotel expenses	9.6	% 9.6	% 9.6	% 9.5	%
Total hotel operating expenses	100.0	% 100.0	% 100.0	% 100.0	%

Rooms expense. Occupancy is a major driver of rooms expense, which has a significant correlation with rooms revenue.

Food and beverage expense. Occupancy, local catering and banquet events are the major drivers of food and beverage expense, which has a significant correlation with food and beverage revenue.

Other departmental expenses. Other departmental expenses consist of general and administrative, marketing, repairs and maintenance, utilities and expenses related to earning other operating revenue.

Management fees. We pay base and incentive management fees to our hotel operators. Base management fees are computed as a percentage of revenue. Incentive management fees are incurred when operating profits exceed levels prescribed in our management agreements.

Other hotel expenses. Other hotel expenses consist primarily of insurance costs and property taxes.

Salaries, wages and related benefits are included within the categories of hotel operating expenses described above and represented approximately 52.1% and 52.8% of the Total Portfolio total hotel operating expenses for the three months ended March 31, 2014 and 2013, respectively.

Most categories of variable operating expenses, such as utilities and certain labor such as housekeeping, fluctuate with changes in occupancy. Increases in RevPAR attributable to increases in occupancy are accompanied by increases in most categories of variable operating costs and expenses while increases in RevPAR attributable to increases in ADR typically only result in increases in limited categories of operating costs and expenses, such as management fees charged by our operators, which are based on hotel revenues. Thus, changes in ADR have a more significant impact on operating margins.

Lease Expense. As a result of the sale-leaseback transaction of the Marriott Hamburg hotel, we record lease expense in our condensed consolidated statements of operations. In conjunction with the sale-leaseback transaction, we also recorded a deferred gain, which is amortized as an offset to lease expense.

Corporate Expenses. Corporate expenses include payroll and related costs, professional fees, travel expenses, office rent and acquisition costs.

Recent Events. In addition to the changes to the consolidated hotel properties and unconsolidated affiliates noted above, we expect that the following events will cause our future results of operations to differ from our historical performance:

Bank Credit Facility. On April 25, 2014, we entered into a new \$300.0 million secured, bank credit facility, which also includes a \$100.0 million accordion feature. This new facility replaced the \$300.0 million secured bank credit facility that was set to expire in June 2015 (assuming all extension options were exercised). The facility's interest rate is based upon a leverage-based pricing grid ranging from LIBOR plus 175 basis points to LIBOR plus 250 basis points. The facility expires on April 25, 2018, with a one-year extension available, subject to certain conditions. See "—Liquidity and Capital Resources—Bank Credit Facility."

Interest Rate Swap Terminations. On April 21, 2014, we paid \$22.7 million to terminate four interest rate swaps with a combined notional amount of \$400.0 million.



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Preferred Stock. On April 3, 2014, we redeemed all of the outstanding 4,181,141 shares of our Series A Preferred Stock. The Series A Preferred Stock were redeemed at a redemption price of \$25.00 per share, plus accrued and unpaid dividends up to and including April 3, 2014 in the amount of \$0.54896 per share, for a total redemption cost of \$106.0 million. From and after April 3, 2014, dividends with respect to the Series A Preferred Stock will cease to accrue.

Mortgage Loan Agreements. On September 9, 2013, we amended the mortgage agreements secured by the Fairmont Chicago and Westin St. Francis hotels. The amendment eliminates future principal amortization payments subject to meeting certain financial and other requirements.

Ground Lease Amendment. In February 2013, we amended the ground lease agreement at the Marriott Lincolnshire Resort. The amendment extended the term of the lease through December 31, 2112 and changed the annual rent payments to a fixed amount, subject to indexation.

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Comparison of Three Months Ended March 31, 2014 to Three Months Ended March 31, 2013

## Operating Results

The following table presents the operating results for the three months ended March 31, 2014 and 2013, including the amount and percentage change in these results between the two periods of our Total Portfolio and Same Store Assets (in thousands, except operating data).

	Total Portfolio				Same Store Assets					
	2014	2013	Change (\$) Favorable/ (Unfavorable)	Change (%) Favorable/ (Unfavorable)		2014	2013	Change (\$) Favorable/ (Unfavorable)	Change (%) Favorable/ (Unfavorable)	
Revenues:										
Rooms	\$103,100	\$98,264	\$4,836	4.9	%	\$103,100	\$98,264	\$4,836	4.9	%
Food and beverage	70,017	62,057	7,960	12.8	%	70,017	62,057	7,960	12.8	%
Other hotel operating revenue	20,239	19,659	580	3.0	%	20,238	19,656	582	3.0	%
Lease revenue	1,299	1,200	99	8.3	%	1,299	1,200	99	8.3	%
Total revenues	194,655	181,180	13,475	7.4	%	194,654	181,177	13,477	7.4	%
Operating Costs and Expenses:										
Hotel operating expenses	163,345	154,393	(8,952)	(5.8)	%	163,295	154,073	(9,222)	(6.0)	%
Lease expense	1,258	1,176	(82)	(7.0)	%	1,258	1,176	(82)	(7.0)	%
Depreciation and amortization	22,205	24,908	2,703	10.9	%	22,082	24,777	2,695	10.9	%
Corporate expenses	7,193	5,763	(1,430)	(24.8)	%	—	—	—	—	
Total operating costs and expenses	194,001	186,240	(7,761)	(4.2)	%	186,635	180,026	(6,609)	(3.7)	%
Operating income (loss)	654	(5,060)	5,714	112.9	%	\$8,019	\$1,151	\$6,868	596.7	%
Interest expense, net	(18,247)	(19,653)	1,406	7.2	%					
Equity in earnings of unconsolidated affiliates	4,445	1,345	3,100	230.5	%					
Foreign currency exchange gain (loss)	2	(86)	88	102.3	%					
Gain on consolidation of affiliate	78,117	—	78,117	100.0	%					
Other income, net	423	132	291	220.5	%					
Income (loss) before income taxes and discontinued operations	65,394	(23,322)	88,716	380.4	%					
Income tax expense	(39)	(13)	(26)	(200.0)	%					
Income (loss) from continuing operations	65,355	(23,335)	88,690	380.1	%					
Income from discontinued operations, net of tax	158,435	1,989	156,446	7,865.6	%					

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Net income (loss)	223,790	(21,346 )	245,136	1,148.4	%
Net (income) loss attributable to the noncontrolling interests in SHR's operating partnership	(849	) 87	(936 )	(1,075.9 )	%
Net loss attributable to the noncontrolling interests in consolidated affiliates	4,041	3,852	189	4.9	%
Net income (loss) attributable to SHR	\$226,982	\$(17,407)	\$244,389	1,404.0	%

Reconciliation of Same Store Assets Operating Income to Total Portfolio Operating Income (Loss):

Same Store Assets operating income	\$8,019	\$1,151	\$ 6,868	596.7	%
Corporate expenses	(7,193 )	(5,763 )	(1,430 )	(24.8 )	%
Corporate depreciation and amortization	(123 )	(131 )	8	6.1	%
Non-Same Store Assets operating loss	(49 )	(317 )	268	84.5	%
Total Portfolio operating income (loss)	\$654	\$(5,060 )	\$ 5,714	112.9	%

Operating Data (1):

Number of hotels	15	16	14	14
Number of rooms	7,105	6,866	6,456	6,456

Operating data includes the leasehold interest in the Marriott Hamburg hotel and excludes unconsolidated (1) affiliates. The Fairmont Scottsdale Princess hotel is included in our Total Portfolio and excluded from our Same Store Assets. Since the

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hotel was acquired on March 31, 2014, the hotel's results of operations are included in equity in earnings of unconsolidated affiliates in the periods presented above.

Rooms. Our Same Store Assets and Total Portfolio contributed to a \$4.8 million, or 4.9%, increase in rooms revenue for the three months ended March 31, 2014 from the three months ended March 31, 2013. The components of RevPAR from our Same Store Assets and Total Portfolio for the three months ended March 31, 2014 and 2013 are summarized as follows:

	Three Months Ended March 31,		Change (%)	
	2014	2013	Favorable/ (Unfavorable)	
Occupancy	68.2	% 67.4	% 1.2	%
ADR	\$271.92	\$261.04	4.2	%
RevPAR	\$185.40	\$175.86	5.4	%

The increase in RevPAR for the Same Store Assets and Total Portfolio resulted from a 4.2% increase in ADR and a 0.8 percentage-point increase in occupancy. Rooms revenue increased primarily due to an 8.1% increase in group occupancy, partially offset by a 3.8% decrease in transient occupancy, and 6.1% and 2.4% increases in transient and group ADR, respectively, resulting from improving market conditions at most of our Same Store Assets for the three months ended March 31, 2014 when compared to the three months ended March 31, 2013. The Loews Santa Monica Beach Hotel had the largest percentage increase in rooms revenue. Rooms revenue at this hotel increased 20.8% for the three months ended March 31, 2014 from the three months ended March 31, 2013 due to increases in both transient and group occupancy and transient and group ADR related to warmer weather and business generated from college football championship games in the current period. Several of our Same Store Assets experienced decreases in rooms revenue, of which the most significant relate to the Hyatt Regency La Jolla hotel due to a rooms renovation in the current period.

Food and Beverage. Our Same Store Assets and Total Portfolio experienced an \$8.0 million, or 12.8%, increase in food and beverage revenue for the three months ended March 31, 2014 when compared to the three months ended March 31, 2013 primarily due to an increase in banquet revenues resulting from an increase in group occupancy.

Other Hotel Operating Revenue. Other hotel operating revenue at the Same Store Assets increased \$0.6 million, or 3.0%, for the three months ended March 31, 2014 when compared to the three months ended March 31, 2013, primarily due to an increase in condominium rental revenues at the Four Seasons Jackson Hole hotel and an increase in cancellation revenues, partially offset by a decrease in theater revenue at the Marriott Lincolnshire Resort resulting from a decrease in performances as compared to the prior period.

Hotel Operating Expenses. The following table presents the components of our hotel operating expenses for the three months ended March 31, 2014 and 2013, including the amount and percentage changes in these expenses between the two periods of our Total Portfolio and Same Store Assets (in thousands):

	Total Portfolio				Same Store Assets					
	2014	2013	Change (\$) Favorable/ (Unfavorable)	Change (%) Favorable/ (Unfavorable)	2014	2013	Change (\$) Favorable/ (Unfavorable)	Change (%) Favorable/ (Unfavorable)		
Hotel operating expenses:										
Rooms	\$33,707	\$31,763	\$ (1,944)	) (6.1 )%	\$33,707	\$31,763	\$ (1,944)	) (6.1 )%		
Food and beverage	54,603	51,550	(3,053)	) (5.9 )%	54,603	51,550	(3,053)	) (5.9 )%		
Other departmental expenses	53,579	51,181	(2,398)	) (4.7 )%	53,579	51,181	(2,398)	) (4.7 )%		
	5,778	5,010	(768)	) (15.3 )%	5,778	5,010	(768)	) (15.3 )%		

Management  
fees

Other hotel expenses	15,678	14,889	(789	)	(5.3	)%	15,628	14,569	(1,059	)	(7.3	)%
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Total hotel

operating expenses	\$163,345	\$154,393	\$ (8,952	)	(5.8	)%	\$163,295	\$154,073	\$ (9,222	)	(6.0	)%
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Hotel operating expenses for our Same Store Assets increased by \$9.2 million, or 6.0%, primarily due to: \$3.5 million higher payroll costs resulting from higher occupancy, higher food and beverage volume, and wage increases at the hotels,



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\$1.0 million higher food and beverage costs due to increased food and beverage consumption,  
 \$0.9 million higher real estate taxes due to real estate tax credits in the prior period,  
 \$0.8 million higher management fees,  
 \$0.4 million higher credit card commissions, which increased due to higher occupancy, rates and food and beverage volume,  
 \$0.4 million higher utility costs, and  
 \$0.3 million higher travel agent commissions, which increased due to higher rates and occupancy.

Depreciation and Amortization. For the Same Store Assets, depreciation and amortization decreased \$2.7 million, or 10.9%, for the three months ended March 31, 2014 when compared to the three months ended March 31, 2013, primarily due to certain assets becoming fully depreciated.

Corporate Expenses. Corporate expenses increased \$1.4 million, or 24.8%, for the three months ended March 31, 2014 when compared to the three months ended March 31, 2013. These expenses consist primarily of payroll and related costs, professional fees, travel expenses, office rent and acquisition costs. The increase in corporate expenses is primarily due to \$1.5 million of costs related to an activist shareholder recorded during the three months ended March 31, 2014, which we reached a settlement agreement with during the quarter.

Interest Expense, Net. The \$1.4 million, or 7.2%, decrease in interest expense, net for the three months ended March 31, 2014 when compared to the three months ended March 31, 2013, was primarily due to:

- \$1.6 million decrease attributable to lower average borrowings, and
- \$0.8 million decrease in the amortization of interest rate swap costs, partially offset by
- \$0.9 million increase due to higher average interest rates, and
- \$0.1 million increase in the amortization of deferred financing costs.

The components of interest expense, net for the three months ended March 31, 2014 and 2013 are summarized as follows (in thousands):

	Three Months Ended March 31,	
	2014	2013
Mortgages and other debt	\$ (17,993	) \$ (18,098
Bank credit facility	(857	) (1,431
Amortization of deferred financing costs	(1,291	) (1,206
Amortization of interest rate swap costs	(655	) (1,487
Mark to market of certain interest rate swaps	2,294	2,298
Interest income	27	10
Capitalized interest	228	261
Total interest expense, net	\$ (18,247	) \$ (19,653

The weighted average debt outstanding for the three months ended March 31, 2014 and 2013 amounted to \$1.1 billion and \$1.2 billion, respectively. At March 31, 2014, including the effect of interest rate swaps, approximately 72.6% of our total debt had fixed interest rates.

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Equity in Earnings of Unconsolidated Affiliates. The following tables present certain components included in the calculation of equity in earnings resulting from our unconsolidated affiliates.

Three months ended March 31, 2014 (in thousands):

	Fairmont Scottsdale Princess Venture (1)	Hotel del Coronado Venture (2)	Unconsolidated Affiliates in Mexico (3)	Total
Equity in earnings (losses)	\$4,846	\$(280)	\$(121)	\$4,445
Depreciation and amortization	1,551	1,955	—	3,506
Interest expense	168	1,900	1	2,069
Income tax benefit	—	(230)	(55)	(285)

Three months ended March 31, 2013 (in thousands):

	Fairmont Scottsdale Princess Venture (1)	Hotel del Coronado Venture (2)	Unconsolidated Affiliates in Mexico (3)	Total
Equity in earnings (losses)	\$2,742	\$(1,411)	\$14	\$1,345
Depreciation and amortization	1,840	1,865	1	3,706
Interest expense	194	2,490	17	2,701
Income tax (benefit) expense	—	(94)	3	(91)

(1) The Fairmont Scottsdale Princess Venture consisted of FMT Scottsdale Holdings, L.L.C. and Walton/SHR FPH Holdings, L.L.C. On March 31, 2014, we acquired the 50.0% interest in the Fairmont Scottsdale Princess hotel that was previously owned by Walton Street and no longer account for the investment using the equity method of accounting.

(2) The Hotel del Coronado Venture is BSK Del Partners, L.P., the owner of the Hotel del Coronado as of February 4, 2011. See “—Off-Balance Sheet Arrangements—Hotel del Coronado Venture” for further detail regarding the ownership of the Hotel del Coronado.

(3) These affiliates include the Four Seasons Residence Club Punta Mita (RCPM) and the Lot H5 Venture.

We recorded \$4.4 million of equity in earnings during the three months ended March 31, 2014, which is a \$3.1 million increase from the \$1.3 million equity in earnings recorded during the three months ended March 31, 2013, primarily due to increases in operating income at the Fairmont Scottsdale Princess hotel and at the Hotel del Coronado, and a decrease in interest expense at the Hotel del Coronado.

Gain on Consolidation of Affiliate. On March 31, 2014, we acquired the 50.0% interest in the Fairmont Scottsdale Princess hotel that was previously owned by Walton Street and recorded a gain on consolidation of affiliate of \$78.1 million for the three months ended March 31, 2014.

Other Income, Net. Other income, net includes asset management fee income, non-income related state, local and franchise taxes, as well as miscellaneous income and expenses. We recorded \$0.4 million of other income, net during the three months ended March 31, 2014, which is a \$0.3 million increase from the \$0.1 million of other income, net recorded during the three months ended March 31, 2013, primarily due to an increase in asset management fee income.

Income from Discontinued Operations, Net of Tax. Income from discontinued operations, net of tax increased \$156.4 million when compared to the three months ended March 31, 2013. The increase in income from discontinued operations is primarily due to the gains recognized on the sale of the Marriott London Grosvenor Square hotel and the Four Seasons Punta Mita Resort during the three months ended March 31, 2014.

Net (Income) Loss Attributable to the Noncontrolling Interests in SHR's Operating Partnership. We record net income or loss attributable to the noncontrolling interests in SHR's operating partnership based on the percentage of SH Funding we do not own. Net income attributable to the noncontrolling interests in SHR's partnership for the three months ended March 31, 2014 was \$0.8 million, a change of \$0.9 million from net loss attributable to the noncontrolling interests in SHR's partnership of \$0.1 million in



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the prior period due to net income recognized during the three months ended March 31, 2014 when compared to net loss recognized during the three months ended March 31, 2013.

Net Loss Attributable to the Noncontrolling Interests in Consolidated Affiliates. We record net loss or income attributable to noncontrolling interests in consolidated affiliates for the non-ownership interests in hotels that are partially owned by us. Net loss attributable to noncontrolling interests in consolidated affiliates for the three months ended March 31, 2014 was \$4.0 million, a change of \$0.2 million from net loss attributable to noncontrolling interests of \$3.9 million for the three months ended March 31, 2013 due to an increase in net loss at the Hyatt Regency La Jolla hotel, partially offset by a decrease in net loss at the JW Marriott Essex House Hotel.

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### Liquidity and Capital Resources

Our short-term liquidity requirements consist primarily of funds necessary to pay for operating expenses and other expenditures, including:

- interest expense and scheduled principal payments on outstanding indebtedness;
- future distributions to our preferred stockholders; and
- recurring maintenance and capital expenditures necessary to maintain our properties properly.

Historically, we have satisfied our short-term liquidity requirements through our existing working capital, cash provided by operations, and our bank credit facility. As of March 31, 2014, we had approximately \$113.4 million of available corporate level cash, not including restricted cash and cash currently held by the hotels. Additionally, our new \$300.0 million bank credit facility agreement, which includes a \$100.0 million accordion feature, will continue to provide sufficient borrowing capacity to meet our short-term liquidity requirements during 2014 (see – “Bank Credit Facility” below). As of March 31, 2014, we were in compliance with our financial and other restrictive covenants contained in the previous bank credit facility, and we had \$30.0 million outstanding borrowings on our previous \$300.0 million bank credit facility and \$9.4 million in letters of credit outstanding.

Our available capacity under the new bank credit facility and compliance with financial covenants in future periods will depend substantially on the financial results of our hotels, and in particular, the operating results and gross asset values of the borrowing base assets, which include the Four Seasons Jackson Hole hotel, the Four Seasons Silicon Valley hotel, the Marriott Lincolnshire Resort, the Ritz-Carlton Half Moon Bay hotel, and the Ritz-Carlton Laguna Niguel hotel. As of May 7, 2014, the outstanding borrowings and letters of credit under the new bank credit facility in the aggregate were \$67.3 million.

On February 28, 2014, we sold our interest in the Four Seasons Punta Mita Resort and the adjacent La Solana land parcel for proceeds of \$203.2 million. We used the proceeds to retire our Series A Preferred Stock and repay indebtedness under the bank credit facility. On March 31, 2014, we sold the Marriott London Grosvenor Square hotel for proceeds of approximately \$208.3 million, which includes amounts used to repay the outstanding mortgage loan balance, and used the proceeds to acquire Walton Street's 50.0% equity interests in the Fairmont Scottsdale Princess Venture for a cash payment of \$90.6 million and the assumption of the entire \$117.0 million mortgage loan outstanding.

In September 2013, we amended the mortgage agreements secured by the Fairmont Chicago and Westin St. Francis hotels. The amendment eliminates future principal amortization payments subject to meeting certain financial and other requirements. In July 2011 and November 2012, we refinanced certain of our mortgage loans whereby we staggered and extended maturities from 2016 through 2021, assuming extension options are exercised (see – “Mortgages and other debt payable” below).

On April 23, 2012, we completed a public offering of common stock and raised net proceeds of approximately \$114.1 million. These proceeds were used for general corporate purposes, including, without limitation, reducing our borrowings under our bank credit facility, funding the payment of accrued and unpaid preferred dividends, repaying other debt and funding capital expenditures and working capital. We believe that the measures we have taken, as described above, should be sufficient to satisfy our liquidity needs for the next 12 months.

In November 2008, our board of directors elected to suspend the quarterly dividend to holders of shares of our common stock beginning in the fourth quarter of 2008. Preferred dividends for first quarter of 2014 for the Series B Preferred Stock and Series C Preferred Stock were paid on March 31, 2014 to holders of record as of the close of business on March 14, 2014. Preferred dividends for first quarter of 2014 for the Series A Preferred Stock were paid on April 3, 2014 in connection with the redemption of the Series A Preferred Stock to holders of record as of the close of business on March 4, 2014. Our board of directors will continue to evaluate the dividend policy in light of the REIT provisions of the Tax Code, restrictions under our bank credit facility, and the overall economic climate.

Capital expenditures for the three months ended March 31, 2014 and 2013 amounted to \$20.9 million and \$21.7 million, respectively. Included in the 2014 and 2013 amounts were \$0.2 million and \$0.3 million of capitalized interest, respectively. For the remainder of the year ending December 31, 2014, we expect to spend approximately \$48 million on hotel property and equipment replacement projects in accordance with hotel management or lease agreements and approximately \$25 million on owner-funded projects, which includes those required by lenders,

subject to adjustments based on continued evaluation.

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Bank credit facility. On April 25, 2014, we entered into a new \$300.0 million secured bank credit facility agreement. This new facility replaced the \$300.0 million secured bank credit facility that was set to expire in June 2015 (assuming all extension options were exercised). The agreement contains an accordion feature, which provides the option to increase the borrowing capacity up to \$400.0 million, subject to the satisfaction of customary conditions set forth in the agreement. The following summarizes key financial terms and conditions of the new bank credit facility: interest on the facility is payable monthly at LIBOR plus an applicable margin in the case of each LIBOR loan and base-rate plus an applicable margin in the case of each base rate loan whereby the applicable margins are dependent on the ratio of consolidated debt to gross asset value (Leverage Ratio) as follows:

Leverage Ratio	Applicable Margin of each LIBOR Loan (% per annum) (a)	Applicable Margin of each Base Rate Loan (% per annum) (a)
Greater than or equal to 60%	2.50	% 1.50
Greater than or equal to 55% but less than 60%	2.25	% 1.25
Greater than or equal to 50% but less than 55%	2.10	% 1.10
Greater than or equal to 45% but less than 50%	1.95	% 0.95
Less than 45%	1.75	% 0.75

(a) The applicable margins are increased, in each case, by 25 basis points for the period from April 25, 2014 through March 31, 2015.

an unused commitment fee is payable monthly based on the unused revolver balance at a rate of 0.30% per annum in the event that the bank credit facility usage is less than 50% and a rate of 0.20% per annum in the event that the bank credit facility usage is equal to or greater than 50%;

maturity date of April 25, 2018, with the right to extend the maturity date for an additional one-year period with an extension fee equal to 25 basis points, subject to certain conditions;

lenders received collateral in the form of pledges by SH Funding and certain of its subsidiaries of their interests in subsidiaries that directly or indirectly own, lease or operate the borrowing base properties, which currently include the Four Seasons Jackson Hole hotel, the Four Seasons Silicon Valley hotel, the Marriott Lincolnshire Resort, the Ritz-Carlton Half Moon Bay hotel, and the Ritz-Carlton Laguna Niguel hotel, and guarantees of the loan from the Company and such subsidiaries;

maximum availability is determined by the lesser of 55% advance rate against the gross asset value of the borrowing base properties as determined under the loan (provided at any time the total fixed charge coverage ratio is greater than 1.75 times, the percentage shall be increased to 60%) or a 1.40 times debt service coverage on the borrowing base properties (based on the trailing 12 months net operating income for these assets divided by the greater of the in-place interest rate or 7.0% debt constant on the balance outstanding under the bank credit facility);

minimum corporate fixed charge coverage of 1.30 times for the remainder of 2014, 1.40 times during 2015, and 1.50 times thereafter;

maximum corporate leverage of 60%;

minimum tangible net worth of approximately \$1.1 billion, excluding goodwill and currency translation adjustments, plus an amount equal to 75% of the net proceeds of any new issuances of our common stock, which is not used to reduce indebtedness or used in a transaction or series of transactions to redeem outstanding capital stock;

restrictions on SHR and SH Funding's ability to pay dividends. Such restrictions include:

prohibitions on SHR and SH Funding's ability to pay any dividends unless certain ratios and other conditions are met; and

prohibitions on SHR and SH Funding's ability to issue dividends in cash or in kind at any time an event of default shall have occurred.

Notwithstanding the dividend restrictions described above, for so long as the Company qualifies, or has taken all other actions necessary to qualify as a REIT, SH Funding may authorize, declare, and pay quarterly cash dividends to the Company when and to the extent necessary for the Company to distribute cash dividends to its stockholders generally in an aggregate amount





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not to exceed the minimum amount necessary for the Company to maintain its tax status as a REIT, unless certain events of default exist. In addition, provided no event of default exists, dividends on preferred stock that accrue with regard to the current fiscal quarter may be paid to holders of preferred stock.

Other terms and conditions exist including a prohibition on mortgaging the borrowing base properties, provisions to release assets from the borrowing base and limitations on our ability to incur costs for discretionary capital programs and to redeem, retire or repurchase common stock. Under the agreement, SH Funding has a letter of credit sub-facility of \$75.0 million, which is secured by the \$300.0 million bank credit facility. Letters of credit reduce the borrowing capacity under the bank credit facility.

Mortgages and other debt payable, net of discount. The following table summarizes our outstanding debt and scheduled maturities, including extension options, related to mortgages and other debt payable, net of discount as of March 31, 2014 (in thousands):

	Balance as of March 31, 2014	Remainder of 2014	2015	2016	2017	2018	Thereafter
Mortgages payable							
Hyatt Regency La Jolla(1)	\$89,306	\$—	\$—	\$—	\$89,306	\$—	\$—
Fairmont Scottsdale Princess, LIBOR plus 0.36%	117,000	—	117,000	—	—	—	—
Four Seasons Washington, D.C., LIBOR plus 3.15%	130,000	—	—	130,000	—	—	—
Fairmont Chicago, 6.09%	93,124	—	—	—	93,124	—	—
Westin St. Francis, 6.09%	209,588	—	—	—	209,588	—	—
Loews Santa Monica Beach Hotel, LIBOR plus 3.85%	108,500	1,500	2,000	2,000	2,000	101,000	—
JW Marriott Essex House Hotel, LIBOR plus 4.00%(2)	185,826	—	1,200	4,800	179,826	—	—
InterContinental Miami, LIBOR plus 3.50%	85,000	422	889	952	1,021	81,716	—
InterContinental Chicago, 5.61%	143,943	1,357	1,940	2,031	2,172	2,299	134,144
Total mortgages payable(3)	1,162,287	3,279	123,029	139,783	577,037	185,015	134,144
Unamortized discount	(2,493)	—	—	—	—	—	—
Total mortgages payable, net of discount	1,159,794	3,279	123,029	139,783	577,037	185,015	134,144
Other debt, 5.00%(4)	1,469	—	1,469	—	—	—	—
Total mortgages and other debt payable, net of discount	\$1,161,263	\$3,279	\$124,498	\$139,783	\$577,037	\$185,015	\$134,144

Interest on \$72.0 million of the total principal amount is paid monthly at LIBOR plus 4.00%, subject to a 0.50% (1)LIBOR floor, and interest on \$17.3 million of the total principal amount is paid monthly at an annual fixed rate of 10.00%.

(2)Subject to a 0.75% LIBOR floor.

(3) All of these loan agreements require maintenance of financial covenants, all of which we were in compliance with at March 31, 2014.

(4) The North Beach Venture (See “Item 1. Financial Statements -8. Indebtedness - Mortgages and Other Debt Payable”) assumed the mortgage loan on a hotel-condominium unit, which is secured by the hotel-condominium unit.

Our long-term liquidity requirements consist primarily of funds necessary to pay for scheduled debt maturities, debt refinancings, distributions to our preferred stockholders, renovations, expansions and other non-recurring capital expenditures that need to be made periodically to our properties and the costs associated with acquisitions of properties. In addition, we may use cash to buy back outstanding debt or common or preferred securities from time to time when market conditions are favorable through open market purchases, privately negotiated transactions, or a tender offer, although the terms of our bank credit facility may impose certain conditions or restrictions in connection therewith.

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Historically, we have satisfied our long-term liquidity requirements through various sources of capital, including our existing working capital, cash provided by operations, sales of properties, long-term property mortgage indebtedness, bank credit facilities, issuance of senior unsecured debt instruments and through the issuance of additional equity securities. Credit markets have improved and access to mortgage and corporate level debt is more readily available. However, the capital markets can be volatile and there are no guarantees our maturing debt will be readily refinanced. Our ability to raise funds through the issuance of equity securities is dependent upon, among other things, general market conditions for both REITs in general and us specifically, including market perceptions regarding the Company. On April 23, 2012, we issued 18.4 million shares of common stock in a public offering at a public offering price of \$6.50 per share and raised net proceeds of approximately \$114.1 million. We will continue to analyze which source of capital is most advantageous to us at any particular point in time, but equity and debt financing may not be consistently available to us on terms that are attractive or at all.

Equity Securities

As of March 31, 2014, we had 3,396,945 RSUs outstanding, of which 1,302,132 were vested. The following table presents the changes in our issued and outstanding shares of common stock and SH Funding operating partnership units (OP Units) from December 31, 2013 to March 31, 2014 (excluding RSUs):

	Shares of Common Stock	OP Units Represented by Noncontrolling Interests	Total
Outstanding at December 31, 2013	205,582,838	797,238	206,380,076
RSUs redeemed for shares of our common stock	209,888	—	209,888
Outstanding at March 31, 2014	205,792,726	797,238	206,589,964

Cash Flows

**Operating Activities.** Net cash used in operating activities was \$15.9 million for the three months ended March 31, 2014 compared to net cash provided by operating activities of \$0.5 million for the three months ended March 31, 2013. Cash flows from operations decreased from 2013 to 2014 primarily due to income taxes paid attributable to the sale of the Four Seasons Punta Mita Resort and the adjacent La Solana land parcel during the three months ended March 31, 2014.

**Investing Activities.** Net cash provided by investing activities was \$300.3 million for the three months ended March 31, 2014 and net cash used in investing activities was \$9.7 million for the three months ended March 31, 2013. The significant investing activities during these periods are summarized below:

• We acquired Walton Street's 50.0% equity interests in the Fairmont Scottsdale Princess Venture for a cash payment of \$90.6 million during the three months ended March 31, 2014.

• We sold the Four Seasons Punta Mita Resort and the adjacent La Solana land parcel for sales proceeds of \$203.2 million and we sold the Marriott London Grosvenor Square hotel for sales proceeds of \$208.3 million, which includes amounts used to repay the outstanding mortgage loan balance, during the three months ended March 31, 2014.

• We received cash from unconsolidated affiliates of \$2.2 million and \$17.0 million during the three months ended March 31, 2014 and 2013, respectively.

• We sold unrestricted cash of \$15.6 million through dispositions of the Four Seasons Punta Mita Resort and the Marriott London Grosvenor Square hotel during the three months ended March 31, 2014.

• We acquired unrestricted cash of \$8.7 million through our acquisition of the 50.0% equity interests in the Fairmont Scottsdale Princess Venture during the three months ended March 31, 2014.

• We disbursed \$20.9 million and \$21.7 million during the three months ended March 31, 2014 and 2013, respectively, for capital expenditures primarily related to room renovations and food and beverage facilities.

• Restricted cash and cash equivalents decreased by \$5.0 million during the three months ended March 31, 2014 and increased by \$5.0 million during the three months ended March 31, 2013.

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Financing Activities. Net cash used in financing activities was \$200.1 million for the three months ended March 31, 2014 and net cash provided by financing activities was \$8.1 million for the three months ended March 31, 2013. The significant financing activities during these periods are summarized below:

• We distributed \$3.8 million to our preferred shareholders during the three months ended March 31, 2014.

• We made net payments of \$80.0 million on our bank credit facility during the three months ended March 31, 2014 and we had net borrowings of \$10.0 million on our bank credit facility during the three months ended March 31, 2013.

• We made payments of \$117.7 million and \$4.4 million on mortgages and other debt during the three months ended March 31, 2014 and 2013, respectively.

• We received contributions of \$2.5 million and \$3.1 million from holders of noncontrolling interests in consolidated affiliates related to the Essex House Hotel Venture during the three months ended March 31, 2014 and 2013, respectively.

**Dividend Policy**

We generally intend to distribute each year substantially all of our taxable income (which does not necessarily equal net income as calculated in accordance with GAAP) to our shareholders so as to comply with REIT provisions of the Tax Code. If necessary for REIT qualification purposes, we may need to distribute any taxable income in cash or by a special dividend. Our dividend policy is subject to revision at the discretion of our board of directors. All distributions will be made at the discretion of our board of directors and will depend on our taxable income, our financial condition, our maintenance of REIT status and other factors as our board of directors deems relevant.

On April 3, 2014, we redeemed all of the outstanding 4,181,141 shares of our Series A Preferred Stock. The Series A Preferred Stock were redeemed at a redemption price of \$25.00 per share, plus accrued and unpaid dividends up to and including April 3, 2014 in the amount of \$0.54896 per share, for a total redemption cost of approximately \$105,981,000. From and after April 3, 2014, dividends with respect to the Series A Preferred Stock will cease to accrue. Our board of directors declared quarterly distributions of \$0.51563 per share of Series B Preferred Stock and \$0.51563 per share of Series C Preferred Stock for the first quarter of 2014 with distributions paid on March 31, 2014 to holders of record as of the close of business on March 14, 2014.

In November 2008, our board of directors elected to suspend the quarterly dividend to holders of shares of our common stock beginning in the fourth quarter of 2008. Our board of directors has continued the suspension of the quarterly dividend to holders of shares of our common stock as a measure to preserve liquidity and due to the bank credit facility covenant restrictions.

Our board of directors will continue to evaluate the dividend policy in light of the REIT provisions of the Tax Code, restrictions under our bank credit facility, and the overall economic climate.

**Contractual Obligations**

The following table summarizes our future payment obligations and commitments as of March 31, 2014 (in thousands):

	Payments Due by Period				
	Total	Less than 1 year <sup>(1)</sup>	1 to 3 years	4 to 5 years	More than 5 years
Long-term debt obligations <sup>(2)</sup>	\$1,193,756	\$3,279	\$294,281	\$762,052	\$134,144
Interest on long-term debt obligations <sup>(3)</sup>	234,702	54,662	114,229	45,937	19,874
Operating lease obligations—ground leases and office space	269,140	2,492	6,689	5,959	254,000
Operating leases—Marriott Hamburg	85,695	3,955	10,547	10,547	60,646
Purchase commitments <sup>(4)</sup>	7,793	7,793	—	—	—
Total	\$1,791,086	\$72,181	\$425,746	\$824,495	\$468,664

(1) These amounts represent obligations that are due within fiscal year 2014.

(2) Long-term debt obligations include our bank credit facility, mortgages and other debt and exclude the unamortized discount. Maturity dates assume all extension options are exercised, including conditional options.



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- (3) Interest on variable-rate debt obligations is calculated based on the variable rates at March 31, 2014 and includes the effect of our interest rate swaps.

- Amounts include executed construction contracts, obligations under the JW Marriott Essex House Hotel property improvement plan, and other required property improvements and renovations. As of March 31, 2014, we have
- (4) \$4.8 million included in restricted cash reserves for capital expenditures related to property improvements and renovations required by certain lenders.

### Reserve Funds for Capital Expenditures

We maintain each of our hotels in excellent condition and in conformity with applicable laws and regulations and in accordance with the agreed upon requirements in our management agreements with our hotel operators.

We are obligated to maintain reserve funds for capital expenditures at the majority of our hotels (including the periodic replacement or refurbishment of furniture, fixtures and equipment) as determined pursuant to the management agreements with our hotel operators. As of March 31, 2014, \$34.5 million was in restricted cash reserves for future capital expenditures. Generally, our agreements with hotel operators require us to reserve funds at amounts ranging between 4.0% and 5.0% of the individual hotel's annual revenues and require the funds to be set aside in restricted cash. Expenditures are capitalized as incurred and depreciation begins when the related asset is placed in service. Any unexpended amounts will remain our property upon termination of the management and operating contracts.

### Off-Balance Sheet Arrangements

#### Fairmont Scottsdale Princess Venture

We had agreements with Walton Street, that formed FMT Scottsdale Holdings, L.L.C. and Walton/SHR FPH Holdings, L.L.C. (together, the Fairmont Scottsdale Princess Venture), which owned the Fairmont Scottsdale Princess hotel. We had a 50.0% ownership interest in the Fairmont Scottsdale Princess Venture and accounted for our investment under the equity method of accounting. On March 31, 2014, we acquired the remaining 50.0% interest in the Fairmont Scottsdale Princess Venture that was previously owned by Walton Street.

Our investment in the Fairmont Scottsdale Princess Venture amounted to \$26.8 million as of December 31, 2013. Our equity in earnings of the Fairmont Scottsdale Princess Venture was \$4.8 million and \$2.7 million for the three months ended March 31, 2014 and 2013, respectively.

#### Hotel del Coronado Venture

On February 4, 2011, we formed a partnership, BSK Del Partners, L.P. (Hotel del Coronado Venture) with an unaffiliated third party, an affiliate of Blackstone Real Estate Advisors VI L.P. (Blackstone), to own the Hotel del Coronado. Blackstone is the general partner of the Hotel del Coronado Venture with a 63.6% ownership interest and we are a limited partner with an indirect 36.4% ownership interest. We account for our investment under the equity method of accounting. We act as asset manager and earn a quarterly asset management fee equal to 1.0% of gross revenue, certain development fees, and if applicable, an incentive fee equal to one-third of the incentive fee paid to the hotel operator under the hotel management agreement. As part of the Hotel del Coronado Venture, the members of the Hotel Venture earn a profit-based incentive fee of 20.0% of all distributions of the Hotel del Coronado Venture that exceed both a 20.0% internal rate of return and two times return on invested equity. Our investment in the Hotel del Coronado Venture amounted to \$53.8 million and \$54.9 million as of March 31, 2014 and December 31, 2013, respectively. Our equity in losses of the Hotel del Coronado Venture was \$0.3 million and \$1.4 million for the three months ended March 31, 2014 and 2013, respectively.

In March 2013, the Hotel del Coronado Venture entered into new \$475.0 million mortgage and mezzanine loans that replaced the previous \$425.0 million mortgage and mezzanine loans. The \$475.0 million loans have an initial two-year term with three, one-year extension options, subject to certain conditions. Interest is payable monthly at an annual blended interest rate of LIBOR plus 3.65%. Additionally, the Hotel del Coronado Venture purchased a two-year, 3.0% LIBOR cap, which was required by the loans.

### RCPM

We own a 31.0% interest in and act as asset manager for a venture with two unaffiliated parties that developed RCPM, a luxury vacation home product sold in fractional and whole ownership interests on the property adjacent to the Four Seasons Punta Mita Resort hotel in Mexico. We account for this investment under the equity method of accounting.

At March 31, 2014 and December 31, 2013, our investment in the unconsolidated affiliate amounted to \$3.6 million and \$3.9 million, respectively. Our

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equity in (losses) earnings of the unconsolidated affiliate was \$(0.1) million and \$14,000 for the three months ended March 31, 2014 and 2013, respectively.

### Lot H5 Venture

On June 14, 2013, we entered into an amended and restated venture agreement with an unaffiliated third party, forming the Lot H5 Venture. The Lot H5 Venture owns the Lot H5 land parcel, an undeveloped, oceanfront land parcel in Punta Mita, Nayarit, Mexico. We have a preferred position in the Lot H5 Venture that entitles us to receive the first \$12.0 million of distributions generated from the Lot H5 Venture, with any excess distributions split equally between the partners. We jointly control the Lot H5 Venture with our partner and account for our interest in the Lot H5 Venture as an equity method investment. At March 31, 2014 and December 31, 2013, our investment in the unconsolidated affiliate amounted to \$19.4 million and \$19.4 million, respectively.

### Related Party Transactions

We have in the past engaged in transactions with related parties. See "Item 1. Financial Statements - 12. Related Party Transactions" for a discussion of our transactions with related parties.

### Critical Accounting Policies

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

We evaluate our estimates on an ongoing basis. We base our estimates on historical experience, information that is currently available to us and on various other assumptions that we believe are reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions. We believe the following critical accounting policies affect the most significant judgments and estimates used in the preparation of our condensed consolidated financial statements.

### Impairment

**Investment in Hotel Properties (Long-Lived Assets).** We review our long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future undiscounted net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment recognized is measured by the amount by which the carrying amount of the assets exceeds the estimated fair value of the assets. In our analysis of fair value, we use discounted cash flow analysis to estimate the fair value of our properties taking into account each property's expected cash flow from operations, holding period and proceeds from disposing of the property. In addition to the discounted cash flow analysis, management also considers external independent appraisals to estimate fair value. The analysis and appraisals used by management are consistent with those used by a market participant. The factors addressed in determining estimated proceeds from disposition include anticipated operating cash flow in the year of disposition, terminal capitalization rate and selling price per room. Judgment is required in determining the discount rate applied to estimated cash flows, growth rate of the properties, the need for capital expenditures, as well as specific market and economic conditions. Additionally, the classification of assets as held for sale requires the recording of assets at their net realizable value which can affect the amount of impairment recorded.

There were no indicators of potential impairment during the three months ended March 31, 2014. However, if deterioration in economic and market conditions occurs, it may present a potential for impairment charges on our hotel properties subsequent to March 31, 2014. Any such adjustments could be material, but will be non-cash.

**Intangible Assets.** Intangible assets are reviewed for impairment whenever circumstances or events indicate potential impairment, as part of our investment in hotel properties impairment process described above.

There were no indicators of potential impairment during the three months ended March 31, 2014. However, if deterioration in economic and market conditions occurs, it may present a potential for impairment charges on our intangible assets subsequent to March 31, 2014. Any such adjustments could be material, but will be non-cash.



Goodwill. We review goodwill for impairment at least annually as of December 31 and whenever circumstances or events indicate potential impairment. Goodwill has an indefinite useful life that should not be amortized but should be reviewed annually for impairment, or more frequently if events or changes in circumstances indicate that goodwill

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might be impaired. The measurement of impairment of goodwill consists of two steps. In the first step, we compare the fair value of each reporting unit, which in our case is each hotel property, to its carrying value. The assessment of fair values of the hotel properties incorporates unobservable inputs (Level 3), including existing market-based considerations, as well as discounted cash flow analysis of our projections. In the second step of the impairment test, the impairment loss is determined by comparing the implied fair value of goodwill to the recorded amount of goodwill. The activities in the second step include hypothetically allocating the fair value of the reporting unit used in step one to all of the assets and liabilities, including all intangible assets, even if no intangible assets are currently recorded, of that reporting unit as if the reporting unit had been acquired in a business combination and the fair value of the reporting unit was the price paid to acquire the reporting unit. For reporting units with zero or negative carrying values, the second step is only performed if qualitative factors indicate that it is more likely than not that a goodwill impairment exists.

There were no indicators of potential impairment during the three months ended March 31, 2014 and we did not record any non-cash goodwill impairment charges. However, if deterioration in economic and market conditions occurs, it may present a potential for impairment charges on our hotel properties with goodwill subsequent to March 31, 2014. Any such adjustments could be material, but will be non-cash.

**Investment in Unconsolidated Affiliates.** A series of operating losses of an investee or other factors may indicate that a decrease in value of a company's investment in unconsolidated affiliates has occurred which is other-than-temporary. Accordingly, the investment in each of the unconsolidated affiliates is evaluated periodically for valuation declines that are other-than-temporary. If the investment is other than temporarily impaired, the investment is written down to its estimated fair value. Also taken into consideration when testing for impairment is the value of the underlying real estate investments, the ownership and distribution preferences and limitations and rights to sell and repurchase of its ownership interests. There were no other-than-temporary declines in value of investments in unconsolidated affiliates during the three months ended March 31, 2014. However, if deterioration in economic and market conditions occurs, it may present a potential for other-than-temporary declines in value subsequent to March 31, 2014. Any such adjustments could be material, but will be non-cash.

**Acquisition Related Assets and Liabilities.** Accounting for the acquisition of a hotel property as a purchase transaction requires an allocation of the purchase price to the assets acquired and the liabilities assumed in the transaction at their respective estimated fair values. The most difficult estimations of individual fair values are those involving long-lived assets, such as property and equipment and intangible assets. We use all available information to make these fair value determinations and, for hotel acquisitions, engage an independent valuation specialist to assist in the fair value determination of the acquired long-lived assets. Due to inherent subjectivity in determining the estimated fair value of long-lived assets, we believe that the recording of acquired assets and liabilities is a critical accounting policy. On March 31, 2014, we acquired the 50.0% interest in the Fairmont Scottsdale Princess hotel that was previously owned by Walton Street.

**Depreciation and Amortization Expense.** Depreciation expense is based on the estimated useful life of our assets. The life of the assets is based on a number of assumptions, including cost and timing of capital expenditures to maintain and refurbish the asset, as well as specific market and economic conditions. While management believes its estimates are reasonable, a change in the estimated lives could affect depreciation expense and net income or the gain or loss on the sale of any of the assets.

**Derivative Instruments and Hedging Activities.** Derivative instruments and hedging activities require management to make judgments on the nature of its derivatives and their effectiveness as hedges. These judgments determine if the changes in fair value of the derivative instruments are reported in our condensed consolidated statements of operations as a component of net income or as a component of comprehensive income and as a component of equity on our condensed consolidated balance sheets. While management believes its judgments are reasonable, a change in a derivative's effectiveness as a hedge could affect expenses, net income and equity.

If the notional amount of the derivative instruments exceeds the forecasted LIBOR-based debt, an over-hedged position results. To alleviate the over-hedged position, the derivative instruments may be terminated and/or de-designated as hedges. Future changes to our overall floating rate debt could have implications to our overall hedging position.

Disposal of Long-Lived Assets. We classify assets as held for sale in accordance with GAAP. Assets identified as held for sale are reclassified on our condensed consolidated balance sheet and the related results of operations are reclassified as discontinued operations on our condensed consolidated statement of operations. While these classifications do not have an effect on total assets, net equity or net income, they affect the classifications within each

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statement. Additionally, a determination to classify an asset as held for sale affects depreciation expense as long-lived assets are not depreciated while classified as held for sale. On February 28, 2014, we sold the Four Seasons Punta Mita Resort and on March 31, 2014, we sold the Marriott London Grosvenor Square hotel.

### Seasonality

The lodging business is seasonal in nature, and we experience some seasonality in our business. Revenues for hotels in tourist areas, those with significant group business, and in areas driven by greater climate changes are generally seasonal. Quarterly revenues also may be adversely affected by events beyond our control, such as extreme weather conditions and other acts of nature, terror attacks or alerts, airline strikes, economic factors and other considerations affecting travel.

To the extent that cash flows from operations are insufficient during any quarter, due to temporary or seasonal fluctuations in revenues, we may have to enter into short-term borrowings to pay operating expenses and make distributions to our stockholders.

### New Accounting Guidance

In April 2014, the Financial Accounting Standards Board issued new guidance which amends the requirements for reporting discontinued operations. Under the guidance, only disposals that represent a strategic shift that has (or will have) a major effect on the entity's results of operations would qualify as discontinued operations. In addition, the guidance expands the disclosure requirements for disposals that meet the definition of a discontinued operation and requires entities to disclose information about disposals of individually significant components. The provisions are effective in the first quarter of 2015, with early adoption permitted for any annual or interim period for which an entity's financial statements have not yet been made available for issuance. We will apply the guidance prospectively to disposal activity occurring after the effective date of this guidance.

### Non-GAAP Financial Measures

We present five non-GAAP financial measures that we believe are useful to management and investors as key measures of our operating performance: FFO; FFO—Fully Diluted; Comparable FFO; EBITDA; and Comparable EBITDA. Amounts presented in accordance with our definitions of FFO, FFO—Fully Diluted, Comparable FFO, EBITDA, and Comparable EBITDA may not be comparable to similar measures disclosed by other companies, since not all companies calculate these non-GAAP measures in the same manner. FFO, FFO—Fully Diluted, Comparable FFO, EBITDA, and Comparable EBITDA should not be considered as an alternative measure of our net income (loss) or operating performance. FFO, FFO—Fully Diluted, Comparable FFO, EBITDA, and Comparable EBITDA may include funds that may not be available for our discretionary use due to functional requirements to conserve funds for capital expenditures and property acquisitions and other commitments and uncertainties. Although we believe that FFO, FFO—Fully Diluted, Comparable FFO, EBITDA, and Comparable EBITDA can enhance the understanding of our financial condition and results of operations, these non-GAAP financial measures, when viewed individually, are not necessarily better indicators of any trend as compared to comparable GAAP measures such as net income (loss) attributable to SHR common shareholders. In addition, adverse economic and market conditions might negatively impact our cash flow. We have provided a quantitative reconciliation of FFO, FFO—Fully Diluted, Comparable FFO, EBITDA, and Comparable EBITDA to the most directly comparable GAAP financial performance measure, which is net income (loss) attributable to SHR common shareholders.

### EBITDA and Comparable EBITDA

EBITDA represents net income (loss) attributable to SHR common shareholders excluding: (i) interest expense, (ii) income taxes, including deferred income tax benefits and expenses applicable to our foreign subsidiaries and income taxes applicable to sale of assets; (iii) depreciation and amortization; and (iv) preferred stock dividends. EBITDA also excludes interest expense, income taxes and depreciation and amortization of our unconsolidated affiliates. EBITDA is presented on a full participation basis, which means we have assumed conversion of all redeemable noncontrolling interests of our operating partnership into our common stock. We believe this treatment of noncontrolling interests provides useful information for management and our investors and appropriately considers our current capital structure. We also present Comparable EBITDA, which eliminates the effect of realizing deferred gains on our sale leasebacks, as well as the effect of gains or losses on sales of assets, early extinguishment of debt, impairment losses, foreign currency exchange gains or losses and certain other charges that are highly variable from

year to year.

We believe EBITDA and Comparable EBITDA are useful to management and investors in evaluating our operating performance because they provide management and investors with an indication of our ability to incur and service debt, to satisfy general operating expenses, to make capital expenditures and to fund other cash needs or reinvest cash into our business. We also believe they help management and investors meaningfully evaluate and compare the results of our operations from period to period by removing the impact of our asset base (primarily depreciation and amortization) from our operating results.

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Our management also uses EBITDA and Comparable EBITDA as measures in determining the value of acquisitions and dispositions.

The following table provides a reconciliation of net income (loss) attributable to SHR common shareholders to Comparable EBITDA (in thousands):

	Three Months Ended March 31,	
	2014	2013
Net income (loss) attributable to SHR common shareholders	\$217,158	\$(23,448 )
Depreciation and amortization—continuing operations	22,205	24,908
Depreciation and amortization—discontinued operations	1,275	2,310
Interest expense—continuing operations	18,274	19,663
Interest expense—discontinued operations	1,326	1,823
Income taxes—continuing operations	39	13
Income taxes—discontinued operations	833	771
Income taxes—sale of assets	20,451	—
Noncontrolling interests	849	(87 )
Adjustments from consolidated affiliates	(3,675 )	(3,554 )
Adjustments from unconsolidated affiliates	5,290	6,316
Preferred shareholder dividends	9,824	6,041
EBITDA	293,849	34,756
Realized portion of deferred gain on sale leaseback	(53 )	(51 )
Gain on consolidation of affiliate	(78,117 )	—
Gain on sale of assets—discontinued operations	(176,276 )	—
Loss on early extinguishment of debt—discontinued operations	272	—
Foreign currency exchange (gain) loss—continuing operations	(2 )	86
Foreign currency exchange gain – discontinued operations	(32 )	(326 )
Activist shareholder costs	1,533	—
Comparable EBITDA	\$41,174	\$34,465

#### FFO, FFO-Fully Diluted, and Comparable FFO

We compute FFO in accordance with standards established by the National Association of Real Estate Investment Trusts, or NAREIT, with the exception of impairment of depreciable real estate. NAREIT adopted a definition of FFO in order to promote an industry-wide standard measure of REIT operating performance. NAREIT defines FFO as net income (loss) (computed in accordance with GAAP) excluding losses or gains from sales of depreciable property, impairment of depreciable real estate, real estate-related depreciation and amortization, and our portion of these items related to unconsolidated affiliates. We also present FFO—Fully Diluted, which is FFO plus income or loss on income attributable to redeemable noncontrolling interests of our operating partnership. We also present Comparable FFO, which is FFO—Fully Diluted excluding the impact of any gains or losses on early extinguishment of debt, impairment losses, foreign currency exchange gains or losses and certain other charges that are highly variable from year to year. We believe that the presentation of FFO, FFO—Fully Diluted and Comparable FFO provides useful information to management and investors regarding our results of operations because they are measures of our ability to fund capital expenditures and expand our business. In addition, FFO is widely used in the real estate industry to measure operating performance without regard to items such as depreciation and amortization.

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The following table provides a reconciliation of net income (loss) attributable to SHR common shareholders to Comparable FFO (in thousands):

	Three Months Ended March 31,	
	2014	2013
Net income (loss) attributable to SHR common shareholders	\$217,158	\$(23,448 )
Depreciation and amortization—continuing operations	22,205	24,908
Depreciation and amortization—discontinued operations	1,275	2,310
Corporate depreciation	(123 )	(131 )
Gain on consolidation of affiliate	(78,117 )	—
Gain on sale of assets, net of tax—discontinued operations	(155,825 )	—
Realized portion of deferred gain on sale leaseback	(53 )	(51 )
Noncontrolling interests adjustments	(98 )	(127 )
Adjustments from consolidated affiliates	(1,835 )	(1,641 )
Adjustments from unconsolidated affiliates	3,506	3,706
FFO	8,093	5,526
Redeemable noncontrolling interests	947	40
FFO – Fully Diluted	9,040	5,566
Non-cash mark to market of interest rate swaps—continuing operations	(2,294 )	(2,298 )
Non-cash mark to market of interest rate swaps—discontinued operations	—	(746 )
Loss on early extinguishment of debt—discontinued operations	272	—
Foreign currency exchange (gain) loss—continuing operations	(2 )	86
Foreign currency exchange gain—discontinued operations	(32 )	(326 )
Activist shareholder costs	1,533	—
Excess of redemption liability over carrying amount of Series A Preferred Stock	3,709	—
Comparable FFO	\$12,226	\$2,282

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.****Interest Rate Risk**

Our future income, cash flows and fair values relevant to financial instruments are dependent upon prevailing market interest rates. Market risk refers to the risk of loss from adverse changes in market prices and interest rates. The majority of our outstanding debt, after considering the effect of interest rate swaps, has a fixed interest rate. We use derivative financial instruments to manage, or hedge, interest rate risks related to our borrowings, from lines of credit to medium- and long-term financings. We generally require that hedging derivative instruments be effective in reducing the interest rate risk exposure that they are designed to hedge. We do not use derivatives for trading or speculative purposes and only enter into contracts with major financial institutions based on their credit rating and other factors. We use methods which incorporate standard market conventions and techniques such as discounted cash flow analysis and option pricing models to determine fair value. All methods of estimating fair value result in general approximation of value and such value may or may not actually be realized.

See “Item 1. Financial Statements – 10. Derivatives” for information on our interest rate cap and swap agreements outstanding as of March 31, 2014.

As of March 31, 2014, our total outstanding mortgages and other debt and indebtedness under the bank credit facility totaled approximately \$1.2 billion, of which approximately 72.6% was fixed-rate debt when including the effect of interest rate swaps. If market rates of interest on our variable rate debt, including the effect of the interest rate swaps described above, increase by 20%, the increase in interest expense on the variable rate debt would decrease future earnings and cash flows by approximately \$0.1 million annually. If market rates of interest on our variable rate debt, including the effect of the swaps, decrease by 10%, the decrease in interest expense on our variable rate debt would increase future earnings and cash flows by approximately \$0.1 million annually. In April 2014, we terminated these interest rate swaps. See “Item 1. Financial Statements – 16. Subsequent Events” for information.





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Interest risk amounts were determined by considering the impact of hypothetical interest rates on our financial instruments. These analyses do not consider the effect of the reduced level of overall economic activity that could exist in that environment. Furthermore, in the event of a 20% increase in the market rates of interest on our variable rate debt as discussed above, we may take actions to further mitigate our exposure to the change. However, due to the uncertainty of the specific actions that would be taken and their possible effects, these analyses assume no changes in our financial structure.

### Currency Exchange Risk

As we have international operations, currency exchange risk arises as a normal part of our business. In particular, we are subject to fluctuations due to changes in foreign exchange rates in the euro. We reduce this risk by transacting our international business in local currencies. In this manner, assets and liabilities are matched in the local currency, which reduces the need for dollar conversion. Generally, we do not enter into forward or option contracts to manage our currency exchange risk exposure applicable to net operating cash flows.

Our exposure to foreign currency exchange rates relates primarily to the Marriott Hamburg hotel. For our foreign hotel, exchange rates impact the U.S. dollar value of our reported earnings, our investments in the hotel and the intercompany transactions with the hotel.

For the three months ended March 31, 2014, approximately 0.7% of our total revenues were generated from the Marriott Hamburg hotel, which uses the euro. As a result, fluctuations in the value of foreign currency against the U.S. dollar do not have a significant impact on our reported results.

## ITEM 4. CONTROLS AND PROCEDURES.

### Evaluation of Disclosure Controls and Procedures

An evaluation of the effectiveness of the design and operation of our “disclosure controls and procedures” (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act), as of the end of the period covered by this quarterly report on Form 10-Q was made under the supervision and with the participation of our management, including our chief executive officer and our chief financial officer. Based upon this evaluation, as of March 31, 2014, our chief executive officer and our chief financial officer concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and that information required to be disclosed by us in reports filed or submitted under the Exchange Act is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

### Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended March 31, 2014 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

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PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

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

ITEM 1A. RISK FACTORS

There were no material changes from the risk factors previously disclosed in our annual report on Form 10-K for the year ended December 31, 2013.

A copy of those risk factors, updated for this quarterly report on Form 10-Q, are attached as Exhibit 99.1 to this quarterly report on Form 10-Q.

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

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

ITEM 5. OTHER INFORMATION.

2014 Equity Awards. As previously disclosed, on February 25, 2014, we granted equity awards under our Second Amended and Restated 2004 Incentive Plan in the form of performance share awards and time-vested restricted stock units (RSUs).

Performance share awards. Performance share awards granted provide the recipient the opportunity to earn shares of our common stock based on the total shareholder return (share price appreciation plus the reinvestment of dividends) (TSR) of the shares of our common stock over the period from January 2, 2014 through December 31, 2016 or through the date of a change of control, if earlier. The Company's TSR over the performance period is ranked relative to the TSR of the companies that comprise the SNL Lodging Index (75% weighting) and the MSCI US REIT Index (25% weighting). The TSR of such companies will be calculated by determining the starting and ending share price based on a 60-trading day average price (except in the case of a change of control of the Company when the change of control price for the Company would be used). Performance share awards provide the recipient the opportunity to earn from 25% to 150% of the target performance share number applicable to the respective index companies based on the Company's relative TSR. Additionally, there is an ability to earn up to an additional 10% of the target performance share number applicable to the respective index if the Company is at or above the 85th percentile relative to the companies in the respective index. Certain minimum stock price and total shareholder return requirements are set forth in the performance share awards. Executives were also given the opportunity to defer the receipt of shares of common stock earned under the performance share award.

RSU awards. RSUs granted vest ratably in annual one-third increments on January 1 of each of 2015, 2016 and 2017, with vesting acceleration upon certain events. The RSUs are convertible after vesting on a one-for-one basis to shares of common stock.

The number of target performance share awards and RSUs granted to our named executive officers on February 25, 2014 are set forth below:

Name and Title	Target Performance Shares	RSUs
Raymond L. Gellein, Jr., President and Chief Executive Officer	140,021	68,966
Diane M. Morefield, Executive Vice President, Chief Financial Officer	43,970	21,657
Richard J. Moreau, Executive Vice President, Chief Operating Officer	43,970	21,657
Paula C. Maggio, Executive Vice President, General Counsel & Secretary	38,086	18,759
Stephen M. Briggs, Senior Vice President, Chief Accounting Officer	19,253	9,483



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2013 Cash Bonuses. As previously disclosed, on February 25, 2014, we also approved annual cash bonuses to our named executive officers for calendar year 2013 as set forth below:

Name and Title	Cash Bonus
Raymond L. Gellein, Jr., President and Chief Executive Officer	\$1,454,760
Diane M. Morefield, Executive Vice President, Chief Financial Officer	\$414,868
Richard J. Moreau, Executive Vice President, Chief Operating Officer	\$414,868
Paula C. Maggio, Executive Vice President, General Counsel & Secretary	\$359,346
Stephen M. Briggs, Senior Vice President, Chief Accounting Officer	\$202,005

Separation Agreement. On May 5, 2014, Stephen M. Briggs and the Company mutually agreed that Mr. Briggs' employment as Senior Vice President and Chief Accounting Officer of the Company would terminate effective June 30, 2014. In connection with Mr. Briggs' separation, the Company and Mr. Briggs entered into a Separation Agreement, dated May 5, 2014 (the "Separation Agreement"), pursuant to which, among other things, (i) Mr. Briggs will receive a lump sum cash payment of \$505,448, (ii) the vesting of 11,802 restricted stock units granted pursuant to the Company's Second Amended and Restated 2004 Incentive Plan (the "Incentive Plan") and held by Mr. Briggs will be accelerated as of June 30, 2014, and (iii) an aggregate of 38,941 performance shares granted pursuant to the Incentive Plan and held by Mr. Briggs shall remain eligible for vesting based on the Company's performance through several performance periods ending December 31, 2014, 2015 and 2016. The Separation Agreement contains customary releases and covenants, including covenants relating to non-disparagement and confidentiality. In connection with Mr. Briggs' separation from the Company, on May 2, 2014, the board of directors of the Company appointed Diane Morefield, the Company's Chief Financial Officer (and principal financial officer), as its principal accounting officer, effective as of June 30, 2014, replacing Mr. Briggs in that capacity.

## ITEM 6. EXHIBITS.

The information in the Exhibit Index appearing after the signature page of this Form 10-Q is incorporated by reference.

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SIGNATURES

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

May 8, 2014	STRATEGIC HOTELS & RESORTS, INC. By: /s/ Raymond L. Gellein, Jr. Raymond L. Gellein, Jr. President, Chief Executive Officer and Chairman of the Board (principal executive officer)
May 8, 2014	By: /s/ Diane M. Morefield Diane M. Morefield Executive Vice President and Chief Financial Officer (principal financial officer)

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Exhibit Index

Exhibit No.	Description of Exhibit
3.1.a	Articles of Amendment and Restatement of the Company (filed as Exhibit 3.1 to the Company's Amendment No. 3 to the Registration Statement on Form S-11 (File No. 333-112846), filed with the SEC on June 8, 2004 and incorporated herein by reference).
3.1.b	Articles of Amendment relating to the Company's name change to Strategic Hotels & Resorts, Inc. (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-32223), filed with the SEC on March 15, 2006 and incorporated herein by reference).
3.1.c	Articles of Amendment (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-32223), filed with the SEC on May 19, 2010 and incorporated herein by reference).
3.1.d	Articles of Amendment (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-32223), filed with the SEC on April 19, 2012 and incorporated herein by reference).
3.1.e	Articles Supplementary relating to the Company's 8.50% Series A Cumulative Redeemable Preferred Stock (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-32223), filed with the SEC on March 18, 2005 and incorporated herein by reference).
3.1.f	Certificate of Correction relating to the Company's 8.50% Series A Cumulative Redeemable Preferred Stock (filed as Exhibit 3.2 to the Company's Current Report on Form 8-K (File No. 001-32223), filed with the SEC on March 18, 2005 and incorporated herein by reference).
3.1.g	Articles Supplementary relating to the Company's 8.25% Series B Cumulative Redeemable Preferred Stock (filed as Exhibit 3.5 to the Company's Form 8-A (File No. 001-32223), filed with the SEC on January 13, 2006 and incorporated herein by reference).
3.1.h	Articles Supplementary relating to the Company's 8.25% Series C Cumulative Redeemable Preferred Stock (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-32223), filed with the SEC on April 21, 2006 and incorporated herein by reference).
3.1.i	Articles Supplementary relating to the Company's Series D Junior Participating Preferred Stock (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-32223), filed with the SEC on November 18, 2008 and incorporated herein by reference).
3.1.j	Articles Supplementary relating to the Company's Series D Junior Participating Preferred Stock (filed as Exhibit 3.2 to the Company's Current Report on Form 8-K (File No. 001-32223), filed with the SEC on May 19, 2010 and incorporated herein by reference).
3.1.k	Articles Supplementary relating to the Company's Series D Junior Participating Preferred Stock (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-32223), filed with the SEC on November 13, 2012 and incorporated herein by reference).
3.2	By-Laws of the Company (filed as Exhibit 3.2 to the Company's Current Report on Form 8-K (File No. 001-32223), filed with the SEC on November 18, 2008 and incorporated herein by reference).

- 10.1 Agreement, dated March 7, 2014, by and among Orange Capital, LLC, Orange Capital Master I, Ltd., Daniel Lewis and the Company (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 001-32223), filed with the SEC on March 10, 2014 and incorporated herein by reference).
- \* 10.2 Membership Interest Purchase Agreement, dated as of March 31, 2014, by and between Walton Scottsdale Investors VI, L.L.C. and SHR FPH Investor, LLC.
- \* 10.3 Membership Interest Purchase Agreement, dated as of March 31, 2014, by and between Walton Scottsdale Investors VI, L.L.C. and SHR Scottsdale Investor, LLC.
- \* 10.4 Agreement, dated March 31, 2014, by and among SHR Grosvenor Square LLC, Strategic Hotel Funding, L.L.C., Western Treasure Limited and SHR Grosvenor Square S.A.R.L.
- \*+ 10.5 Separation Agreement, dated May 5, 2014, by and between Stephen Briggs and Strategic Hotel Funding, L.L.C.
- \* 31.1 Certification of Raymond L. Gellein, Jr., Chief Executive Officer, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- \* 31.2 Certification of Diane M. Morefield, Chief Financial Officer, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

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** 32.1	Certification of Raymond L. Gellein, Jr., Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
** 32.2	Certification of Diane M. Morefield, Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
* 99.1	Disclosure Regarding Forward-Looking Statements and Risk Factors.
* 101.INS	XBRL Instance Document***
* 101.SCH	XBRL Taxonomy Extension Schema Document***
* 101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document***
* 101.LAB	XBRL Taxonomy Extension Label Linkbase Document***
* 101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document***
* 101.DEF	XBRL Taxonomy Extension Definition Linkbase Document***
+	Represents a management contract or compensatory plan or arrangement.
*	Filed herewith.
**	This exhibit shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that Section. Such exhibit shall not be deemed incorporated into any filing under the Securities Act of 1933, as amended, or the Exchange Act.
***	Attached as Exhibit 101 to this Quarterly Report on Form 10-Q are the following materials, formatted in XBRL (eXtensible Business Reporting Language): (i) the Condensed Consolidated Balance Sheets at March 31, 2014 and December 31, 2013; (ii) the Condensed Consolidated Statements of Operations for the three months ended March 31, 2014 and 2013; (iii) the Condensed Consolidated Statements of Comprehensive Income (Loss) for the three months ended March 31, 2014 and 2013; (iv) the Condensed Consolidated Statements of Cash Flows for the three months ended March 31, 2014 and 2013; and (v) Notes to the Condensed Consolidated Financial Statements that have been detail tagged.