

Hospitality Investors Trust, Inc.
Form SC 13D/A
February 28, 2019

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D/A
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO 240.13d-2(a)

(Amendment No. 3)*

Hospitality Investors Trust, Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

44107J108
(CUSIP Number)

Justin Beber
Brookfield Asset Management Inc.
Brookfield Place, Suite 300
181 Bay Street, P.O. Box 762
Toronto, Ontario M5J2T3
Telephone: (416) 359-8598
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

Copy to:

Steven L. Wilner, Esq.
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006
(212) 225-2000
February 27, 2019
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 30 Pages)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 44107J108 13DPage 2 of 30 Pages

NAMES OF REPORTING PERSONS

1

Brookfield Asset Management Inc.

CHECK THE APPROPRIATE BOX IF (a)
A MEMBER OF A GROUP

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Canada

SOLE VOTING POWER

7

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

26,680,524.56*

SOLE DISPOSITIVE POWER

9

-0-

SHARED DISPOSITIVE POWER

10

26,680,524.56*

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11

26,680,524.56*

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

40.55%**

14 TYPE OF REPORTING PERSON
CO

*See Item 5.

** The calculation is based on 65,798,188.56 shares of Common Stock (as defined herein) outstanding, which includes (i) the 39,132,450 shares of Common Stock outstanding as of February 20, 2019 (which includes the 14,786 Restricted Shares (as defined below) granted to BSREP II Board (as defined below), 7,210 shares of which are subject to forfeiture in respect of Lowell Baron's and Bruce Wiles's service as directors of the Issuer (as defined below) as described below in Item 5), based on information received from the Issuer, and (ii) 26,665,738.56 shares of Common Stock issuable upon redemption of OP Units (as defined herein) deliverable upon conversion of the Class C Units (as defined herein).

NAMES OF REPORTING PERSONS

1 Partners Limited

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (SEE (a)
2 INSTRUCTIONS)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED
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6 CITIZENSHIP OR PLACE OF
ORGANIZATION

Canada

7 SOLE VOTING POWER

-0-

8 SHARED VOTING POWER

26,680,524.56*

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-0-

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NAMES OF REPORTING PERSONS

1 Brookfield Holdings Canada Inc.

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (SEE (a)
2 INSTRUCTIONS)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED
5 PURSUANT TO ITEM 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

Canada

7 SOLE VOTING POWER

-0-

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PERSON WITH

8 SHARED VOTING POWER

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CUSIP No. 44107J108 13DPage 5 of 30 Pages

NAMES OF REPORTING PERSONS

1

Brookfield US Holdings Inc.

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (SEE (a)
INSTRUCTIONS)

2

(b)

SEC USE ONLY

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SOURCE OF FUNDS

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OO

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CITIZENSHIP OR PLACE OF
ORGANIZATION

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Canada

SOLE VOTING POWER

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SOLE DISPOSITIVE POWER

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CUSIP No. 44107J108 13DPage 6 of 30 Pages

NAMES OF REPORTING PERSONS

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Brookfield US Inc.

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(b)

SEC USE ONLY

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SOURCE OF FUNDS

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OO

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5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

-0-

NUMBER OF
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SHARED VOTING POWER

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SOLE DISPOSITIVE POWER

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CUSIP No. 44107J108 13DPage 7 of 30 Pages

NAMES OF REPORTING PERSONS

1

BUSC Finance LLC

CHECK THE APPROPRIATE BOX IF (a)
A MEMBER OF A GROUP

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

-0-

NUMBER OF
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SHARED VOTING POWER

8

26,680,524.56*

SOLE DISPOSITIVE POWER

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SHARED DISPOSITIVE POWER

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CUSIP No. 44107J108 13DPage 8 of 30 Pages

NAMES OF REPORTING PERSONS

1 Brookfield Property Master Holdings
LLC

CHECK THE APPROPRIATE BOX IF (a)
2 A MEMBER OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL
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PURSUANT TO ITEM 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF
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Delaware

SOLE VOTING POWER

7

-0-

NUMBER OF
SHARES
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8 SHARED VOTING POWER

26,680,524.56*

9 SOLE DISPOSITIVE POWER

-0-

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NAMES OF REPORTING PERSONS

1

Brookfield Property Group LLC

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (SEE (a)
INSTRUCTIONS)

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK IF DISCLOSURE OF LEGAL
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PURSUANT TO ITEM 2(D) OR 2(E)

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CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

-0-

NUMBER OF
SHARES
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8

26,680,524.56*

SOLE DISPOSITIVE POWER

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CUSIP No. 44107J108 13DPage 10 of 30 Pages

NAMES OF REPORTING PERSONS

1 Brookfield Strategic Real Estate
Partners II GP OF GP LLC

CHECK THE APPROPRIATE BOX IF
2 A MEMBER OF A GROUP (SEE (a)
INSTRUCTIONS)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE
INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
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PERSON WITH

8 SHARED VOTING POWER

26,680,524.56*

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

26,680,524.56*

11 AGGREGATE AMOUNT
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REPORTING PERSON

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TYPE OF REPORTING PERSON

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CUSIP No. 44107J108 13DPage 11 of 30 Pages

NAMES OF REPORTING PERSONS

1 Brookfield Strategic Real Estate
Partners II GP L.P.

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (SEE (a)
2 INSTRUCTIONS)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE
INSTRUCTIONS)

OO

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14

TYPE OF REPORTING PERSON

PN

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CUSIP No. 44107J108 13DPage 12 of 30 Pages

NAMES OF REPORTING PERSONS

1 Brookfield Strategic Real Estate
Partners II Hospitality REIT II LLC

CHECK THE APPROPRIATE BOX IF
2 A MEMBER OF A GROUP (SEE (a)
INSTRUCTIONS)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE
INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL
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6 CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

7 SOLE VOTING POWER

-0-

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Schedule 13D/A

This Amendment No. 3 (the “Amendment”) amends and supplements the Schedule 13D filed by the Reporting Persons on April 10, 2017 (the “Original 13D”), as amended and supplemented by Amendment No. 1 on February 28, 2018 (“Amendment No. 1”), Amendment No. 2 on January 3, 2019 (“Amendment No. 2”) (the Original 13D, Amendment No. 1 and Amendment No. 2, collectively, the “Amended Schedule 13D”), with respect to the Common Stock. Except as specifically provided herein, this Amendment does not modify any of the information previously reported on the Amended Schedule 13D. Capitalized terms used in this Amendment and not otherwise defined shall have the same meanings ascribed to them in the Amended Schedule 13D.

The Reporting Persons are filing this amendment to reflect their new percentage of beneficial ownership of the Issuer, which has increased as a result of the issuance by the Issuer to the Brookfield Investor of 14,898,060.78 Class C Units on February 27, 2019 in connection with the Second Follow-On Funding.

Item 2. Identity and Background

This Amendment amends and restates the entirety of Item 2 of the Amended Schedule 13D as set forth below.

This 13D is being filed by each of the following persons (each, a “Reporting Person”, and, collectively, the “Reporting Persons”):

i. Brookfield Asset Management Inc. (“BAM”), a corporation formed under the laws of the Province of Ontario;

Partners Limited (“Partners Limited”), a corporation formed under the laws of the Province of Ontario that holds
ii. 867,495 class A limited voting shares of BAM, representing approximately 0.1% of such shares, and 85,120 class B limited voting shares of BAM, representing 100% of such shares;

iii. Brookfield Holdings Canada Inc. (“BHC”), a corporation formed under the laws of the Province of Ontario and a wholly-owned subsidiary of BAM;

iv. Brookfield US Holdings Inc. (“BUSHI”), a corporation formed under the laws of the Province of Ontario and a wholly-owned subsidiary of BHC;

Brookfield US Inc. (“BUSI”), a Delaware corporation and a wholly-owned subsidiary of BUSHI. On or about January 3, 2019, pursuant to an internal reorganization, Brookfield US Corporation, a Delaware corporation, merged with
v. and into Brookfield Special Opportunities Inc. (“BSO”), with BSO surviving the merger as a wholly-owned subsidiary of BUSHI and the direct parent company of BUSC Finance (as defined below). BSO subsequently changed its name to Brookfield US Inc. (“BUSI”);

vi. BUSC Finance LLC (“BUSC Finance”), a Delaware limited liability company and a wholly-owned subsidiary of BUSI;

vii. Brookfield Property Master Holdings LLC (“BPMH”), a Delaware limited liability company and a wholly-owned subsidiary of BUSC Finance;

Brookfield Property Group LLC (“BPG”), a Delaware limited liability company. BPMH holds 16,037,000 class A
viii. common shares of BPG, representing approximately 99% voting interest of shares of BPG, and BUSC Finance holds 40,000,000 preferred shares of BPG, representing approximately 1% of voting interest of shares of BPG;

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ix. Brookfield Strategic Real Estate Partners II GP OF GP LLC (“Ultimate GP”), a Delaware limited liability company, a wholly-owned subsidiary of BPG and the general partner of BSREP II GP (as defined below);

x. Brookfield Strategic Real Estate Partners II GP L.P. (“BSREP II GP”), a Delaware limited partnership and the sole manager of the Brookfield Investor (as defined below); and

xi. Brookfield Strategic Real Estate Partners II Hospitality REIT II LLC (the “Brookfield Investor”), a Delaware limited liability company and owner of 100% of the outstanding Class C Units of the OP (as defined below).

Schedule I with respect to BAM, Schedule II with respect to Partners Limited, Schedule III with respect to BHC, Schedule IV with respect to BUSHI, Schedule V with respect to BUSI, Schedule VI with respect to BUSC Finance, Schedule VII with respect to BPMH, Schedule VIII with respect to BPG, Schedule IX with respect to Ultimate GP, Schedule X with respect to BSREP II GP, and Schedule XI with respect to the Brookfield Investor set forth lists of all of the directors and executive officers or persons holding equivalent positions (the “Scheduled Persons”) of each such Reporting Person.

b. The principal business address of each of BAM, Partners Limited, BHC and BUSHI is 181 Bay Street, Suite 300, Toronto, Ontario, Canada M5J 2T3. The principal address of each of BUSI, BUSC Finance, BPMH, BPG, Ultimate GP, BSREP II GP and the Brookfield Investor is Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023.

Schedule I, Schedule II, Schedule III, Schedule IV, Schedule V, Schedule VI, Schedule VII, Schedule VIII, Schedule IX, Schedule X and Schedule XI set forth the principal business address of each Scheduled Person.

c. The principal business of BAM is to own and operate assets with a focus on property, renewable power, infrastructure and private equity. The principal business of each of Partners Limited, BHC, BUSI, BUSC Finance, BPMH, BPG and BUSHI is to serve as a holding company. The principal business of each of Ultimate GP and BSREP II GP is to serve as general partner or manager, as applicable, for a variety of certain private investment vehicles, including the Brookfield Investor. The principal business of the Brookfield Investor is to serve as a special purpose entity for the purpose of making certain investments, including investments in the Company.

Schedule I, Schedule II, Schedule III, Schedule IV, Schedule V, Schedule VI, Schedule VII, Schedule VIII, Schedule IX, Schedule X and Schedule XI set forth the principal occupation or employment of each Scheduled Person.

d. During the last five years, none of the Reporting Persons nor, to the knowledge of the Reporting Persons, any of the Scheduled Persons (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree, or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

e. Schedule I, Schedule II, Schedule III, Schedule IV, Schedule V, Schedule VI, Schedule VII, Schedule VIII, Schedule IX, Schedule X and Schedule XI set forth the citizenships of each of the Scheduled Persons who is a natural person.

Item 4. Purpose of Transaction

Item 4 of the Amended Schedule 13D is amended by adding the following paragraphs beneath the fourth paragraph under the subheading “Follow-On Fundings”:

Pursuant to, and subject to the terms and conditions of, the SPA, the amount of Class C Units the Issuer can cause the Brookfield Investor to purchase in the Second Follow-On Funding is limited to the number of Class C Units that would be sufficient to fully redeem all-then outstanding Grace Preferred Equity Interests, which is 14,898,060.78 Class C Units as of February 27, 2019. On February 27, 2019, the Issuer caused the Brookfield Investor to purchase pursuant to the Second Follow-On Funding 14,898,060.78 Class C Units, which constitutes the Issuer's full exercise of its right to cause the Second Follow-On Funding. As a result of the Second Follow-On Funding, the Brookfield Investor owns 26,665,738.56 Class C Units (adjusted by .01 unit due to rounding).

Item 5. Interest in Securities of the Issuer

This Amendment amends and restates the entirety of Item 5 of the Amended Schedule 13D as set forth below.

(a), (b) The following sentences assume that there is a total of 65,798,188.56 shares of Common Stock outstanding, which includes (i) the 39,132,450 shares of Common Stock outstanding as of February 20, 2019 (which includes the 14,786 Restricted Shares granted to BSREP II Board, 7,210 shares of which are subject to forfeiture in respect of Lowell Baron's and Bruce Wiles's service as directors of the Issuer), based on information received from the Issuer, and (ii) 26,665,738.56 shares of Common Stock issuable upon redemption of OP Units deliverable upon conversion of the Class C Units.

The Brookfield Investor directly holds 26,665,738.56 Class C Units, which are convertible into OP Units at any time at the option of the Brookfield Investor at the Conversion Price. OP Units are, in turn, generally redeemable for shares of the Common Stock on a one-for-one-basis or the cash value of a corresponding number of shares of Common Stock, at the election of the Issuer, in accordance with the terms of the A&R LPA. The Brookfield Investor also holds 14,786 Restricted Shares through its wholly-owned subsidiary BSREP II Board. Accordingly, the Brookfield Investor may be deemed to beneficially own 26,680,524.56 shares of Common Stock as of the date hereof, which constitutes 40.55% of the outstanding Common Stock.

As sole manager of the Brookfield Investor, BSREP II GP may be deemed to beneficially own all 26,665,738.56 Class C Units and 14,786 Restricted Shares as described above owned by the Brookfield Investor. As direct and indirect controlling persons of BSREP II GP, each of BAM, Partners Limited, BHC, BUSHI, BUSI, BUSC Finance, BPMH, BPG and Ultimate GP may be deemed to share with BSREP II GP beneficial ownership of such shares of Common Stock underlying such Class C Units and such Restricted Shares.

None of the Reporting Persons has sole voting or investment power with respect to any shares of Common Stock.

(c) Except as set forth in this Item 5, none of the Reporting Persons nor, to the best knowledge of the Reporting Persons, without independent verification, any person named in Item 2 hereof, has effected any transaction in the Common Stock during the past 60 days.

(d) To the best knowledge of the Reporting Persons, no person other than the Reporting Persons has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities beneficially owned by the Reporting Persons identified in this Item 5.

(e) Not Applicable.

Item 7. Material to Be Filed as Exhibits

Item 7 of the Amended Schedule 13D is hereby amended to include the following:

Exhibit 13 Second Follow-On Funding Notice dated as of January 11, 2019, by and among Hospitality Investors Trust Operating Partnership, L.P. and Brookfield Strategic Real Estate Partners II Hospitality REIT II LLC (filed

herewith).

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: February 27, 2019

BROOKFIELD
ASSET
MANAGEMENT
INC.

By: /s/ Justin Beber
Name: Justin Beber
Title: Chief Legal Officer and Corporate Secretary

PARTNERS
LIMITED

By: /s/ Brian Lawson
Name: Brian Lawson
Title: President

BROOKFIELD
HOLDINGS CANADA
INC.

By: /s/ Katayoon Sarpash
Name: Katayoon Sarpash
Title: Vice President and Secretary

BROOKFIELD US
HOLDINGS INC.

By: /s/ Katayoon Sarpash
Name: Katayoon Sarpash
Title: Vice President and Secretary

BROOKFIELD
US INC.

By: /s/ Josh Zinn
Name: Josh Zinn
Title: Vice President

BUSC
FINANCE LLC

By: /s/ Josh Zinn
Name: Josh Zinn
Title: Vice President

BROOKFIELD
PROPERTY
MASTER
HOLDINGS LLC

By: /s/ Melissa Lang
Name: Melissa Lang
Title: Senior Vice President and Secretary

BROOKFIELD
PROPERTY
GROUP LLC

By: /s/ Melissa Lang
Name: Melissa Lang
Title: Senior Vice President and Secretary

BROOKFIELD
STRATEGIC REAL
ESTATE
PARTNERS II GP
OF GP LLC

By: /s/ Melissa Lang
Name: Melissa Lang
Title: Senior Vice President and Secretary

BROOKFIELD
STRATEGIC REAL
ESTATE
PARTNERS II GP
L.P.

By: BROOKFIELD
STRATEGIC REAL
ESTATE
PARTNERS II GP
OF GP LLC, its
general partner

By: /s/ Melissa Lang
Name: Melissa Lang
Title: Senior Vice President and Secretary

BROOKFIELD
STRATEGIC REAL
ESTATE
PARTNERS II
HOSPITALITY
REIT II LLC

By: /s/ Melissa Lang

Name: Melissa Lang

Title: Senior Vice President and Secretary

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SCHEDULE I

Brookfield Asset Management Inc.

<u>Name and Position of Officer or Director</u>	<u>Principal Business Address</u>	<u>Principal Occupation or Employment</u>	<u>Citizenship</u>
M. Elyse Allan, Director	2300 Meadowvale Road, Mississauga, Ontario, L5N 5P9, Canada	Corporate Director of BAM and Former President and Chief Executive Officer of General Electric Canada Company Inc.	Canada and U.S.A.
Jeffrey M. Blidner, Director and Vice Chairman	181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Vice Chairman of BAM	Canada
Angela F. Braly, Director	832 Alverna Drive, Indianapolis, Indiana 46260 51 Yonge Street, Suite 400, Toronto, Ontario M5E 1J1, Canada	President & Founder of The Braly Group, LLC	U.S.A.
Jack L. Cockwell, Director	335 8th Avenue SW, Suite 1700 Calgary, Alberta T2P 1C9, Canada	Corporate Director	Canada
Marcel R. Coutu, Director	10 Avoca Avenue, Unit 1904, Toronto, Ontario M4T 2B7, Canada	Corporate Director of BAM and former President, Latin America, Africa and Middle East of General Motors Corporation	Canada
J. Bruce Flatt, Director and Senior Managing Partner and Chief Executive Officer	181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Senior Managing Partner and Chief Executive Officer of BAM	Canada
Robert J. Harding, Director	181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Past Chairman of BAM	Canada
Brian W. Kingston, Senior Managing Partner	Brookfield Place 250 Vesey Street, 15 th Floor New York, NY, 10281-1023	Senior Managing Partner of BAM	Canada
Brian D. Lawson, Senior Managing Partner and Chief Financial Officer	181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Senior Managing Partner and Chief Financial Officer of BAM	Canada

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<u>Name and Position of Officer or Director</u>	<u>Principal Business Address</u>	<u>Principal Occupation or Employment</u>	<u>Citizenship</u>
Murilo Ferreira, Director	Rua General Venâncio Flores, 50 Cob 01, Leblon, Rio de Janeiro	Former CEO of Vale SA	Brazil
Rafael Miranda, Director	C/ Principe de Viana 9, Madrid, Spain	Former CEO of Endesa, S.A.	Spain
Cyrus Madon, Senior Managing Partner	181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada TD Bank Group, P.O. Box 1, TD Centre,	Senior Managing Partner of BAM	Canada
Frank J. McKenna, Director	66 Wellington St. West, 4th Floor, TD Tower, Toronto, Ontario M5K 1A2, Canada	Chair of BAM and Deputy Chair of TD Bank Group	Canada
Youssef A. Nasr, Director	P.O. Box 16 5927, Beirut, Lebanon	Corporate Director of BAM and former Chairman and CEO of HSBC Middle East Ltd. and former President of HSBC Bank Brazil	Lebanon and U.S.A
Lord Augustine Thomas O'Donnell, Director	Frontier Economics, 71 High Holborn, London, U.K. WC1V 6DA	Chairman of Frontier Economics	United Kingdom
Samuel J.B. Pollock, Senior Managing Partner	181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Senior Managing Partner of BAM	Canada
Ngee Huat Seek, Director	501 Orchard Road #08—01 Wheelock Place Singapore 238880 Solera Capital L.L.C	Chairman of GLP IM Holdings Limited	Singapore
Diana L. Taylor, Director	625 Madison Avenue, 3rd Floor New York, N.Y. 10022	Vice Chair of Solera Capital LLC	U.S.A
Justin Beber, Chief Legal Officer and Corporate Secretary	181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Senior Managing Partner Chief Legal Officer Corporate Secretary of BAM	Canada

SCHEDULE II

Partners Limited

<u>Name and Position of Officer or Director</u>	<u>Principal Business Address</u>	<u>Principal Occupation or Employment</u>	<u>Citizenship</u>
Jack L. Cockwell, Director and Chairman	51 Yonge Street, Suite 400 Toronto, Ontario M5E 1J1, Canada	Corporate Director	Canada
David W. Kerr, Director	51 Yonge Street, Suite 400 Toronto, Ontario M5E 1J1, Canada	Chairman of Halmont Properties Corp.	Canada
Brian D. Lawson, Director and President	181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Senior Managing Partner and Chief Financial Officer of BAM	Canada
Timothy R. Price, Director	51 Yonge Street, Suite 400 Toronto, Ontario M5E 1J1, Canada	Chairman, Brookfield Funds	Canada
Loretta Corso, Secretary	181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Corporate Secretarial Administrator of BAM	Canada

SCHEDULE III

Brookfield Holdings Canada Inc.

<u>Name and Position of Officer or Director</u>	<u>Principal Business Address</u>	<u>Principal Occupation or Employment</u>	<u>Citizenship</u>
Aleks Novakovic, Director, Vice President	181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Managing Partner, BAM	Canada
Karly Dyck Director, Vice President	181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Vice President, Finance, BAM	Canada
Thomas Douglas Corbett, Director, President	181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Senior Vice President, Finance, BAM	Canada
Katayoon Sarpash, Director, Vice President and Secretary	181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Vice President, BAM	Canada
Cam Ha, Vice President	181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Director, Tax, BAM	Canada
Aaron Kline, Vice President	181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Managing Director, BAM	Canada

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SCHEDULE IV

Brookfield US Holdings Inc.

<u>Name and Position of Officer or Director</u>	<u>Principal Business Address</u>	<u>Principal Occupation or Employment</u>	<u>Citizenship</u>
Aleks Novakovic, Director, Vice President	181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Managing Partner, BAM	Canada
Karly Dyck Director, Vice President	181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Vice President, Finance, BAM	Canada
Thomas Douglas Corbett, Director, President	181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Senior Vice President, Finance, BAM	Canada
Katayoon Sarpash, Director, Vice President and Secretary	181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Vice President, BAM	Canada
Cam Ha, Vice President	181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Director, Tax, BAM	Canada
Aaron Kline, Vice President	181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Managing Director, BAM	Canada

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SCHEDULE V

Brookfield US Inc.

<u>Name and Position of Officer or Director</u>	<u>Principal Business Address</u>	<u>Principal Occupation or Employment</u>	<u>Citizenship</u>
Barry Blattman, Director, Vice President	Brookfield Place 250 Vesey Street, 15 th Floor New York, NY, 10281-1023	Vice-Chairman, BAM	U.S.A
Karly Dyck Director, Secretary	181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Vice President, Finance, BAM	Canada
Jordan Kolar Director, Vice President	Brookfield Place 250 Vesey Street, 15 th Floor New York, NY, 10281-1023	Managing Director, Tax, BAM	U.S.A.
Aleks Novakovic Director, Vice President	181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Managing Partner, BAM	Canada
Mark Srulowitz President	Brookfield Place 250 Vesey Street, 15 th Floor New York, NY, 10281-1023	Managing Partner, BAM	U.S.A.
Josh Zinn Director, Vice President	Brookfield Place 250 Vesey Street, 15 th Floor New York, NY, 10281-1023	Senior Vice President, BAM	Australia
Connor Teskey Director	One Canada Square, Level 25 Canary Wharf London E14 5AA, U.K.	Senior Vice President BAM	Canada

SCHEDULE VI

BUSC Finance LLC

<u>Name and Position of Officer or Director</u>	<u>Principal Business Address</u>	<u>Principal Occupation or Employment</u>	<u>Citizenship</u>
Mark Srulowitz, President	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Managing Partner, BAM	U.S.A.
Jordan Kolar, Manager and Vice President	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Managing Director, Tax, BAM	U.S.A.
Josh Zinn, Manager and Vice President	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Senior Vice President, BAM	Australia
Karly Dyck, Manager and Secretary	181 Bay Street, Brookfield Place, Suite 300, Toronto, Ontario M5J 2T3, Canada	Vice President, Finance, BAM	Canada

SCHEDULE VII

Brookfield Property Master Holdings LLC

<u>Name and Position of Officer or Director</u>	<u>Principal Business Address</u>	<u>Principal Occupation or Employment</u>	<u>Citizenship</u>
Richard Clark, Chairman	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Chairman	U.S.A
Brian W. Kingston, Chief Executive Officer	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Senior Managing Partner	Canada
Bryan Davis, Chief Financial Officer	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Managing Partner	Canada
Lowell Baron, Chief Investment Officer	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Managing Partner	U.S.A
William Powell, Chief Operating Officer	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Senior Managing Partner	U.S.A
Cristiano Machado, Managing Director and Assistant Treasurer	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Managing Director	Brazil
Brett Fox, Managing Partner	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Managing Partner	U.S.A
Murray Goldfarb, Managing Partner	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Managing Partner	U.S.A
David J. Stalter, Managing Partner	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Managing Partner	U.S.A
Carolyn Bidwell, Senior Vice President	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Senior Vice President	U.S.A
Brian Hurowitz, Senior Vice President and Director	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Senior Vice President	U.S.A
Bryan Smith, Senior Vice President and Director	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Senior Vice President	U.S.A
Melissa Lang, Senior Vice President and Secretary	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Senior Vice President	U.S.A

SCHEDULE VIII

Brookfield Property Group LLC

<u>Name and Position of Officer or Director</u>	<u>Principal Business Address</u>	<u>Principal Occupation or Employment</u>	<u>Citizenship</u>
Richard Clark, Chairman	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Chairman	U.S.A
Brian W. Kingston, Director and Chief Executive Officer	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Senior Managing Partner	Canada
Bryan Davis, Director and Chief Financial Officer	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Managing Partner	Canada
Lowell Baron, Chief Investment Officer	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Managing Partner	U.S.A
William Powell, Chief Operating Officer	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Senior Managing Partner	U.S.A
Leila Araiche, Managing Director	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Managing Director	Canada
Cristiano Machado, Managing Director and Assistant Treasurer	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Managing Director	Brazil
Brett Fox, Director, General Counsel, and Managing Partner	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Managing Partner	U.S.A
Murray Goldfarb, Managing Partner	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Managing Partner	U.S.A
David J. Stalter, Managing Partner	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Managing Partner	U.S.A
Carolyn Bidwell, Senior Vice President	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Senior Vice President	U.S.A
Brian Hurowitz, Senior Vice President and Director	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Senior Vice President	U.S.A
Bryan Smith, Senior Vice President and Director	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Senior Vice President	U.S.A
Melissa Lang, Senior Vice President	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Senior Vice President	U.S.A

SCHEDULE IX

Brookfield Strategic Real Estate Partners II GP OF GP LLC

<u>Name and Position of Officer or Director</u>	<u>Principal Business Address</u>	<u>Principal Occupation or Employment</u>	<u>Citizenship</u>
Brian W. Kingston, Chief Executive Officer	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Senior Managing Partner	Canada
Bryan Davis, Chief Financial Officer	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Managing Partner	Canada
Lowell Baron, Chief Investment Officer	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Managing Partner	U.S.A
William Powell, Chief Operating Officer	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Senior Managing Partner	U.S.A
Cristiano Machado, Managing Director and Assistant Treasurer	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Managing Director	Brazil
Brett Fox, Managing Partner	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Managing Partner	U.S.A
Murray Goldfarb, Managing Partner	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Managing Partner	U.S.A
Mark Srulowitz, Managing Partner	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Managing Partner	U.S.A
David J. Stalter, Managing Partner	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Managing Partner	U.S.A
Bryan Smith, Senior Vice President and Director	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Senior Vice President	U.S.A
Melissa Lang, Senior Vice President and Secretary	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Senior Vice President	U.S.A

SCHEDULE X

Brookfield Strategic Real Estate Partners II GP L.P.

<u>Name and Position of Officer or Director</u>	<u>Principal Business Address</u>	<u>Principal Occupation or Employment</u>	<u>Citizenship</u>
Brian W. Kingston, Chief Executive Officer	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Senior Managing Partner	Canada
Bryan Davis, Chief Financial Officer	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Managing Partner	Canada
Lowell Baron, Chief Investment Officer	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Managing Partner	U.S.A
William Powell, Chief Operating Officer	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Senior Managing Partner	U.S.A
Cristiano Machado, Managing Director and Assistant Treasurer	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Managing Director	Brazil
Brett Fox, Managing Partner	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Managing Partner	U.S.A
Murray Goldfarb, Managing Partner	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Managing Partner	U.S.A
Mark Srulowitz, Managing Partner	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Managing Partner	U.S.A
David J. Stalter, Managing Partner	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Managing Partner	U.S.A
Bryan Smith, Senior Vice President and Director	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Senior Vice President	U.S.A
Melissa Lang, Senior Vice President and Secretary	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Senior Vice President	U.S.A

SCHEDULE XI

Brookfield Strategic Real Estate Partners II Hospitality REIT II LLC

<u>Name and Position of Officer or Director</u>	<u>Principal Business Address</u>	<u>Principal Occupation or Employment</u>	<u>Citizenship</u>
Brian W. Kingston, Chief Executive Officer	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Senior Managing Partner	Canada
Bryan Davis, Chief Financial Officer	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Managing Partner	Canada
Lowell Baron, Chief Investment Officer	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Managing Partner	U.S.A
William Powell, Chief Operating Officer	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Senior Managing Partner	U.S.A
Cristiano Machado, Managing Director and Assistant Treasurer	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Managing Director	Brazil
Brett Fox, Managing Partner	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Managing Partner	U.S.A
Murray Goldfarb, Managing Partner	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Managing Partner	U.S.A
David J. Stalter, Managing Partner	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Managing Partner	U.S.A
Carolyn Bidwell, Senior Vice President	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Senior Vice President	U.S.A
Bryan Smith, Senior Vice President and Director	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Senior Vice President	U.S.A
Melissa Lang, Senior Vice President and Secretary	Brookfield Place, 250 Vesey Street, 15th Floor, New York, NY 10281-1023	Senior Vice President	U.S.A

INDEX TO EXHIBITS

- 1 Initial Articles Supplementary of American Realty Capital Hospitality Trust, Inc. filed with the State
Exhibit Department of Assessments and Taxation of Maryland on January 13, 2017 (incorporated by reference to
1 Exhibit 3.1 of the Issuer's Current Report on Form 8-K filed on January 13, 2017 (Commission File No.
000-55394)).
- 2 Securities Purchase, Voting and Standstill Agreement, dated as of January 12, 2017, by and among American
Exhibit Realty Capital Hospitality Trust, Inc., American Realty Capital Hospitality Operating Partnership, LP and
2 Brookfield Strategic Real Estate Partners II Hospitality REIT II LLC (incorporated by reference to Exhibit
10.1 of the Issuer's Current Report on Form 8-K filed on January 13, 2017 (Commission File No. 000-55394)).
- 3 Framework Agreement, dated as of January 12, 2017, by and among American Realty Capital Hospitality
Exhibit Advisors, LLC, American Realty Capital Hospitality Properties, LLC, American Realty Capital Hospitality
Grace Portfolio, LLC, Crestline Hotels & Resorts, LLC, American Realty Capital Hospitality Trust, Inc.,
3 American Realty Capital Hospitality Operating Partnership, LP, American Realty Capital Hospitality Special
Limited Partnership, LLC, and solely in connection with Sections 7(b), 7(d), 8, 9 and 10 through 22
(inclusive) thereto, Brookfield Strategic Real Estate Partners II Hospitality REIT II LLC (incorporated by
reference to Exhibit 10.2 of the Issuer's Current Report on Form 8-K filed on January 13, 2017 (Commission
File No. 000-55394)).
- 4 Articles Supplementary of Hospitality Investors Trust, Inc., filed with the State Department of Assessments
Exhibit and Taxation of Maryland on March 31, 2017 (incorporated by reference to Exhibit 3.2 of the Issuer's Current
4 Report on Form 8-K filed on March 31, 2017 (Commission File No. 000-55394)).
- 5 Amended and Restated Agreement of Limited Partnership of Hospitality Investors Trust Operating
Exhibit Partnership, L.P., dated as of March 31, 2017 (incorporated by reference to Exhibit 4.2 of the Issuer's Current
5 Report on Form 8-K filed on March 31, 2017 (Commission File No. 000-55394)).
- 6 Ownership Limit Waiver Agreement, dated as of dated as of March 31, 2017 (incorporated by reference to
Exhibit Exhibit 10.1 of the Issuer's Current Report on Form 8-K filed on March 31, 2017 (Commission File No.
6 000-55394)).
- 7 Registration Rights Agreement, dated as of March 31, 2017, by and among Hospitality Investors Trust, Inc.,
Exhibit Brookfield Strategic Real Estate Partners II Hospitality REIT II LLC, American Realty Capital Hospitality
7 Advisors, LLC and American Realty Capital Hospitality Properties, LLC (incorporated by reference to Exhibit
10.2 of the Issuer's Current Report on Form 8-K filed on March 31, 2017 (Commission File No. 000-55394)).
- 8 Amended and Restated Bylaws of Hospitality Investors Trust, Inc., dated as of March 31, 2017, filed with the
Exhibit State Department of Assessments and Taxation of Maryland on March 31, 2017 (incorporated by reference to
8 Exhibit 3.4 of the Issuer's Current Report on Form 8-K filed on March 31, 2017 (Commission File No.
000-55394)).
- 9 Compensation Payment Agreement, dated as of March 31, 2017, by and among Hospitality Investors Trust,
Exhibit Inc., Lowell G. Baron, Bruce G. Wiles and BSREP II Hospitality II Board LLC (incorporated by reference to
9 Exhibit 10.22 of the Issuer's Current Report on Form 8-K filed on March 31, 2017 (Commission File No.
000-55394)).
- 10 Joint Filing Agreement (incorporated by reference to Exhibit 10 of the Issuer's Current Report on Form 8-K
Exhibit filed on March 31, 2017 (Commission File No. 000-55394)).

Edgar Filing: Hospitality Investors Trust, Inc. - Form SC 13D/A

First Follow-On Funding Notice dated as of January 12, 2018, by and among Hospitality Investors Trust
Exhibit Operating Partnership, L.P. and Brookfield Strategic Real Estate Partners II Hospitality REIT II LLC
11 (incorporated by reference to Exhibit 11 of the Issuer's Schedule 13D/A filed on February 28, 2018
(Commission File No. 000-89944)).

Exhibit Joint Filing Agreement (incorporated by reference to Exhibit 12 of the Issuer's Schedule 13D/A filed on
12 January 3, 2019 (Commission File No. 005-89944)).

Exhibit Second Follow-On Funding Notice dated as of January 11, 2019, by and among Hospitality Investors Trust
13 Operating Partnership, L.P. and Brookfield Strategic Real Estate Partners II Hospitality REIT II LLC (filed
herewith).