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Sensata Technologies Holding N.V.  
Form 10-Q  
October 24, 2017  
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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 September 30, 2017

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 001-34652

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SENSATA TECHNOLOGIES HOLDING N.V.  
(Exact Name of Registrant as Specified in Its Charter)

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THE NETHERLANDS  
(State or other jurisdiction of  
incorporation or organization)

98-0641254  
(I.R.S. Employer  
Identification No.)

Jan Tinbergenstraat 80, 7559 SP Hengelo  
The Netherlands

31-74-357-8000

(Address of Principal Executive Offices, including Zip Code) (Registrant's Telephone Number, Including Area Code)  
Former name, former address and former fiscal year, if changed since last report.

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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, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer

Accelerated filer

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

Emerging growth company

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

Exchange Act. "

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

As of October 13, 2017, 171,296,417 ordinary shares were outstanding.

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## PART I—FINANCIAL INFORMATION

## Item 1. Financial Statements.

## SENSATA TECHNOLOGIES HOLDING N.V.

## Condensed Consolidated Balance Sheets

(In thousands, except per share amounts)

(unaudited)

	September 30, 2017	December 31, 2016
Assets		
Current assets:		
Cash and cash equivalents	\$ 612,972	\$ 351,428
Accounts receivable, net of allowances of \$12,561 and \$11,811 as of September 30, 2017 and December 31, 2016, respectively	569,881	500,211
Inventories	447,486	389,844
Prepaid expenses and other current assets	100,935	100,002
Total current assets	1,731,274	1,341,485
Property, plant and equipment, net	735,924	724,046
Goodwill	3,005,464	3,005,464
Other intangible assets, net of accumulated amortization of \$1,727,644 and \$1,607,269 as of September 30, 2017 and December 31, 2016, respectively	958,972	1,075,431
Deferred income tax assets	26,678	20,695
Other assets	79,625	73,855
Total assets	\$ 6,537,937	\$ 6,240,976
Liabilities and shareholders' equity		
Current liabilities:		
Current portion of long-term debt, capital lease and other financing obligations	\$ 13,176	\$ 14,643
Accounts payable	324,119	299,198
Income taxes payable	27,031	23,889
Accrued expenses and other current liabilities	263,611	245,566
Total current liabilities	627,937	583,296
Deferred income tax liabilities	404,575	392,628
Pension and other post-retirement benefit obligations	36,192	34,878
Capital lease and other financing obligations, less current portion	29,990	32,369
Long-term debt, net	3,224,684	3,226,582
Other long-term liabilities	32,034	29,216
Total liabilities	4,355,412	4,298,969
Commitments and contingencies (Note 10)		
Shareholders' equity:		
Ordinary shares, €0.01 nominal value per share, 400,000 shares authorized; 178,437 shares issued	2,289	2,289
Treasury shares, at cost, 7,140 and 7,557 shares as of September 30, 2017 and December 31, 2016, respectively	(290,894	) (306,505
Additional paid-in capital	1,658,574	1,643,449
Retained earnings	862,954	636,841
Accumulated other comprehensive loss	(50,398	) (34,067
Total shareholders' equity	2,182,525	1,942,007
Total liabilities and shareholders' equity	\$ 6,537,937	\$ 6,240,976

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

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SENSATA TECHNOLOGIES HOLDING N.V.  
 Condensed Consolidated Statements of Operations  
 (In thousands, except per share amounts)  
 (unaudited)

	For the three months ended		For the nine months ended	
	September 30,	September 30,	September 30,	September 30,
	2017	2016	2017	2016
Net revenue	\$ 819,054	\$ 789,798	\$2,466,199	\$ 2,413,892
Operating costs and expenses:				
Cost of revenue	527,432	508,944	1,601,190	1,574,763
Research and development	34,002	31,601	97,032	95,240
Selling, general and administrative	75,972	75,046	227,256	224,637
Amortization of intangible assets	40,317	50,562	121,578	151,572
Restructuring and special charges	1,329	837	18,768	3,167
Total operating costs and expenses	679,052	666,990	2,065,824	2,049,379
Profit from operations	140,002	122,808	400,375	364,513
Interest expense, net	(40,263 )	(41,176 )	(120,578 )	(125,201 )
Other, net	3,112	(726 )	7,190	4,892
Income before taxes	102,851	80,906	286,987	244,204
Provision for income taxes	14,816	11,121	47,759	48,297
Net income	\$ 88,035	\$ 69,785	\$239,228	\$ 195,907
Basic net income per share:	\$ 0.51	\$ 0.41	\$1.40	\$ 1.15
Diluted net income per share:	\$ 0.51	\$ 0.41	\$1.39	\$ 1.14

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

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SENSATA TECHNOLOGIES HOLDING N.V.  
 Condensed Consolidated Statements of Comprehensive Income  
 (In thousands)  
 (unaudited)

	For the three months ended		For the nine months ended	
	September 30, 2017	September 30, 2016	September 30, 2017	September 30, 2016
Net income	\$ 88,035	\$ 69,785	\$ 239,228	\$ 195,907
Other comprehensive loss, net of tax:				
Deferred loss on derivative instruments, net of reclassifications	(6,784 )	(8,485 )	(17,820 )	(25,010 )
Defined benefit and retiree healthcare plans	274	24	1,489	291
Other comprehensive loss	(6,510 )	(8,461 )	(16,331 )	(24,719 )
Comprehensive income	\$ 81,525	\$ 61,324	\$ 222,897	\$ 171,188

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

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SENSATA TECHNOLOGIES HOLDING N.V.  
Condensed Consolidated Statements of Cash Flows  
(In thousands)  
(unaudited)

	For the nine months ended September 30, 2017	September 30, 2016
Cash flows from operating activities:		
Net income	\$ 239,228	\$ 195,907
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	82,014	77,649
Amortization of deferred financing costs and original issue discounts	5,528	5,501
Gain on sale of assets	(1,180 )	—
Share-based compensation	15,106	13,279
Amortization of inventory step-up to fair value	—	2,319
Amortization of intangible assets	121,578	151,572
Deferred income taxes	11,836	15,706
Unrealized loss on hedges and other non-cash items	5,844	660
Changes in operating assets and liabilities, net of effects of acquisitions:		
Accounts receivable, net	(69,670 )	(65,373 )
Inventories	(58,476 )	(20,624 )
Prepaid expenses and other current assets	(19,251 )	2,320
Accounts payable and accrued expenses	40,144	33,371
Income taxes payable	3,142	(6,361 )
Other	(3,564 )	(9,575 )
Net cash provided by operating activities	372,279	396,351
Cash flows from investing activities:		
Acquisition of CST, net of cash received	—	4,688



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Additions to property, plant and equipment and capitalized software	(103,536)	)	(94,584)	)
Investment in equity securities	—		(50,000)	)
Proceeds from the sale of assets	8,862		751	
Other	(3,000)	)	—	
Net cash used in investing activities	(97,674)	)	(139,145)	)
Cash flows from financing activities:				
Proceeds from exercise of stock options and issuance of ordinary shares	5,332		3,306	
Payments on debt	(14,459)	)	(297,698)	)
Payments to repurchase ordinary shares	(2,817)	)	(4,672)	)
Payments of debt issuance costs	(137)	)	(518)	)
Other	(980)	)	—	
Net cash used in financing activities	(13,061)	)	(299,582)	)
Net change in cash and cash equivalents	261,544		(42,376)	)
Cash and cash equivalents, beginning of period	351,428		342,263	
Cash and cash equivalents, end of period	\$ 612,972		\$ 299,887	

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

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SENSATA TECHNOLOGIES HOLDING N.V.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(In thousands, except per share amounts, or unless otherwise noted)

(unaudited)

1. Business Description and Basis of Presentation

Description of Business

The accompanying unaudited condensed consolidated financial statements reflect the financial position, results of operations, comprehensive income, and cash flows of Sensata Technologies Holding N.V. ("Sensata N.V.") and its wholly-owned subsidiaries, collectively referred to as the "Company," "Sensata," "we," "our," or "us."

Sensata N.V. is incorporated under the laws of the Netherlands and conducts its operations through subsidiary companies that operate business and product development centers primarily in the United States (the "U.S."), the Netherlands, Belgium, China, Germany, Japan, South Korea, and the United Kingdom (the "U.K."); and manufacturing operations primarily in China, Malaysia, Mexico, Bulgaria, France, Germany, the U.K., and the U.S. We organize our operations into two businesses, Performance Sensing and Sensing Solutions.

On September 28, 2017, the board of directors of Sensata N.V. unanimously approved a plan to change our parent company's location of incorporation from the Netherlands to the U.K. To effect this change, the shareholders of Sensata N.V. will be asked to approve a cross-border merger between Sensata N.V. and Sensata Technologies Holding plc ("Sensata U.K."), a newly formed, public limited company incorporated under the laws of England and Wales, with Sensata U.K. being the surviving entity (the "Merger"). If approved by our shareholders, we would expect to complete the Merger during the first quarter of 2018, which would result in Sensata U.K. becoming the publicly-traded parent of the subsidiary companies that are currently controlled by Sensata N.V.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") for interim financial information and the instructions to Form 10-Q. Accordingly, these interim financial statements do not include all of the information and note disclosures required by U.S. GAAP for complete financial statements. The accompanying financial information reflects all normal recurring adjustments that are, in the opinion of management, necessary for a fair presentation of the interim period results. The results of operations for the three and nine months ended September 30, 2017 are not necessarily indicative of the results to be expected for the full year, nor were the results of operations of the comparable periods in 2016 necessarily representative of those actually experienced for the full year 2016. These unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2016.

All intercompany balances and transactions have been eliminated.

All U.S. dollar and share amounts presented, except per share amounts, are stated in thousands, unless otherwise indicated.

Certain reclassifications have been made to prior periods to conform to current period presentation.

2. New Accounting Standards

In May 2014, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") No. 2014-09, Revenue from Contracts with Customers (Topic 606), which creates one Accounting Standards Codification ("ASC") Topic (FASB ASC 606, Revenue from Contracts with Customers) that replaces the current guidance found in FASB ASC 605, Revenue Recognition, and various other revenue accounting standards for specialized transactions and industries. FASB ASU No. 2014-09 outlines a comprehensive five-step revenue recognition model based on the principle that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. FASB ASU No. 2014-09 may be applied using either a full retrospective approach, under which all years included in the financial statements will be presented under the revised guidance, or a modified retrospective approach, under which financial statements will be prepared under the revised guidance for the year of adoption, but not for prior years. Under the latter method, entities will recognize a cumulative catch-up adjustment to the opening balance of retained earnings at the effective date for contracts that still require performance

by the entity.

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In August 2015, the FASB issued ASU No. 2015-14, Revenue from Contracts with Customers (Topic 606): Deferral of Effective Date, which defers the effective date of FASB ASU No. 2014-09 by one year. FASB ASU No. 2014-09 is now effective for annual reporting periods beginning after December 15, 2017, including interim periods within those annual reporting periods. We have developed an implementation plan to adopt this new guidance. As part of this plan, we are currently assessing the impact of the new guidance on our financial position and results of operations. Based on our procedures performed to date, nothing has come to our attention that would indicate that the adoption of FASB ASU No. 2014-09 will have a material impact on our financial position or results of operations. However, we will continue to evaluate this assessment through the remainder of 2017. In addition, the adoption of FASB ASU No. 2014-09 requires new disclosures related to revenue recognition, which we are continuing to evaluate. We intend to adopt FASB ASU No. 2014-09 on January 1, 2018 using the modified retrospective transition method.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842), which establishes new accounting and disclosure requirements for leases. FASB ASU No. 2016-02 requires lessees to classify most leases as either finance or operating leases and to initially recognize a lease liability and right-of-use asset. Entities may elect to account for certain short-term leases (with a term of 12 months or less) using a method similar to the current operating lease model. The statements of operations will include, for finance leases, separate recognition of interest on the lease liability and amortization of the right-of-use asset and for operating leases, a single lease cost, calculated so that the cost of the lease is allocated over the lease term on a straight-line basis. At December 31, 2016, we were contractually obligated to make future payments of \$69.8 million under our operating lease obligations in existence as of that date, primarily related to long-term facility leases. While we are in the early stages of our implementation process for FASB ASU No. 2016-02, and have not yet determined its impact on our consolidated financial statements, these leases would potentially be required to be presented on the balance sheet in accordance with the requirements of FASB ASU No. 2016-02. FASB ASU No. 2016-02 is effective for annual reporting periods beginning after December 15, 2018, including interim periods within those annual reporting periods, with early adoption permitted. FASB ASU No. 2016-02 must be applied using a modified retrospective approach, which requires recognition and measurement of leases at the beginning of the earliest period presented, with certain practical expedients available.

In August 2017, the FASB issued ASU No. 2017-12, Derivatives and Hedging (Topic 815), which changes both the designation and measurement guidance for qualifying hedging relationships and the presentation of hedge results, in order to better align an entity's risk management activities and financial reporting for hedging relationships. The amendments expand and refine hedge accounting for both nonfinancial and financial risk components and align the recognition and presentation of the effects of the hedging instrument and the hedged item in the financial statements. FASB ASU No. 2017-12 is effective for annual reporting periods beginning after December 15, 2018, including interim periods within those annual reporting periods, with early adoption permitted. We are still evaluating the impact that this guidance will have on our consolidated financial statements, and we have not yet determined whether we will early adopt FASB ASU No. 2017-12.

### 3. Inventories

The components of inventories as of September 30, 2017 and December 31, 2016 were as follows:

	September 30, December 31,	
	2017	2016
Finished goods	\$ 191,165	\$ 169,304
Work-in-process	91,569	74,810
Raw materials	164,752	145,730
Inventories	\$ 447,486	\$ 389,844

### 4. Shareholders' Equity

#### Treasury Shares

Ordinary shares repurchased by us are recorded at cost, as treasury shares, and result in a reduction of shareholders' equity. We reissue treasury shares as part of our share-based compensation programs. The cost of reissued shares is determined using the first-in, first-out method. During the nine months ended September 30, 2017, we reissued 0.5

million treasury shares, and as a result, we recognized a reduction in Retained earnings of \$13.1 million.

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## Accumulated Other Comprehensive Loss

The following is a roll forward of the components of Accumulated other comprehensive loss for the nine months ended September 30, 2017:

	Cash Flow Hedges	Defined Benefit and Retiree Healthcare Plans	Accumulated Other Comprehensive Loss
Balance as of December 31, 2016	\$23	\$ (34,090 )	\$ (34,067 )
Other comprehensive loss before reclassifications, net of tax	(25,078 )	—	(25,078 )
Amounts reclassified from accumulated other comprehensive loss, net of tax	7,258	1,489	8,747
Net current period other comprehensive (loss)/income	(17,820 )	1,489	(16,331 )
Balance as of September 30, 2017	\$ (17,797 )	\$ (32,601 )	\$ (50,398 )

The details of the amounts reclassified from Accumulated other comprehensive loss for the three and nine months ended September 30, 2017 and 2016 are as follows:

Component	Amount of Loss/(Gain) Reclassified from Accumulated Other Comprehensive Loss				Affected Line in Condensed Consolidated Statements of Operations
	For the three months ended September 30, 2017		For the nine months ended September 30, 2016		
Derivative instruments designated and qualifying as cash flow hedges					
Foreign currency forward contracts	\$4,075	\$ (2,771 )	\$ (3,678 )	\$ (15,075 )	Net revenue <sup>(1)</sup>
Foreign currency forward contracts	1,953	4,834	13,356	14,857	Cost of revenue <sup>(1)</sup>
Total, before taxes	6,028	2,063	9,678	(218 )	Income before taxes
Income tax effect	(1,507 )	(514 )	(2,420 )	55	Provision for income taxes
Total, net of taxes	\$4,521	\$ 1,549	\$7,258	\$ (163 )	Net income
Defined benefit and retiree healthcare plans	\$297	\$ (5 )	\$1,557	\$ 324	Various <sup>(2)</sup>
Income tax effect	(23 )	29	(68 )	(33 )	Provision for income taxes
Total, net of taxes	\$274	\$ 24	\$1,489	\$ 291	Net income

(1) See Note 12, "Derivative Instruments and Hedging Activities," for additional details on amounts to be reclassified in the future from Accumulated other comprehensive loss.

Amounts related to defined benefit and retiree healthcare plans reclassified from Accumulated other comprehensive loss affect the Cost of revenue, Research and development, and Selling, general and administrative ("SG&A") expense line items in the condensed consolidated statements of operations. The amounts reclassified are included in the computation of net periodic benefit cost. See Note 8, "Pension and Other Post-Retirement Benefits," for additional details of net periodic benefit cost.

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## 5. Restructuring and Special Charges

Restructuring and special charges for the three and nine months ended September 30, 2017 were \$1.3 million and \$18.8 million, respectively, which related primarily to the closing of our facility in Minden, Germany that was part of the acquisition of certain subsidiaries of Custom Sensors & Technologies Ltd. ("CST"), facility exit costs related to a limited number of other line moves and exit activities, and severance costs related to the termination of a limited number of employees. Charges related to the closing of our facility in Minden, Germany for the three and nine months ended September 30, 2017 consisted of (i) severance charges of \$0.0 million and \$8.4 million, respectively, and (ii) facility exit costs of \$1.3 million and \$2.4 million, respectively.

Restructuring and special charges for the three and nine months ended September 30, 2016 were \$0.8 million and \$3.2 million, respectively, which consisted primarily of facility exit costs related to the relocation of manufacturing lines from our facility in the Dominican Republic to a manufacturing facility in Mexico, and severance charges recorded in connection with acquired businesses and the termination of a limited number of employees. We completed the cessation of manufacturing in our Dominican Republic facility in the third quarter of 2016.

Changes to the severance portion of our restructuring liability during the nine months ended September 30, 2017 were as follows:

	Severance
Balance at December 31, 2016	\$ 17,350
Charges, net of reversals	11,747
Payments	(20,072 )
Impact of changes in foreign currency exchange rates	1,529
Balance at September 30, 2017	\$ 10,554

## 6. Debt

Our long-term debt and capital lease and other financing obligations as of September 30, 2017 and December 31, 2016 consisted of the following:

	Maturity Date	September 30, 2017	December 31, 2016
Term Loan	October 14, 2021	\$ 927,794	\$ 937,794
4.875% Senior Notes	October 15, 2023	500,000	500,000
5.625% Senior Notes	November 1, 2024	400,000	400,000
5.0% Senior Notes	October 1, 2025	700,000	700,000
6.25% Senior Notes	February 15, 2026	750,000	750,000
Less: discount		(15,812 )	(17,655 )
Less: deferred financing costs		(29,971 )	(33,656 )
Less: current portion		(7,327 )	(9,901 )
Long-term debt, net		\$ 3,224,684	\$ 3,226,582
Capital lease and other financing obligations		\$ 35,839	\$ 37,111
Less: current portion		(5,849 )	(4,742 )
Capital lease and other financing obligations, less current portion		\$ 29,990	\$ 32,369

As of September 30, 2017, there was \$415.3 million of availability under our \$420.0 million revolving credit facility, net of \$4.7 million in letters of credit. Outstanding letters of credit are issued primarily for the benefit of certain operating activities. As of September 30, 2017, no amounts had been drawn against these outstanding letters of credit, which are scheduled to expire on various dates in 2017 and 2018.

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## Accrued Interest

Accrued interest associated with our outstanding debt is included as a component of Accrued expenses and other current liabilities in the condensed consolidated balance sheets. As of September 30, 2017 and December 31, 2016, accrued interest totaled \$45.7 million and \$36.8 million, respectively.

## 7. Income Taxes

We recorded a Provision for income taxes for the three months ended September 30, 2017 and 2016 of \$14.8 million and \$11.1 million, respectively, and for the nine months ended September 30, 2017 and 2016 of \$47.8 million and \$48.3 million, respectively. The Provision for income taxes consists of current tax expense, which relates primarily to our profitable operations in non-U.S. tax jurisdictions, and deferred tax expense, which relates to adjustments in book-to-tax basis differences primarily due to the step-up in fair value of fixed and intangible assets, including goodwill, acquired in connection with business combination transactions, and the utilization of net operating losses. During the three and nine months ended September 30, 2016, we recognized a benefit from income taxes of \$5.1 million and \$3.7 million, respectively, related to the change in our U.S. valuation allowance associated with the acquisition of CST, for which deferred tax liabilities were established related primarily to the step-up of tangible assets for book purposes.

## 8. Pension and Other Post-Retirement Benefits

We provide various pension and other post-retirement benefit plans for current and former employees, including defined benefit, defined contribution, and retiree healthcare benefit plans.

The components of net periodic benefit cost/(credit) associated with our defined benefit and retiree healthcare plans for the three months ended September 30, 2017 and 2016 were as follows:

	U.S. Plans			Non-U.S. Plans		Total	
	Defined Benefit	Retiree Healthcare	Defined Benefit	Retiree Healthcare	Defined Benefit	Retiree Healthcare	Total
	September 30, 2017	September 30, 2016	September 30, 2017	September 30, 2016	September 30, 2017	September 30, 2016	September 30, 2017
Service cost	\$—	\$—	\$ 21	\$ 25	\$ 661	\$ 697	\$ 682
Interest cost	385	332	80	94	273	298	738
Expected return on plan assets	(527)	(659)	—	—	(230)	(249)	(757)
Amortization of net loss	291	118	8	46	64	42	(908)
RMZ Total Return							

\$100.00

\$128.61

\$165.23

\$179.60

\$211.50



\$216.73

S&P 500 Total Return

\$100.00

\$126.46

\$145.51

\$148.59

\$172.37

\$228.19

This performance graph shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference into any filing by us under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

In order to maintain our qualification as a REIT, we must make distributions to our stockholders each year in an amount equal to at least:

90% of our REIT taxable income, determined without regard to the dividends paid deduction and excluding net capital gains, plus

90% of the excess of our net income from foreclosure property over the tax imposed on such income by the Code, minus

any excess non-cash income.

We generally pay quarterly cash dividends to common stockholders at the discretion of our board of directors. The following table sets forth the dividends on our common shares for the years ended December 31, 2013 and 2012.

Payment Date	Record Date	Dividend per Share
April 4, 2012	March 23, 2012	\$0.080
May 29, 2012	May 15, 2012	\$0.080

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September 19, 2012	September 7, 2012	\$0.080
January 10, 2013	December 31, 2012	\$0.080
April 12, 2013	March 28, 2013	\$0.085
July 11, 2013	June 28, 2013	\$0.085
October 10, 2013	September 30, 2013	\$0.085
January 10, 2014	December 31, 2013	\$0.085

As of February 21, 2014, there were 11 record holders of our common stock and we believe we have more than one thousand beneficial holders. In order to comply with certain requirements related to our qualification as a REIT, our charter, subject to certain exceptions, limits the number of common shares that may be owned by any single person or affiliated group to 9.8% of the outstanding common shares.

Equity compensation plan information. The following table sets forth information regarding securities authorized for issuance under our equity compensation plan, the 2004 Stock Option and Incentive Plan, as amended, as of December 31, 2013. See Note 7 to the accompanying consolidated financial statements for additional information regarding our 2004 Stock Option and Incentive Plan, as amended.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders	262,461	\$12.59	4,519,221
Equity compensation plans not approved by security holders	—	—	—
Total	262,461	\$12.59	4,519,221

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Repurchases of equity securities. During the year ended December 31, 2013, certain of our employees surrendered 163,496 shares of common stock to the Company as payment for taxes in connection with the vesting of restricted stock. On August 5, 2013, our board of directors voted to authorize us to purchase up to \$100 million in shares of our common stock. We have not repurchased any shares of our common stock under the program.

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## Item 6. Selected Financial Data

The selected historical financial information as of and for the years ended December 31, 2013, 2012, 2011, 2010, and 2009 has been derived from our audited historical financial statements. The selected historical financial data should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” the consolidated financial statements as of December 31, 2013 and 2012 and for the years ended December 31, 2013, 2012 and 2011, and the related notes contained elsewhere in this Annual Report on Form 10-K.

	Year Ended December 31,				
	2013	2012	2011	2010	2009
	(in thousands, except for per share data)				
Revenues:					
Rooms	\$558,751	\$509,902	\$416,028	\$334,365	\$299,287
Food and beverage	193,043	174,963	154,006	143,690	131,709
Other	47,894	42,022	30,049	25,558	27,144
Total revenues	799,688	726,887	600,083	503,613	458,140
Operating expenses:					
Rooms	151,040	135,437	111,378	89,131	80,531
Food and beverage	136,454	124,890	110,013	101,945	97,071
Other hotel expenses and management fees	310,069	278,572	234,860	198,646	185,155
Impairment losses	—	30,844	—	—	2,542
Hotel acquisition costs	—	10,591	2,521	1,436	—
Corporate expenses(1)	23,072	21,095	21,247	16,384	18,317
Depreciation and amortization	103,895	97,004	82,187	71,240	65,612
Total operating expenses	724,530	698,433	562,206	478,782	449,228
Operating income	75,158	28,454	37,877	24,831	8,912
Interest income	(6,328 )	(305 )	(612 )	(781 )	(331 )
Interest expense	57,279	53,771	45,406	35,425	40,400
Loss (gain) on early extinguishment of debt	1,492	(144 )	—	—	—
Income (loss) from continuing operations before income taxes	22,715	(24,868 )	(6,917 )	(9,813 )	(31,157 )
Income tax benefit (expense)	1,113	6,793	(2,521 )	(674 )	17,713
Income (loss) from continuing operations	23,828	(18,075 )	(9,438 )	(10,487 )	(13,444 )
Income from discontinued operations	25,237	1,483	1,760	1,315	2,354
Net income (loss)	\$49,065	\$(16,592 )	\$(7,678 )	\$(9,172 )	\$(11,090 )
Earnings (loss) per share:					
Continuing operations	\$0.12	\$(0.10 )	\$(0.06 )	\$(0.07 )	\$(0.12 )
Discontinued operations	0.13	0.01	0.01	0.01	0.02
Basic and diluted earnings (loss) per share	\$0.25	\$(0.09 )	\$(0.05 )	\$(0.06 )	\$(0.10 )
Other data:					
Dividends declared per common share(2)	\$0.34	\$0.32	\$0.32	\$—	\$0.33
FFO(3)	\$131,987	\$120,961	\$91,546	\$79,292	\$74,181
Adjusted FFO(3)	\$139,301	\$140,163	\$103,643	\$90,297	\$82,778
EBITDA(4)	\$211,983	\$134,928	\$149,676	\$127,458	\$102,217
Adjusted EBITDA(4)	\$196,862	\$189,714	\$162,146	\$138,463	\$113,356



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	As of December 31,				
	2013	2012	2011	2010	2009
	(in thousands)				
Balance sheet data:					
Property and equipment, net	\$ 2,567,533	\$ 2,611,454	\$ 2,234,504	\$ 2,071,603	\$ 1,862,087
Cash and cash equivalents	144,584	9,623	26,291	84,201	177,380
Total assets	3,047,772	2,944,042	2,798,635	2,414,609	2,215,491
Total debt	1,091,861	988,731	1,042,933	780,880	786,777
Total other liabilities	275,220	260,198	253,545	220,212	253,208
Stockholders' equity	1,680,691	1,695,113	1,502,157	1,413,517	1,175,506

(1) Corporate expenses for the year ended December 31, 2013 include approximately \$3.1 million of costs related to the departure of our former President and Chief Operating Officer. Corporate expenses for the year ended December 31, 2012 and 2011 include legal fees of approximately \$2.5 million and \$2.3 million, respectively, related to the Allerton bankruptcy proceedings. Corporate expenses for the year ended December 31, 2011 include an accrual of \$1.7 million for the settlement of the Los Angeles Airport Marriott litigation. Corporate expenses for the year ended December 31, 2009 include approximately \$2.6 million of costs related to the retirement of our prior Executive Chairman and the termination of our prior Executive Vice President and General Counsel.

(2) We paid 90% of the 2009 dividend in shares of common stock and the remainder in cash as permitted by the Internal Revenue Service's Revenue Procedure 2009-15. All of our other dividends have been paid in cash.

(3) See "Non-GAAP Financial Measures" below in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" for a detailed description of FFO and Adjusted FFO and a discussion of why we believe that they are useful supplemental measures of our operating performance. The following is a reconciliation of our U.S. GAAP net income (loss) to FFO and Adjusted FFO.

	Year Ended December 31,				
	2013	2012	2011	2010	2009
	(in thousands)				
Net income (loss)	\$49,065	\$(16,592)	\$(7,678)	\$(9,172)	\$(11,090)
Real estate related depreciation (a)	105,655	101,498	99,224	88,464	82,729
Impairment losses (b)	—	45,534	—	—	2,542
Gain on sale of hotel properties, net	(22,733)	(9,479)	—	—	—
FFO	131,987	120,961	91,546	79,292	74,181
Non-cash ground rent	6,787	6,694	6,996	7,092	7,720
Non-cash amortization of favorable and unfavorable contracts, net	(1,487)	(1,653)	(1,860)	(1,771)	(1,720)
Loss (gain) on early extinguishment of debt	1,492	(144)	—	—	—
Acquisition costs	—	10,591	2,521	1,436	—
Reversal of previously recognized Allerton income	(1,163)	—	—	—	—
Allerton loan interest payments	—	—	3,163	2,650	—
Allerton loan legal fees	—	2,493	—	—	—
Severance costs	3,065	—	—	—	2,597
Write-off of key money	(1,082)	—	—	—	—

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Franchise termination fee	—	750	—	—	—
Litigation settlement	—	—	1,650	—	—
Hurricane remediation expense at Frenchman's Reef	—	—	—	1,598	—
Fair value adjustments to debt instruments	(298	) 471	(373	) —	—
Adjusted FFO	\$ 139,301	\$ 140,163	\$ 103,643	\$ 90,297	\$ 82,778

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- (a) Amounts include depreciation expense reported in discontinued operations as follows: \$1.8 million in 2013, \$4.5 million in 2012, \$17.0 million in 2011, \$17.2 million in 2010, and \$17.1 million in 2009.
- (b) Amounts include impairment losses reported in discontinued operations of \$14.7 million in 2012.

- (4) See "Non-GAAP Financial Measures" below in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" for a detailed description of EBITDA and Adjusted EBITDA and why we believe that they are useful supplemental measures of our operating performance. The following is a reconciliation of our U.S. GAAP net income (loss) to EBITDA and Adjusted EBITDA.

	Year Ended December 31,				
	2013	2012	2011	2010	2009
	(in thousands)				
Net income (loss)	\$49,065	\$(16,592)	\$(7,678)	\$(9,172)	\$(11,090)
Interest expense (a)	57,279	56,068	55,507	45,524	51,609
Income tax (benefit) expense (b)	(16)	(6,046)	2,623	2,642	(21,031)
Real estate related depreciation (c)	105,655	101,498	99,224	88,464	82,729
EBITDA	211,983	134,928	149,676	127,458	102,217
Non-cash ground rent	6,787	6,694	6,996	7,092	7,720
Non-cash amortization of favorable and unfavorable contracts, net	(1,487)	(1,653)	(1,860)	(1,771)	(1,720)
Gain on sale of hotel properties, net	(22,733)	(9,479)	—	—	—
Loss (gain) on early extinguishment of debt	1,492	(144)	—	—	—
Acquisition costs	—	10,591	2,521	1,436	—
Reversal of previously recognized Allerton income	(1,163)	—	—	—	—
Allerton loan interest payments	—	—	3,163	2,650	—
Allerton loan legal fees	—	2,493	—	—	—
Severance costs	3,065	—	—	—	2,597
Write-off of key money	(1,082)	—	—	—	—
Franchise termination fee	—	750	—	—	—
Litigation settlement	—	—	1,650	—	—
Hurricane remediation expense at Frenchman's Reef	—	—	—	1,598	—
Impairment losses (d)	—	45,534	—	—	2,542
Adjusted EBITDA	\$196,862	\$189,714	\$162,146	\$138,463	\$113,356

- (a) Amounts include interest expense reported in discontinued operations as follows: \$2.3 million in 2012, \$10.1 million in 2011 and 2010, and \$11.2 million in 2009.
- (b) Amounts include income tax expense (benefit) reported in discontinued operations as follows: \$1.1 million in 2013, \$0.7 million in 2012, \$0.1 million in 2011, \$2.0 million in 2010, and (\$3.3) million in 2009.
- (c) Amounts include depreciation expense reported in discontinued operations as follows: \$1.8 million in 2013, \$4.5 million in 2012, \$17.0 million in 2011, \$17.2 million in 2010, and \$17.1 million in 2009.
- (d) Amounts include impairment losses reported in discontinued operations of \$14.7 million in 2012.





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Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with the consolidated financial statements and related notes thereto included elsewhere in this report. This discussion contains forward-looking statements about our business. These statements are based on current expectations and assumptions that are subject to risks and uncertainties. Actual results could differ materially because of factors discussed in "Special Note About Forward-Looking Statements" and "Risk Factors" contained in this Annual Report on Form 10-K and in our other reports that we file from time to time with the SEC.

Overview

DiamondRock Hospitality Company is a lodging-focused Maryland corporation operating as a real estate investment trust (REIT) for federal income tax purposes. As of December 31, 2013, we owned a portfolio of 26 premium hotels and resorts that contain 11,121 guest rooms. We also hold the senior note on a mortgage loan secured by an additional hotel and have the right to acquire, upon completion, a hotel under development. As an owner, rather than an operator, of lodging properties, we receive all of the operating profits or losses generated by our hotels after the payment of fees due to hotel managers, which are calculated based on the revenues and profitability of each hotel.

Our vision is to be the premier allocator of capital in the lodging industry. Our mission is to deliver long-term stockholder returns through a combination of dividends and enduring capital appreciation. Our strategy is to utilize disciplined capital allocation and focus on the acquisition, ownership and innovative asset management of high quality lodging properties in North American markets with superior growth prospects and high barriers to entry.

We differentiate ourselves from our competitors by adhering to three basic principles in executing our strategy:

- owning high-quality urban and destination resort hotels;
- implementing innovative asset management strategies; and
- maintaining a conservative capital structure.

Our portfolio is concentrated in key gateway cities and destination resort locations. Each of our hotels is managed by a third party and most are operated under a brand owned by one of the leading global lodging brand companies (Marriott International, Inc. ("Marriott"), Starwood Hotels & Resorts Worldwide, Inc. ("Starwood") and Hilton Worldwide ("Hilton")).

We critically evaluate each of our hotels to ensure that we own a portfolio of hotels that conforms to our vision, supports our mission and corresponds with our strategy. On a regular basis, we analyze our portfolio to identify opportunities to invest capital in certain projects or market non-core assets for sale in order to increase our portfolio quality.

We are committed to a conservative capital structure with prudent leverage. We regularly assess the availability and affordability of capital in order to maximize the stockholder value and minimize enterprise risk. In addition, we are committed to following sound corporate governance practices and being open and transparent in our communications with stockholders.

High Quality Urban- and Destination Resort-Focused Branded Hotel Real Estate

As of December 31, 2013, we owned 26 premium hotels and resorts throughout North America and the U.S. Virgin Islands. Our hotels and resorts are primarily categorized as upper upscale as defined by Smith Travel Research and are generally located in high barrier-to-entry markets with multiple demand generators.

Our properties are concentrated in key gateway cities (primarily New York City, Chicago, Boston and Los Angeles) and in destination resort locations (such as the U.S. Virgin Islands and Vail, Colorado). We consider lodging properties located in gateway cities and resort destinations to be the most capable of creating dynamic cash flow growth and achieving superior long-term capital appreciation. We also believe that these locations are better insulated from new supply due to relatively high barriers-to-entry, including expensive construction costs and limited development sites.

We have been executing on our strategy to elevate and enhance our hotel portfolio by actively recycling capital early in the recovery phase of this lodging cycle. Our efforts have led to the repositioning of our portfolio through the acquisition of \$1.3 billion of urban hotels that align with our strategic goals while disposing of more than \$375 million in slower-growth, non-core hotels. These acquisitions increased our urban exposure with additional hotels in cities such as New York, San Francisco, Boston,

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Denver, Washington D.C. and San Diego. Over 85% of our portfolio EBITDA is currently derived from core urban and resort hotels. Our capital recycling program over the past three years also achieved several other important strategic portfolio goals that include improving our portfolio's geographic and brand diversity and achieving a mix of 50 percent brand-managed and 50 percent third-party managed hotels in our portfolio.

Moreover, the primary focus of our acquisitions over the past three years was on hotels that we believe presented unique value-add opportunities, such as repositioning through a change in brand or comprehensive renovation or changing the third-party hotel manager to a more efficient operator. For example, we executed a \$140 million capital expenditure program in 2013, which included major capital investments at the Lexington Hotel New York, Courtyard Manhattan/Fifth Avenue, Courtyard Manhattan/Midtown East, Westin Washington D.C. City Center, Westin San Diego, Hilton Boston Downtown and Hilton Minneapolis.

We leverage some of the leading global hotel brands with all but two of our hotels flagged under a brand owned by Marriott, Hilton or Starwood. We believe that premier global hotel brands create significant value as a result of each brand's ability to produce incremental revenue through their strong reservation and rewards systems and sales organizations with the result being that branded hotels are able to generate greater profits than similar unbranded hotels. We are primarily interested in owning hotels that are currently operated under, or can be converted to, a globally-recognized brand. We would also consider opportunities to acquire other non-branded hotels located in premier or unique markets where we believe that the returns on such a hotel may be higher than if the hotel were operated under a globally-recognized brand.

### Innovative Asset Management

We believe we can create significant value in our portfolio through innovative asset management strategies such as rebranding, renovating and repositioning and we engage in a process of regular evaluations of our portfolio in order to determine if there are opportunities to employ these value-add strategies.

We realized numerous asset management achievements in 2013, including: the execution of a \$140 million capital expenditure program; the implementation of asset management strategies in order to improve hotel revenues and contain costs; and proactively managing the third-party at each of our properties to maximize hotel operating performance. Our asset management team is focused on improving hotel profit margins through revenue management strategies and cost control programs. Our asset management team also focuses on identifying new and potential value creation opportunities across our portfolio, including adding new resort fees, creating incremental guest rooms, leasing out restaurants to more profitable third party operators, converting unused space to revenue-generating meeting space, and implementing programs to reduce energy usage.

Our senior management team has established a broad network of hotel industry contacts and relationships, including relationships with hotel owners, financiers, operators, project managers and contractors and other key industry participants. We use our broad network of hotel industry contacts and relationships to maximize the value of our hotels. Under the federal income tax rules governing REITs, we are required to engage a hotel manager that is an eligible independent contractor to manage each of our hotels pursuant to a management agreement with one of our subsidiaries. We strive to negotiate management agreements that give us the right to exert influence over the management of our properties, annual budgets and all capital expenditures (all, to the extent permitted under the REIT rules), and then to use those rights to continually monitor and improve the performance of our properties. We cooperatively partner with our hotel managers in an attempt to increase operating results and long-term asset values at our hotels. In addition to working directly with the personnel at our hotels, our senior management team also has long-standing professional relationships with our hotel managers' senior executives, and we work directly with these

senior executives to improve the performance of the hotels in our portfolio that they manage.

#### Conservative Capital Structure

We believe that a conservative capital structure maximizes investment capacity while reducing enterprise risk. We currently employ a low-risk and straight-forward capital structure with no corporate level debt, preferred equity, or convertible bonds. Moreover, we have significant balance sheet flexibility with no outstanding borrowings under our \$200 million senior unsecured credit facility as of December 31, 2013, as well as approximately half of our hotels being unencumbered by mortgage debt. We believe it is imprudent to increase the inherent risk of highly cyclical lodging fundamentals through the use of a highly leveraged capital structure.

We believe our strategically designed capital structure is a value creation tool that can be used over the entire lodging cycle. Specifically, we believe lower leverage benefits us in the following ways:

• provides capacity to fund attractive early-cycle acquisitions;

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- provides optionality to fund acquisitions with the most efficient funding source;
- enhances our ability to maintain a sustainable dividend;
- enables us to opportunistically repurchase shares during periods of stock price dislocation; and
- provides capacity to fund late-cycle capital needs.

Our current debt outstanding consists primarily of fixed interest rate mortgage debt. We have no outstanding borrowings under our senior unsecured credit facility, which bears interest at what we believe is an attractive floating rate. We prefer that a significant portion of our portfolio remains unencumbered by debt in order to provide maximum balance sheet flexibility. In addition, to the extent that we incur additional debt, our preference is non-recourse secured mortgage debt. We expect that our strategy will enable us to maintain a balance sheet with an appropriate amount of debt throughout all phases of the lodging cycle.

We have mortgage debt maturities that start in late 2014, with significant maturities in 2015 (approximately \$230 million) and 2016 (approximately \$305 million). We anticipate addressing these maturities, as well as other capital needs, with a combination of the following:

- refinancing proceeds on existing encumbered hotels;
- borrowing capacity on our existing unencumbered hotels;
- proceeds from the disposition of non-core hotels;
- capacity on our \$200 million senior unsecured credit facility; and
- annual cash flow from operations.

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

## Key Indicators of Financial Condition and Operating Performance

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

- Occupancy percentage;
- Average Daily Rate (or ADR);

Revenue per Available Room (or RevPAR);

Earnings Before Interest, Income Taxes, Depreciation and Amortization (or EBITDA) and Adjusted EBITDA; and

Funds From Operations (or FFO) and Adjusted FFO.

Occupancy, ADR and RevPAR are commonly used measures within the hotel industry to evaluate operating performance. RevPAR, which is calculated as the product of ADR and occupancy percentage, is an important statistic for monitoring operating performance at the individual hotel level and across our business as a whole. We evaluate individual hotel RevPAR performance on an absolute basis with comparisons to budget and prior periods, as well as on a company-wide and regional basis. ADR and RevPAR include only room revenue. Room revenue comprised approximately 70% of total revenues for the year ended December 31, 2013 and is dictated by demand, as measured by occupancy percentage, pricing, as measured by ADR, and our available supply of hotel rooms.

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

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

### Overview of 2013

The recovery in the lodging industry continued during 2013 with demand increasing 2.2% and many markets returning to prior peak occupancy levels. Importantly, new hotel supply remained constrained, increasing only 0.7%, which is less than half the historical average. This positive supply/demand imbalance powered industry RevPAR growth of 5.4%.

Key highlights for 2013 include the following:

**Hotel Financings.** We raised \$165 million through three separate secured financings during 2013. The financings include (i) a \$31 million mortgage loan secured by The Lodge at Sonoma Renaissance Resort & Spa with a term of ten years and a fixed interest rate of 3.96% (ii) a \$71 million mortgage loan secured by the Westin San Diego with a term of ten years and a fixed interest rate of 3.94% and (iii) a \$63 million mortgage loan secured by the Salt Lake City Marriott Downtown with a term of seven years and a fixed interest rate of 4.25%. The loans are property-specific and non-recourse to the Company subject to standard exceptions. As part of the financing of the Salt Lake City Marriott Downtown, we prepaid the \$27.3 million mortgage loan previously secured by the hotel through defeasance, which had a maturity date of January 2015. The cost to defease the loan was approximately \$1.5 million.

**Allerton Loan.** We closed on the settlement of the bankruptcy and related litigation involving our senior mortgage loan secured by the Allerton Hotel, receiving a \$5.0 million principal payment and a new \$66.0 million mortgage loan. We received an additional principal payment of \$1.5 million in May 2013.

**Non-Core Hotel Disposition.** We sold the 487-room Torrance Marriott South Bay to an unaffiliated third party for a contractual sales price of \$74 million on November 21, 2013. We recognized a gain on the sale of \$22.7 million, which is reported in discontinued operations.

**Chief Operating Officer.** John L. Williams departed from his position as President and Chief Operating Officer of the Company effective May 1, 2013. In connection with his departure from the Company, we recorded a severance cost of approximately \$3.1 million, which is reflected in corporate expenses on the accompanying consolidated statement of operations. On April 1, 2013, Robert D. Tanenbaum joined the Company as Executive Vice President, Asset Management and was appointed Chief Operating Officer effective May 1, 2013.

### Outlook for 2014

We believe we are in the middle of a multi-year lodging recovery cycle. Hotel supply growth has flattened in most markets. In 2013, we experienced increased travel demand, leading to RevPAR gains due more from increases in room rates than from growth in occupancy and we expect this trend to continue in 2014. Further, we expect our newly



renovated hotels to outperform the market in 2014 due both to an enhanced product and limited disruption.

Results of Operations

The following table sets forth certain operating information for each of the hotels we owned as of December 31, 2013.

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Property	Location	Number of Rooms	Occupancy (%)	ADR(\$)	RevPAR(\$)	% Change from 2012 RevPAR (1)	
Chicago Marriott	Chicago, Illinois	1,198	76.2	% \$205.83	\$ 156.86	5.4	%
Los Angeles Airport Marriott	Los Angeles, California	1,004	86.5	% 113.33	98.09	3.6	%
Hilton Minneapolis	Minneapolis, Minnesota	821	72.3	% 145.56	105.21	1.2	%
Westin Boston Waterfront Hotel	Boston, Massachusetts	793	74.5	% 207.60	154.60	3.4	%
Lexington Hotel New York	New York, New York	725	62.4	% 224.92	140.26	(28.1)	)%
Salt Lake City Marriott Downtown	Salt Lake City, Utah	510	67.1	% 142.26	95.51	7.2	%
Renaissance Worthington	Fort Worth, Texas	504	65.4	% 170.73	111.70	1.6	%
Frenchman's Reef & Morning Star Marriott Beach Resort	St. Thomas, U.S. Virgin Islands	502	82.1	% 239.69	196.78	9.6	%
Orlando Airport Marriott	Orlando, Florida	485	75.5	% 99.85	75.38	0.5	%
Westin San Diego (2)	San Diego, California	436	82.7	% 153.50	126.98	7.3	%
Westin Washington, D.C. City Center (2)	Washington, D.C.	406	73.5	% 192.13	141.19	(0.5)	)%
Oak Brook Hills Resort Chicago	Oak Brook, Illinois	386	56.8	% 122.44	69.55	2.1	%
Hilton Boston Downtown (2)	Boston, Massachusetts	362	80.4	% 226.68	182.26	8.7	%
Vail Marriott Mountain Resort & Spa	Vail, Colorado	344	67.7	% 243.94	165.25	15.0	%
Marriott Atlanta Alpharetta	Atlanta, Georgia	318	73.8	% 148.12	109.37	18.7	%
Courtyard Manhattan/Midtown East	New York, New York	317	82.3	% 275.73	226.81	(3.0)	)%
Conrad Chicago	Chicago, Illinois	311	81.6	% 217.76	177.61	3.8	%
Bethesda Marriott Suites	Bethesda, Maryland	272	61.9	% 161.18	99.71	(7.4)	)%
Hilton Burlington (2)	Burlington, Vermont	258	74.1	% 159.43	118.16	2.3	%
JW Marriott Denver at Cherry Creek	Denver, Colorado	196	80.4	% 239.27	192.39	10.8	%
Courtyard Manhattan/Fifth Avenue	New York, New York	185	80.1	% 277.14	221.92	(11.7)	)%
The Lodge at Sonoma, a Renaissance Resort & Spa	Sonoma, California	182	74.2	% 254.13	188.52	10.9	%
Courtyard Denver Downtown	Denver, Colorado	177	83.4	% 168.42	140.47	4.2	%
Hilton Garden Inn Chelsea/New York City	New York, New York	169	95.9	% 231.99	222.51	6.3	%
Renaissance Charleston	Charleston, South Carolina	166	87.5	% 191.27	167.31	8.9	%
Hotel Rex (2)	San Francisco, California	94	84.4	% 187.88	158.66	4.6	%
Total/Weighted Average		11,121	75.1	% \$183.85	\$ 138.11	1.4	%

(1) The percentage change from 2012 RevPAR reflects the comparable period in 2012 to our 2013 ownership period.

(2) The hotel was acquired during 2012.

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Comparison of the Year Ended December 31, 2013 to the Year Ended December 31, 2012

Revenue. Revenue consists primarily of the room, food and beverage and other operating revenues from our hotels, as follows (in millions):

	Year Ended December 31,			% Change
	2013	2012		
Rooms	\$558.8	\$509.9	9.6	%
Food and beverage	193.0	175.0	10.3	
Other	47.9	42.0	14.0	
Total revenues	\$799.7	\$726.9	10.0	%

Our total revenues from continuing operations increased \$72.8 million from \$726.9 million for the year ended December 31, 2012 to \$799.7 million for the year ended December 31, 2013, which includes \$55.7 million of revenues contributed by the five hotels we acquired in 2012. Excluding the impact of our 2012 acquisitions, our total revenues increased \$17.1 million, or 2.4%.

The following pro forma key hotel operating statistics for our hotels reported in continuing operations for the years ended December 31, 2013 and 2012 include the prior year operating statistics for the comparable period to our 2013 ownership period.

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	Year Ended December 31,			% Change
	2013		2012	
Occupancy %	75.1	%	76.3	% (1.2) percentage points
ADR	\$183.85		\$178.50	3.0 %
RevPAR	\$138.11		\$136.27	1.4 %

The increase in RevPAR was driven by a 3.0% growth in ADR, partially offset by a 1.2 percentage point decrease in occupancy. The decrease in occupancy is primarily due to disruption at our hotels under renovation during 2013, most notably the Lexington Hotel New York. The renovations displaced over 95,000 room nights during 2013. Despite the decrease in occupancy, our hotels generated total ADR growth of 3.0%. The ADR growth was experienced in all customer segments, particularly business transient.

Food and beverage revenues increased \$18.0 million from 2012, which includes \$7.6 million of food and beverage revenues contributed by the five hotels acquired in 2012. The remaining increase of \$10.4 million at our comparable hotels was primarily driven by higher banquet revenue from both group business and local catering. Other revenues, which primarily represent spa, golf, parking and attrition and cancellation fees, increased \$5.9 million, which includes \$3.2 million of other revenues contributed by the five hotels we acquired during 2012. The remaining increase of \$2.7 million at our comparable hotels was primarily driven by the implementation of resort fees at three of our hotels, as well as attrition and cancellation fees.

Hotel operating expenses. Our operating expenses from continuing operations for the years ended December 31, 2013 and 2012, respectively, consist of the following (in millions):

	Year Ended December 31,		
	2013	2012	% Change
Rooms departmental expenses	\$151.0	\$135.4	11.5 %
Food and beverage departmental expenses	136.5	124.9	9.3
Other departmental expenses	21.9	19.4	12.9
General and administrative	64.2	59.1	8.6
Utilities	28.2	26.1	8.0
Repairs and maintenance	36.8	32.4	13.6
Sales and marketing	67.6	58.6	15.4
Base management fees	19.3	18.8	2.7
Incentive management fees	6.2	5.5	12.7
Property taxes	40.0	33.2	20.5
Other fixed charges	10.9	10.9	—
Ground rent—Contractual	8.5	8.2	3.7
Ground rent—Non-cash	6.5	6.4	1.6
Total hotel operating expenses	\$597.6	\$538.9	10.9 %

Our hotel operating expenses increased \$58.7 million, or 10.9%, from \$538.9 million for the year ended December 31, 2012 to \$597.6 million for the year ended December 31, 2013, which includes \$37.5 million of hotel operating expenses contributed by the five hotels we acquired in 2012. The remaining increase of \$21.2 million is primarily due to higher food and beverage costs and support costs, specifically repairs and maintenance and sales and marketing. Property taxes at our comparable hotels increased approximately \$3.0 million, which is primarily due to significant

increases in the county property tax rates at the Chicago Marriott and Conrad Chicago and a reassessment of the Vail Marriott Mountain Resort & Spa. Incentive management fees increased as a result of higher profits, as well as three additional hotels that earned incentive management fees in 2013.

Depreciation and amortization. Depreciation and amortization is recorded on our hotel buildings over 40 years for the periods subsequent to acquisition. Depreciable lives of hotel furniture, fixtures and equipment are estimated as the time period between the acquisition date and the date that the hotel furniture, fixtures and equipment will be replaced. Our depreciation and amortization expense increased \$6.9 million from the year ended December 31, 2012 to the year ended December 31, 2013 due to our 2012 acquisitions and the significant renovations completed under our 2013 capital expenditure program.

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Impairment losses. During the year ended December 31, 2012, we recorded an impairment loss of \$30.4 million related to the Oak Brook Hills Resort. We also recorded an impairment loss of \$0.5 million on the favorable leasehold asset related to our option to develop a hotel on an undeveloped parcel of land adjacent to the Westin Boston Waterfront Hotel. No impairment losses were recorded during the year ended December 31, 2013.

Corporate expenses. Corporate expenses principally consist of employee-related costs, including base payroll, bonus and restricted stock. Corporate expenses also include corporate operating costs, professional fees and directors' fees. Our corporate expenses increased \$2.0 million, from \$21.1 million for the year December 31, 2012 to \$23.1 million for the year ended December 31, 2013. The increase in corporate expenses is due primarily to \$3.1 million in severance costs incurred in connection with the departure of our President and Chief Operating Officer in 2013, partially offset by lower legal fees as a result of the settlement of the Allerton bankruptcy proceedings and related litigation in January 2013.

Hotel acquisition costs. Hotel acquisition costs incurred during the year ended December 31, 2012 were related to the five hotels we acquired during 2012.

Interest expense. Our interest expense was \$57.3 million and \$53.8 million for the years ended December 31, 2013 and December 31, 2012, respectively. The increase in interest expense is primarily due to the new mortgage loans we entered into in late 2012 and 2013. The increase is partially offset by lower interest expense on our credit facility due to lower borrowings in 2013 and interest rate cap fair value adjustments.

The interest expense for the years ended December 31, 2013 and December 31, 2012 is comprised of the following (in millions):

	Year Ended December 31,	
	2013	2012
Mortgage debt interest	\$ 54.9	\$ 48.7
Credit facility interest and unused fees	1.0	2.7
Amortization of deferred financing costs and debt premium	2.7	2.7
Capitalized interest	(1.4	) (1.2
Interest rate cap fair value adjustment	0.1	0.9
	\$ 57.3	\$ 53.8

Interest income. Interest income increased \$6.0 million from \$0.3 million for the year ended December 31, 2012 to \$6.3 million for the year ended December 31, 2013. The increase is substantially due to the restructuring of the Allerton Loan for which we started to recognize interest income beginning in January 2013. We recorded \$6.1 million of interest income on the Allerton Loan for the year ended December 31, 2013, of which \$2.6 million is the amortization of the discount and the remainder is contractual interest income earned.

Discontinued operations. Income from discontinued operations represent the operating results of the Torrance Marriott South Bay, which was sold in 2013, and the Renaissance Waverly, Renaissance Austin, Marriott Griffin Gate Resort, and Atlanta Westin North at Perimeter, which were sold in 2012. The following table summarizes the income from discontinued operations for the years ended December 31, 2013 and 2012 (in thousands):

	Year Ended December 31,	
	2013	2012
Hotel revenues	\$ 21,336	\$ 55,654
Hotel operating expenses	(15,977	) (41,424
Operating income	5,359	14,230

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Depreciation and amortization	(1,759	)	(4,495	)
Interest income	1		3	
Interest expense	—		(2,297	)
Impairment losses	—		(14,690	)
Gain on sale of hotel properties, net	22,733		9,479	
Income tax expense	(1,097	)	(747	)
Income from discontinued operations	\$25,237		\$1,483	

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Income taxes. We recorded an income tax benefit on continuing operations of \$1.1 million in 2013 and income tax benefit on continuing operations of \$6.8 million in 2012. The 2013 income tax benefit includes \$1.5 million of income tax benefit incurred on the \$4.6 million pre-tax loss from continuing operations of our taxable REIT subsidiary, or TRS, and offset by foreign income tax expense of \$0.4 million incurred on the \$2.8 million pre-tax income of the TRS that owns Frenchman's Reef. The 2012 income tax benefit from continuing operations includes a \$6.5 million income tax benefit incurred on the \$16.6 million pre-tax loss from continuing operations of our TRS and foreign income tax benefit of \$0.3 million related to the taxable REIT subsidiary that owns Frenchman's Reef.

Comparison of the Year Ended December 31, 2012 to the Year Ended December 31, 2011.

Revenue. Revenue consists primarily of room, food and beverage and other operating revenues from our hotels. Our revenues from continuing operations increased \$126.8 million from \$600.1 million for the year ended December 31, 2011 to \$726.9 million for the year ended December 31, 2012, which includes \$75.9 million of revenues contributed by the five hotels we acquired in 2012. Excluding the impact of our 2012 acquisitions, our total revenues increased \$50.9 million, or 8.5%.

Food and beverage revenues increased \$21.0 million from the comparable period in 2011 driven by a \$8.2 million increase in revenues from our 2011 and 2012 acquisitions and an increase of \$12.8 million at our comparable hotels. The increase at our comparable hotels was driven by a \$6.5 million increase at Frenchman's Reef due to the partial closure during 2011 for the renovation project and an increase in both outlet and banquet revenues at our other hotels. Other revenues, which primarily represent spa, golf, and parking revenues, as well as tenant retail lease income and attrition and cancellation fees, increased \$12.0 million driven by a \$4.3 million increase in revenues from our 2011 and 2012 acquisitions and a \$7.7 million increase from 2011 at our comparable hotels. The increase in other revenues from our comparable hotels was driven by a \$5.8 million increase at Frenchman's Reef due to the partial closure during 2011, as well as the implementation of a resort fee at the hotel following the renovation. The remaining increase is primarily due to an increase in attrition and cancellation fees.

The following pro forma key hotel operating statistics for the years ended December 31, 2012 and 2011, respectively, for the hotels reported in continuing operations include the prior year operating statistics for the comparable year period to our 2012 ownership period.

	Year Ended December 31,		
	2012	2011	% Change
Occupancy %	76.4	% 75.5	% 0.9 percentage points
ADR	\$178.35	\$171.69	3.9 %
RevPAR	\$136.22	\$129.57	5.1 %

Hotel operating expenses. Our operating expenses from continuing operations for the years ended December 31, 2012 and 2011 consisted of the following (in millions):

	Year Ended December 31,		
	2012	2011	% Change
Rooms departmental expenses	\$135.4	\$111.4	21.5 %
Food and beverage departmental expenses	124.9	110.0	13.5
Other departmental expenses	19.4	15.7	23.6
General and administrative	59.1	51.6	14.5



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Utilities	26.1	23.1	13.0	
Repairs and maintenance	32.4	28.7	12.9	
Sales and marketing	58.6	46.2	26.8	
Base management fees	18.8	15.8	19.0	
Incentive management fees	5.5	5.2	5.8	
Property taxes	33.2	25.5	30.2	
Other fixed charges	10.9	8.9	22.5	
Ground rent—Contractual	8.2	7.3	12.3	
Ground rent—Non-cash	6.4	6.9	(7.2	)
Total hotel operating expenses	\$538.9	\$456.3	18.1	%

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Our hotel operating expenses increased \$82.6 million, or 18.1%, from \$456.3 million for the year ended December 31, 2011 to \$538.9 million for the year ended December 31, 2012. The increase in hotel operating expenses includes amounts that are not comparable year-over-year as follows:

- \$4.9 million increase from the JW Marriott Denver, which was purchased on May 19, 2011.
- \$14.4 million increase from the Lexington Hotel New York, which was purchased on June 1, 2011.
- \$2.8 million increase from the Courtyard Denver Downtown, which was purchased on July 22, 2011.
- \$7.8 million increase from the Hilton Boston Downtown, which was purchased on July 12, 2012.
- \$8.0 million increase from the Westin Washington, D.C. City Center, which was purchased on July 12, 2012.
- \$8.8 million increase from the Westin San Diego, which was purchased on July 12, 2012.
- \$4.5 million increase from the Hilton Burlington, which was purchased on July 12, 2012.
- \$0.5 million increase from the Hotel Rex, which was purchased on November 13, 2012.

The remaining increase in hotel operating expenses of \$30.9 million is primarily due to higher rooms and other departmental costs, driven by higher wages and benefits, and increased support costs, specifically sales and marketing and repairs and maintenance expenses. Property taxes at our comparable hotels increased by \$2.2 million, or 8.4%, primarily as a result of the expiration of the Boston Westin PILOT program in the middle of 2011 and an estimated increase in the assessed value of the Chicago Marriott Downtown.

Depreciation and amortization. Our depreciation and amortization expense increased \$14.8 million from the year ended December 31, 2011 to the year ended December 31, 2012 due primarily to our 2011 and 2012 acquisitions, as well as the extensive renovation which was completed at Frenchman's Reef during 2011.

Corporate expenses. Corporate expenses principally consist of employee-related costs, including base payroll, bonus and restricted stock. Corporate expenses also include corporate operating costs, professional fees and directors' fees. Our corporate expenses decreased \$0.1 million, from \$21.2 million for the year ended December 31, 2011 to \$21.1 million for the year ended December 31, 2012. The decrease in corporate expenses is due primarily to the \$1.7 million litigation settlement which was accrued in 2011, partially offset by higher legal fees related to the bankruptcy proceedings of the Allerton Hotel in 2012 and a \$0.7 million write-off of costs related to a ballroom construction project at the Chicago Marriott Downtown, which we determined was not probable to be completed.

Hotel acquisition costs. We incurred \$10.6 million of hotel acquisition costs during the year ended December 31, 2012 associated with the acquisitions of the Hilton Boston Downtown, Westin Washington D.C. City Center, Westin San Diego, Hilton Burlington and Hotel Rex. We incurred \$2.5 million of hotel acquisition costs during the year ended December 31, 2011 related to the acquisitions of the Times Square development hotel, JW Marriott Denver at Cherry Creek, Lexington Hotel New York, and Courtyard Denver Downtown.

Interest expense. Our interest expense was \$53.8 million and \$45.4 million for the years ended December 31, 2012 and December 31, 2011, respectively. The increase in interest expense is primarily attributable to the mortgage financings on the Hilton Minneapolis and the Lexington Hotel New York and the mortgage loan assumed in our acquisition of the JW Marriott Denver at Cherry Creek, as well as the fair value adjustment on our interest rate cap.

The interest expense for the years ended December 31, 2012 and December 31, 2011 is comprised of the following (in millions):

Year Ended December 31,	
2012	2011

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Mortgage debt interest	\$48.7	\$42.6
Credit facility interest and unused fees	2.7	2.9
Amortization of deferred financing costs and debt premium	2.7	1.4
Capitalized interest	(1.2	) (1.5
Interest rate cap fair value adjustment	0.9	\$—
	53.8	\$45.4

Interest income. Interest income decreased \$0.3 million from \$0.6 million for the year ended December 31, 2011 to \$0.3 million for the year ended December 31, 2012. The decrease is primarily due to lower corporate cash balances in 2012.

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Discontinued operations. Income from discontinued operations represents the operating results of the Torrance Marriott South Bay, which was sold in 2013, and the Renaissance Waverly, Renaissance Austin, Marriott Griffin Gate Resort, and Atlanta Westin North at Perimeter, which were sold in 2012. The following table summarizes the income from discontinued operations for the years ended December 31, 2012 and 2011 (in thousands):

	Year Ended December 31,	
	2012	2011
Hotel revenues	\$ 55,654	\$ 119,564
Hotel operating expenses	(41,424 )	(90,577 )
Operating income	14,230	28,987
Depreciation and amortization	(4,495 )	(17,037 )
Interest income	3	13
Interest expense	(2,297 )	(10,101 )
Impairment charge	(14,690 )	—
Gain on sale of hotel properties, net	9,479	—
Income tax expense	(747 )	(102 )
Income from discontinued operations	\$ 1,483	\$ 1,760

Income taxes. We recorded an income tax benefit on continuing operations of \$6.8 million for the year ended December 31, 2012 and income tax expense on continuing operations of \$2.5 million in 2011. The 2012 income tax benefit from continuing operations includes a \$6.5 million income tax benefit incurred on the \$16.6 million pre-tax loss from continuing operations of our TRS and foreign income tax benefit of \$0.3 million related to the taxable REIT subsidiary that owns Frenchman's Reef. The 2011 income tax expense from continuing operations includes a \$3.8 million income tax expense incurred on the \$8.9 million pre-tax income from continuing operations of our TRS and foreign income tax benefit of \$1.3 million related to the taxable REIT subsidiary that owns Frenchman's Reef.

### Liquidity and Capital Resources

Our short-term liquidity requirements consist primarily of funds necessary to fund distributions to our stockholders to maintain our REIT status as well as to pay for operating expenses and other expenditures directly associated with our hotels, including the funding of our \$140 million capital expenditure program, which continues into early 2014, funding of share repurchases, if any, under our share repurchase program and scheduled debt payments of interest and principal. In addition, we are under contract to purchase a hotel under development during 2014 for approximately \$128 million, of which \$27 million we have funded into escrow as a deposit. We currently expect that our available cash flows, which are generally provided through net cash provided by hotel operations, existing cash balances and, if necessary, short-term borrowings under our credit facility, will be sufficient to meet our short-term liquidity requirements.

Some of our mortgage debt agreements contain "cash trap" provisions that are triggered when the hotel's operating results fall below a certain debt service coverage ratio. When these provisions are triggered, all of the excess cash flow generated by the hotel is deposited directly into cash management accounts for the benefit of our lenders until a specified debt service coverage ratio is reached and maintained for a certain period of time. Such provisions do not allow the lender the right to accelerate repayment of the underlying debt.

The Lexington Hotel New York mortgage loan contains a quarterly financial covenant requiring a minimum debt service coverage ratio ("DSCR"), as defined in the loan agreement, of 1.1 times. As a result of the ongoing renovation of the hotel during most of 2013, the DSCR fell below the minimum requirement for the quarters ended September 30,

2013 and December 31, 2013. Under the loan agreement, we have the ability to cure the default by depositing the amount of the DSCR shortfall into a reserve with the lender. If we do not fund the DSCR shortfall and cure the default, the loan becomes due and payable. We funded the DSCR shortfall of \$2.0 million as of September 30, 2013 during the fourth quarter of 2013 and funded an additional \$2.2 million during the first quarter of 2014. The reserve will be released back to us when the DSCR is above 1.1 times, which we expect to occur in the second quarter of 2014. In addition, the cash trap provision was triggered on the loan during 2013.

Our long-term liquidity requirements consist primarily of funds necessary to pay for the costs of acquiring additional hotels, renovations, expansions and other capital expenditures that need to be made periodically to our hotels, scheduled debt payments, debt maturities and making distributions to our stockholders. We expect to meet our long-term liquidity requirements through various sources of capital, including cash provided by operations, borrowings, issuances of additional equity or debt securities

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and proceeds from property dispositions. Our ability to incur additional debt is dependent upon a number of factors, including the state of the credit markets, our degree of leverage, the value of our unencumbered assets and borrowing restrictions imposed by existing lenders. Our ability to raise capital through the issuance of additional equity and/or debt securities is also dependent on a number of factors including the current state of the capital markets, investor sentiment and intended use of proceeds. We may need to raise additional capital if we identify acquisition opportunities that meet our investment objectives.

### Our Financing Strategy

Since our formation in 2004, we have been committed to a conservative capital structure with prudent leverage. The majority of our outstanding debt is fixed interest rate mortgage debt. We currently have no outstanding borrowings under our \$200 million senior unsecured credit facility. We have a preference to maintain a significant portion of our portfolio as unencumbered assets in order to provide balance sheet flexibility. In addition, to the extent that we incur additional debt, our preference is non-recourse secured mortgage debt. We expect that our strategy will enable us to maintain a balance sheet with an appropriate amount of debt throughout all phases of the lodging cycle. We believe that it is not prudent to increase the inherent risk of highly cyclical lodging fundamentals through the use of a highly leveraged capital structure.

We have mortgage debt maturities that start in late 2014, with significant maturities in 2015 (approximately \$230 million) and 2016 (approximately \$305 million). We have the ability to address these maturities, as well as other capital needs, with a combination of the following:

- refinancing proceeds on existing encumbered hotels;
- borrowing capacity on our existing unencumbered hotels;
- proceeds from the disposition of non-core hotels;
- capacity on our \$200 million senior unsecured credit facility; and
- annual free cash flow from operations.

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

We believe that we maintain a reasonable amount of debt. As of December 31, 2013, we had \$1.1 billion of debt outstanding with a weighted average interest rate of 5.17% and a weighted average maturity date of approximately 3.7 years. We maintain one of the most durable and lowest levered balance sheets among our lodging REIT peers. We maintain balance sheet flexibility with limited near term debt maturities, full capacity on our senior unsecured credit facility and 12 of our 26 hotels unencumbered by mortgage debt. We remain committed to our core strategy of maintaining a simple capital structure with conservative leverage.

### Short-Term Borrowings

Other than borrowings under our senior unsecured credit facility, we do not utilize short-term borrowings to meet liquidity requirements. As of December 31, 2013, we had no borrowings outstanding under our senior unsecured credit facility.

#### Senior Unsecured Credit Facility

We are party to a five-year, \$200 million unsecured credit facility expiring in January 2017. The maturity date of the facility may be extended for an additional year upon the payment of applicable fees and the satisfaction of certain other customary conditions. We also have the right to increase the amount of the facility up to \$400 million with lender approval. Interest is paid on the periodic advances under the facility at varying rates, based upon LIBOR, plus an agreed upon additional margin amount. The applicable margin is based upon the Company's ratio of net indebtedness to EBITDA, as follows:

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Ratio of Net Indebtedness to EBITDA	Applicable Margin	
Less than 4.00 to 1.00	1.75	%
Greater than or equal to 4.00 to 1.00 but less than 5.00 to 1.00	1.90	%
Greater than or equal to 5.00 to 1.00 but less than 5.50 to 1.00	2.10	%
Greater than or equal to 5.50 to 1.00 but less than 6.00 to 1.00	2.20	%
Greater than or equal to 6.00 to 1.00 but less than 6.50 to 1.00	2.50	%
Greater than or equal to 6.50 to 1.00	2.75	%

In addition to the interest payable on amounts outstanding under the facility, we are required to pay an amount equal to 0.35% of the unused portion of the facility if the unused portion of the facility is greater than 50% or 0.25% if the unused portion of the facility is less than or equal to 50%.

The facility contains various corporate financial covenants. A summary of the most restrictive covenants is as follows:

	Covenant	Actual at December 31, 2013
Maximum leverage ratio(1)	60%	42.9%
Minimum fixed charge coverage ratio(2)	1.50x	2.43x
Minimum tangible net worth(3)	\$1.857 billion	\$2.282 billion
Secured recourse indebtedness(4)	Less than 50% of Total Asset Value	39%

(1) Leverage ratio is total indebtedness, as defined in the credit agreement and which includes our commitment on the Times Square development hotel, divided by total asset value, which is defined in the credit agreement as (a) total cash and cash equivalents plus (b) the value of our owned hotels based on hotel net operating income divided by a defined capitalization rate, and (c) the book value of the Allerton Loan.

(2) Fixed charge coverage ratio is Adjusted EBITDA, which is defined in the credit agreement as EBITDA less FF&E reserves, for the most recently ending 12 fiscal months, to fixed charges, which is defined in the credit agreement as interest expense, all regularly scheduled principal payments and payments on capitalized lease obligations, for the same most recently ending 12-month period.

(3) Tangible net worth, as defined in the credit agreement, is (i) total gross book value of all assets, exclusive of depreciation and amortization, less intangible assets, total indebtedness, and all other liabilities, plus (ii) 75% of net proceeds from future equity issuances.

(4) After December 31, 2013, the secured recourse indebtedness covenant threshold will decrease to 45% of Total Asset Value, as defined in the credit agreement.

The facility requires us to maintain a specific pool of unencumbered borrowing base properties. The unencumbered borrowing base must include a minimum of five properties with an unencumbered borrowing base value, as defined in the credit agreement, of not less than \$250 million. As of December 31, 2013, the unencumbered borrowing base included 5 properties with a borrowing base value of over \$319 million.

As of December 31, 2013, we had no borrowings outstanding under the facility and the Company's ratio of net indebtedness to EBITDA was 4.3x. Accordingly, interest on our borrowings under the facility will continue to be based on LIBOR plus 190 basis points for the next fiscal quarter. We incurred interest and unused credit facility fees on the facility of \$0.9 million, \$2.7 million and \$2.9 million for the years ended December 31, 2013, 2012 and 2011, respectively.



## Sources and Uses of Cash

Our principal sources of cash are net cash flow from hotel operations, borrowings under mortgage debt and our credit facility. Our principal uses of cash are acquisitions of hotel properties, debt service, capital expenditures, operating costs, corporate expenses and dividends. As of December 31, 2013, we had \$144.6 million of unrestricted corporate cash, \$89.1 million of restricted cash, and \$200.0 million of borrowing capacity under our credit facility.

Our net cash provided by operations was \$143.7 million for the year ended December 31, 2013. Our cash from operations generally consists of the net cash flow from hotel operations offset by cash paid for corporate expenses, cash paid for interest, funding of lender escrow reserves and other working capital changes.

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Our net cash used in investing activities was \$42.0 million for the year ended December 31, 2013 primarily as a result of capital expenditures at our hotels of \$107.3 million, funding of a lender-held property improvement plan reserve for the Westin San Diego of \$11.7 million, and an additional \$5.0 million deposit on the hotel in development in Times Square, offset by \$76.4 million of proceeds from the sale of the Torrance Marriott South Bay, \$6.6 million of principal payments on the Allerton Loan, and \$4.6 million received as key money.

Our net cash provided by financing activities was \$33.2 million for the year ended December 31, 2013 and consisted primarily of \$102.0 million of loan proceeds from the financings of The Lodge at Sonoma and the Westin San Diego, \$34.2 million of net proceeds resulting from the new financing of the Salt Lake City Marriott Downtown and offsetting defeasance costs, offset by net repayments on our senior unsecured credit facility of \$20 million, \$65.7 million of dividend payments, \$2.0 million paid to repurchase shares upon the vesting of restricted stock for the payment of tax withholding obligations, as well as \$14.2 million of scheduled mortgage debt principal payments.

We currently anticipate our significant sources of cash for the year ending December 31, 2014 will be the net cash flow from hotel operations and existing corporate cash balances. We expect our estimated uses of cash for the year ending December 31, 2014 will be comprised of the acquisition of the hotel under development in New York City, capital expenditures, as more fully described below, regularly scheduled debt service payments, dividends and corporate expenses.

Dividend Policy

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

- 90% of our REIT taxable income determined without regard to the dividends paid deduction and excluding net capital gains, plus

- 90% of the excess of our net income from foreclosure property over the tax imposed on such income by the Code, minus

- any excess non-cash income.

The timing and frequency of distributions will be authorized by our board of directors and declared by us based upon a variety of factors, including our financial performance, restrictions under applicable law and our current and future loan agreements, our debt service requirements, our capital expenditure requirements, the requirements for qualification as a REIT under the Code and other factors that our board of directors may deem relevant from time to time.

The following table sets forth the dividends on our common shares for the years ended December 31, 2013 and 2012:

Payment Date	Record Date	Dividend per Share
April 4, 2012	March 23, 2012	\$0.080
May 29, 2012	May 15, 2012	\$0.080

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September 19, 2012	September 7, 2012	\$0.080
January 10, 2013	December 31, 2012	\$0.080
April 12, 2013	March 28, 2013	\$0.085
July 11, 2013	June 28, 2013	\$0.085
October 10, 2013	September 30, 2013	\$0.085
January 10, 2014	December 31, 2013	\$0.085

Capital Expenditures

The management and franchise agreements for each of our hotels provide for the establishment of separate property improvement funds to cover, among other things, the cost of replacing and repairing furniture, fixtures and equipment at our hotels. Contributions to the property improvement fund are calculated as a percentage of hotel revenues. In addition, we may be required to pay for the cost of certain additional improvements that are not permitted to be funded from the property improvement fund

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under the applicable management or franchise agreement. As of December 31, 2013, we have set aside \$49.0 million for capital projects in property improvement funds, which are included in restricted cash.

During 2013, we commenced approximately \$140 million of capital improvements, which were funded from existing corporate cash and cash flows from hotel operations, as well as from existing reserves. We spent approximately \$107.3 million on capital improvements during the year ended December 31, 2013. Our significant projects in the capital expenditure program included the following:

- Lexington Hotel New York: We completed our comprehensive renovation of the Lexington Hotel New York in October 2013. The hotel joined Marriott's Autograph Collection in August 2013.
- Manhattan Courtyards: We completed the renovation of the guestrooms, corridors and guest bathrooms at the Courtyard Manhattan/Midtown East and Courtyard Manhattan/Fifth Avenue during the second quarter of 2013. The renovation scope at the Courtyard Midtown East also included the public space and the addition of five new guest rooms.
- Westin Washington D.C.: We commenced a comprehensive \$17 million renovation in October 2013, which was substantially completed in February 2014.
- Westin San Diego: We commenced a comprehensive \$14.5 million renovation in October 2013, which was substantially completed in January 2014.
- Hilton Minneapolis: We commenced a \$13 million renovation of the guest rooms, guest bathrooms and corridors in November 2013, which will be substantially completed by the end of the first quarter of 2014.
- Hilton Boston Downtown: We commenced a \$7 million renovation of the guest rooms, corridors, public areas, and meeting space in October 2013, which was substantially completed at the end of 2013.
- Hilton Burlington: We commenced a \$6 million renovation of the lobby, corridors, guest rooms and outdoor space in November 2013, which was substantially completed at the end of 2013.

## Contractual Obligations

The following table outlines the timing of payment requirements related to our debt and other commitments of our operating partnership as of December 31, 2013.

	Payments Due by Period				
	Total	Less Than 1 Year	1 to 3 Years	4 to 5 Years	After 5 Years
	(In thousands)				
Long-Term Debt Obligations Including Interest	\$1,285,205	\$112,286	\$627,555	\$215,267	\$330,097
Operating Lease Obligations - Ground Leases and Office Space	668,352	10,135	20,746	21,939	615,532
Total	\$1,953,557	\$122,421	\$648,301	\$237,206	\$945,629

In 2011, we entered into a purchase and sale agreement to acquire, upon completion, a hotel property under development on West 42nd Street in Times Square, New York City. Upon completion by the third-party developer, the hotel will have 282 guest rooms. The contractual purchase price is approximately \$128 million, or approximately \$450,000 per guest room. The purchase and sale agreement is for a fixed-price and we are not assuming any construction risk (including not assuming the risk of construction cost overruns). We expect that the hotel will open during 2014.

Upon entering into the purchase and sale agreement, we deposited \$20.0 million with a third-party escrow agent. During the years ended December 31, 2013 and 2012, we made additional deposits of \$5.0 million and \$1.9 million,

respectively. All deposits are interest bearing. We will forfeit our deposits if we do not close on the acquisition of the hotel upon substantial completion of construction, unless the seller fails to meet certain conditions, including substantial completion of the hotel within a specified time frame and construction of the hotel within the contractual scope.

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### Off-Balance Sheet Arrangements

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

### Non-GAAP Financial Measures

We use the following non-GAAP financial measures that we believe are useful to investors as key measures of our operating performance: EBITDA, Adjusted EBITDA, FFO and Adjusted FFO. These measures should not be considered in isolation or as a substitute for measures of performance in accordance with GAAP. EBITDA, Adjusted EBITDA, FFO and Adjusted FFO, as calculated by us, may not be comparable to other companies that do not define such terms exactly as the Company.

### EBITDA and FFO

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

The Company computes FFO in accordance with standards established by the National Association of Real Estate Investment Trusts (NAREIT), which defines FFO as net income determined in accordance with GAAP, excluding gains or losses from sales of properties and impairment losses, plus depreciation and amortization. The Company believes that the presentation of FFO provides useful information to investors regarding its operating performance because it is a measure of the Company's operations without regard to specified non-cash items, such as real estate depreciation and amortization and gain or loss on sale of assets. The Company also uses FFO as one measure in assessing its results.

### Adjustments to EBITDA and FFO

We adjust EBITDA and FFO when evaluating our performance because we believe that the exclusion of certain additional recurring and non-recurring items described below provides useful supplemental information to investors regarding our ongoing operating performance and that the presentation of Adjusted EBITDA and Adjusted FFO, when combined with GAAP net income, EBITDA and FFO, is beneficial to an investor's complete understanding of our operating performance. We adjust EBITDA and FFO for the following items:

• **Non-Cash Ground Rent:** We exclude the non-cash expense incurred from the straight line recognition of rent from our ground lease obligations and the non-cash amortization of our favorable lease assets.

• **Non-Cash Amortization of Favorable and Unfavorable Contracts:** We exclude the non-cash amortization of the favorable management contract assets recorded in conjunction with our acquisitions of the Westin Washington D.C. City Center, Westin San Diego, and Hilton Burlington and the non-cash amortization of the unfavorable contract liabilities recorded in conjunction with our acquisitions of the Bethesda Marriott Suites, the Chicago Marriott Downtown, the Renaissance Charleston and the Lexington Hotel New York. The amortization of the favorable and

unfavorable contracts does not reflect the underlying operating performance of our hotels.

**Cumulative Effect of a Change in Accounting Principle:** Infrequently, the Financial Accounting Standards Board (FASB) promulgates new accounting standards that require the consolidated statement of operations to reflect the cumulative effect of a change in accounting principle. We exclude the effect of these one-time adjustments because they do not reflect its actual performance for that period.

**Gains or Losses from Early Extinguishment of Debt:** We exclude the effect of gains or losses recorded on the early extinguishment of debt because we believe they do not accurately reflect the underlying performance of the Company.

**Acquisition Costs:** We exclude acquisition transaction costs expensed during the period because we believe they do not reflect the underlying performance of the Company.

**Allerton Loan:** In 2012, due to the uncertainty of the timing of the bankruptcy resolution, we excluded both cash interest payments received and the legal costs incurred as a result of the bankruptcy proceedings from our calculation of Adjusted EBITDA and Adjusted FFO. Due to the settlement of the bankruptcy proceedings and amended and restated loan, we commenced recognizing interest income in 2013, which includes the amortization of the difference between the carrying basis of the old loan and face value of the new loan. Cash payments received during 2010 and 2011 that were included

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in Adjusted EBITDA and Adjusted FFO and reduced the carrying basis of the loan are now deducted from Adjusted EBITDA and Adjusted FFO on a straight-line basis over the anticipated five-year term of the new loan.

Other Non-Cash and /or Unusual Items: From time to time we incur costs or realize gains that we do not believe reflect the underlying performance of the Company. Such items include, but are not limited to, pre-opening costs, contract termination fees and severance costs. In 2012, we excluded the franchise termination fee paid to Radisson Hotels International Inc. for the Lexington Hotel. In 2013, we excluded the severance costs associated with the departure of our former President and Chief Operating Officer, as well as the write off of unamortized key money, net of a termination payment, related to the termination of the Oak Brook Hills Resort management agreement.

In addition, to derive Adjusted EBITDA we exclude gains or losses on dispositions and impairment losses because we believe that including them in EBITDA does not reflect the ongoing performance of our hotels. Additionally, the gain or loss on dispositions and impairment losses represent either accelerated depreciation or excess depreciation in previous periods, and depreciation is excluded from EBITDA.

In addition, to derive Adjusted FFO we exclude any fair value adjustments to debt instruments. Specifically, we exclude the impact of the non-cash amortization of the debt premium recorded in conjunction with the acquisition of the JW Marriott Denver at Cherry Creek and fair market value adjustments to the Company's interest rate cap agreement.

The following table is a reconciliation of our U.S. GAAP net income (loss) to EBITDA and Adjusted EBITDA (in thousands):

	Year Ended December 31,		
	2013	2012	2011
	(in thousands)		
Net income (loss)	\$ 49,065	\$ (16,592 )	\$ (7,678 )
Interest expense (1)	57,279	56,068	55,507
Income tax expense (benefit) (2)	(16 )	(6,046 )	2,623
Real estate related depreciation (3)	105,655	101,498	99,224
EBITDA	211,983	134,928	149,676
Non-cash ground rent	6,787	6,694	6,996
Non-cash amortization of favorable and unfavorable contracts, net	(1,487 )	(1,653 )	(1,860 )
Gain on sale of hotel properties, net	(22,733 )	(9,479 )	—
Loss (gain) on early extinguishment of debt	1,492	(144 )	—
Acquisition costs	—	10,591	2,521
Reversal of previously recognized Allerton income	(1,163 )	—	—
Allerton loan interest payments	—	—	3,163
Allerton loan legal fees	—	2,493	—
Severance costs	3,065	—	—
Write-off of key money	(1,082 )	—	—
Franchise termination fee	—	750	—
Litigation settlement	—	—	1,650
Impairment losses (4)	—	45,534	—
Adjusted EBITDA	\$ 196,862	\$ 189,714	\$ 162,146

(1) Amounts include interest expense reported in discontinued operations as follows: \$2.3 million in 2012 and \$10.1 million in 2011.



- (2) Amounts include income tax expense (benefit) reported in discontinued operations as follows: \$1.1 million in 2013, \$0.7 million in 2012, and \$0.1 million in 2011.
- (3) Amounts include depreciation expense reported in discontinued operations as follows: \$1.8 million in 2013, \$4.5 million in 2012, and \$17.0 million in 2011.
- (4) Amounts include impairment losses reported in discontinued operations as follows: \$14.7 million in 2012.

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The following table is a reconciliation of our U.S. GAAP net income (loss) to FFO and Adjusted FFO (in thousands):

	Year Ended December 31,		
	2013	2012	2011
	(in thousands)		
Net income (loss)	\$49,065	\$(16,592)	\$(7,678)
Real estate related depreciation (1)	105,655	101,498	99,224
Impairment losses (2)	—	45,534	—
Gain on sale of hotel properties, net	(22,733)	(9,479)	—
FFO	131,987	120,961	91,546
Non-cash ground rent	6,787	6,694	6,996
Non-cash amortization of favorable and unfavorable contracts, net	(1,487)	(1,653)	(1,860)
Loss (gain) on early extinguishment of debt	1,492	(144)	—
Acquisition costs	—	10,591	2,521
Reversal of previously recognized Allerton income	(1,163)	—	—
Allerton loan interest payments	—	—	3,163
Allerton loan legal fees	—	2,493	—
Severance costs	3,065	—	—
Write-off of key money	(1,082)	—	—
Franchise termination fee	—	750	—
Litigation settlement	—	—	1,650
Fair value adjustments to debt instruments	(298)	471	(373)
Adjusted FFO	\$139,301	\$140,163	\$103,643

(1) Amounts include depreciation expense reported in discontinued operations as follows: \$1.8 million in 2013, \$4.5 million in 2012, and \$17.0 million in 2011.

(2) Amounts include impairment losses reported in discontinued operations of \$14.7 million in 2012.

#### Use and Limitations of Non-GAAP Financial Measures

Our management and Board of Directors use EBITDA, Adjusted EBITDA, FFO and Adjusted FFO to evaluate the performance of our hotels and to facilitate comparisons between us and other lodging REITs, hotel owners who are not REITs and other capital intensive companies. The use of these non-GAAP financial measures has certain limitations. These non-GAAP financial measures as presented by us, may not be comparable to non-GAAP financial measures as calculated by other real estate companies. These measures do not reflect certain expenses or expenditures that we incurred and will incur, such as depreciation, interest and capital expenditures. We compensate for these limitations by separately considering the impact of these excluded items to the extent they are material to operating decisions or assessments of our operating performance. Our reconciliations to the most comparable GAAP financial measures, and our consolidated statements of operations and cash flows, include interest expense, capital expenditures, and other excluded items, all of which should be considered when evaluating our performance, as well as the usefulness of our non-GAAP financial measures.

These non-GAAP financial measures are used in addition to and in conjunction with results presented in accordance with GAAP. They should not be considered as alternatives to operating profit, cash flow from operations, or any other operating performance measure prescribed by GAAP. These non-GAAP financial measures reflect additional ways of viewing our operations that we believe, when viewed with our GAAP results and the reconciliations to the corresponding GAAP financial measures, provide a more complete understanding of factors and trends affecting our business than could be obtained absent this disclosure. We strongly encourage investors to review our financial

information in its entirety and not to rely on a single financial measure.

#### Critical Accounting Policies

Our consolidated financial statements include the accounts of DiamondRock Hospitality Company and all consolidated subsidiaries. The preparation of financial statements in conformity with U.S. generally accepted accounting principles, or GAAP, requires management to make estimates and assumptions that affect the reported amount of assets and liabilities at the date of our

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financial statements and the reported amounts of revenues and expenses during the reporting period. While we do not believe the reported amounts would be materially different, application of these policies involves the exercise of judgment and the use of assumptions as to future uncertainties and, as a result, actual results could differ materially from these estimates. We evaluate our estimates and judgments, including those related to the impairment of long-lived assets, on an ongoing basis. We base our estimates on experience and on various other assumptions that are believed to be reasonable under the circumstances. All of our significant accounting policies are disclosed in the notes to our consolidated financial statements. The following represent certain critical accounting policies that require us to exercise our business judgment or make significant estimates:

**Investment in Hotels.** Acquired hotels, land improvements, building and furniture, fixtures and equipment and identifiable intangible assets are initially recorded at fair value. Additions to property and equipment, including current buildings, improvements, furniture, fixtures and equipment are recorded at cost. Property and equipment are depreciated using the straight-line method over an estimated useful life of 15 to 40 years for buildings and land improvements and one to ten years for furniture and equipment. Identifiable intangible assets are typically related to contracts, including ground lease agreements and hotel management agreements, which are recorded at fair value. Above-market and below-market contract values are based on the present value of the difference between contractual amounts to be paid pursuant to the contracts acquired and our estimate of the fair market contract rates for corresponding contracts. Contracts acquired that are at market do not have significant value. We typically enter into a new hotel management agreement based on market terms at the time of acquisition. Intangible assets are amortized using the straight-line method over the remaining non-cancelable term of the related agreements. In making estimates of fair values for purposes of allocating purchase price, we may utilize a number of sources that may be obtained in connection with the acquisition or financing of a property and other market data. Management also considers information obtained about each property as a result of its pre-acquisition due diligence in estimating the fair value of the tangible and intangible assets acquired.

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

While our hotels have experienced improvement in certain key operating measures as the general economic conditions improve, the operating performance at certain of our hotels has not achieved our expected levels. As part of our overall capital allocation strategy, we assess underperforming hotels for possible disposition, which could result in a reduction in the carrying values of these properties.

**Revenue Recognition.** Hotel revenues, including room, golf, food and beverage, and other hotel revenues, are recognized as the related services are provided. Additionally, our operators collect sales, use, occupancy and similar taxes at our hotels which are excluded from revenue in our consolidated statements of operations (revenue is recorded net of such taxes).

**Stock-based Compensation.** We account for stock-based employee compensation using the fair value based method of accounting. We record the cost of stock-based awards based on the grant-date fair value of the award. For awards based on market conditions, the grant-date fair value is derived using an open form valuation model. The cost of the award is recognized over the period during which an employee is required to provide service in exchange for the award. No compensation cost is recognized for equity instruments for which employees do not render the requisite service.

**Income Taxes.** Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities from a change in tax rates is recognized in earnings in the period when the new rate is enacted.

We have elected to be treated as a REIT under the provisions of the Code and, as such, are not subject to federal income tax, provided we distribute all of our taxable income annually to our stockholders and comply with certain other requirements. In addition to paying federal and state income tax on any retained income, we are subject to taxes on “built-in-gains” on sales of certain assets. Additionally, our taxable REIT subsidiaries are subject to federal, state and foreign income tax.

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Notes Receivable. We initially record acquired notes receivable at cost. Notes receivable are evaluated for collectability and if collectability of the original amounts due is in doubt, the value is adjusted for impairment. If collectability is in doubt, the note is placed in non-accrual status. No interest is recorded on such notes until the timing and amounts of cash receipts can be reasonably estimated. We record cash payments received on non-accrual notes receivable as a reduction in basis. We continually assess the current facts and circumstances to determine whether we can reasonably estimate cash flows. If we can reasonably estimate the timing and amount of cash flows to be collected, then income recognition becomes possible.

### Inflation

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

### Seasonality

The operations of hotels historically have been seasonal depending on location, and accordingly, we expect some seasonality in our business.

### New Accounting Pronouncements Not Yet Implemented

There are no new unimplemented accounting pronouncements that are expected to have a material impact on our results of operations, financial position or cash flows.

### Item 7A. Quantitative and Qualitative Disclosures about Market Risk

Market risk includes risks that arise from changes in interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market sensitive instruments. In pursuing our business strategies, the primary market risk to which we are currently exposed, and, to which we expect to be exposed in the future, is interest rate risk. The face amount of our outstanding debt as of December 31, 2013 was \$1.1 billion, of which \$170.4 million was variable rate. If market rates of interest on our variable rate debt fluctuate by 25 basis points, interest expense would increase or decrease, depending on rate movement, future earnings and cash flows, by approximately \$0.4 million annually.

### Item 8. Financial Statements and Supplementary Data

See Index to the Financial Statements on page F-1.

### Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

### Item 9A. Controls and Procedures

#### Evaluation of Disclosure Controls and Procedures

The Company's management has evaluated, under the supervision and with the participation of the Company's Chief Executive Officer and Chief Financial Officer, the effectiveness of the disclosure controls and procedures (as defined

in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as required by paragraph (b) of Rules 13a-15 and 15d-15 under the Exchange Act, and has concluded that as of the end of the period covered by this report, the Company’s disclosure controls and procedures were effective to give reasonable assurances that information we disclose in reports filed with the Securities and Exchange Commission (i) is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms and (ii) is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding disclosure.

#### Changes in Internal Control over Financial Reporting

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

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Management Report on Internal Control over Financial Reporting

The report of our management regarding internal control over financial reporting is set forth on page F-2 of this Annual Report on Form 10-K under the caption “Management Report on Internal Control over Financial Reporting” and incorporated herein by reference.

Attestation Report of Independent Registered Public Accounting Firm

The report of our independent registered public accounting firm regarding our internal control over financial reporting is set forth on page F-4 of this Annual Report on Form 10-K under the caption “Report of Independent Registered Public Accounting Firm” and incorporated herein by reference.

Item 9B. Other Information

None.

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PART III

The information required by Items 10-14 is incorporated by reference to our proxy statement for the 2014 annual meeting of stockholders (to be filed with the SEC not later than 120 days after the end of the fiscal year covered by this report).

Item 10. Directors, Executive Officers and Corporate Governance

Information regarding our directors, executive officers and corporate governance is incorporated by reference to our 2014 proxy statement.

Item 11. Executive Compensation

The information required by this item is incorporated by reference to our 2014 proxy statement.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this item is incorporated by reference to our 2014 proxy statement. Information regarding our 2004 Stock Option and Incentive Plan, as amended, set forth in Item 5 of this Annual Report on Form 10-K is incorporated by reference into this Item 12.

Item 13. Certain Relationships and Related Transactions and Director Independence

The information required by this item is incorporated by reference to our 2014 proxy statement.

Item 14. Principal Accounting Fees and Services

The information required by this item is incorporated by reference to our 2014 proxy statement.

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PART IV

Item 15. Exhibits and Financial Statement Schedules

1. Financial Statements

Included herein at pages F-1 through F-33.

2. Financial Statement Schedules

The following financial statement schedule is included herein on pages F-34 and F-35:

Schedule III - Real Estate and Accumulated Depreciation

All other schedules for which provision is made in Regulation S-X are either not required to be included herein under the related instructions or are inapplicable or the related information is included in the footnotes to the applicable financial statement and, therefore, have been omitted.

3. Exhibits

The exhibits required to be filed by Item 601 of Regulation S-K are listed in the Exhibit Index on pages 63 and 64 of this report, which is incorporated by reference herein.

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## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bethesda, State of Maryland, on February 25, 2014.

## DIAMONDROCK HOSPITALITY COMPANY

By: /s/ WILLIAM J. TENNIS

Name: William J. Tennis

Title: Executive Vice President, General Counsel and Corporate Secretary

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ MARK W. BRUGGER Mark W. Brugger	Chief Executive Officer and Director (Principal Executive Officer)	February 25, 2014
/s/ SEAN M. MAHONEY Sean M. Mahoney	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 25, 2014
/s/ BRIONY R. QUINN Briony R. Quinn	Chief Accounting Officer and Corporate Controller (Principal Accounting Officer)	February 25, 2014
/s/ WILLIAM W. McCARTEN William W. McCarten	Chairman	February 25, 2014
/s/ DANIEL J. ALTOBELLO Daniel J. Altobello	Director	February 25, 2014
/s/ W. ROBERT GRAFTON W. Robert Grafton	Director	February 25, 2014
/s/ MAUREEN L. McAVEY Maureen L. McAvey	Director	February 25, 2014
/s/ GILBERT T. RAY Gilbert T. Ray	Director	February 25, 2014

/s/ BRUCE D. WARDINSKI  
Bruce D. Wardinski

Director

February 25, 2014

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EXHIBIT INDEX

Exhibit Number	Description of Exhibit
3.1.1	Articles of Amendment and Restatement of the Articles of Incorporation of DiamondRock Hospitality Company (incorporated by reference to the Registrant's Registration Statement on Form S-11 filed with the Securities and Exchange Commission (File no. 333-123065))
3.1.2	Amendment to the Articles of Amendment and Restatement of the Articles of Incorporation of DiamondRock Hospitality Company (incorporated by reference to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 10, 2007)
3.1.3	Amendment to the Articles of Amendment and Restatement of the Articles of Incorporation of DiamondRock Hospitality Company (incorporated by reference to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 9, 2012)
3.2.1	Third Amended and Restated Bylaws of DiamondRock Hospitality Company (incorporated by reference to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 17, 2009)
4.1	Form of Certificate for Common Stock for DiamondRock Hospitality Company (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 5, 2010)
10.1	Agreement of Limited Partnership of DiamondRock Hospitality Limited Partnership, dated as of June 4, 2004 (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q/A filed with the Securities and Exchange Commission on December 7, 2009)
10.2	Agreement of Purchase and Sale among the Sellers named therein and DiamondRock Hospitality Company, dated as of July 9, 2012 (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on July 25, 2012)
10.3*	Amended and Restated 2004 Stock Option and Incentive Plan, as amended and restated on April 28, 2010 (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 5, 2010)
10.4*	Form of Restricted Stock Award Agreement (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 5, 2010)
10.5*	Form of Market Stock Unit Agreement (incorporated by reference to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 9, 2010)
10.6*	Form of Performance Stock Unit Agreement
10.7*	Form of Deferred Stock Unit Award Agreement (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 5, 2010)
10.8*	Form of Director Election Form (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 5, 2010)
10.9*	Form of Incentive Stock Option Agreement (incorporated by reference to the Registrant's Registration Statement on Form S-11 filed with the Securities and Exchange Commission (File no. 333-123065))
10.10*	Form of Non-Qualified Stock Option Agreement (incorporated by reference to the Registrant's Registration Statement on Form S-11 filed with the Securities and Exchange Commission (File no. 333-123065))
10.11	Third Amended and Restated Credit Agreement, dated as of November 20, 2012, by and among DiamondRock Hospitality Company, DiamondRock Hospitality Limited Partnership, Wells Fargo Bank, National Association, as Administrative Agent, Bank of America, N.A., as Syndication Agent, Citibank, N.A., as Documentation Agent, and each of Wells Fargo Securities, LLC and Merrill Lynch, Pierce Fenner and Smith Incorporated, as Joint Lead Arrangers and Joint Lead Bookrunners (incorporated by

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reference to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 26, 2012)

- 10.12\* Form of Severance Agreement (and schedule of material differences thereto) (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on April 30, 2012)
- 10.13\* Form of Stock Appreciation Right (incorporated by reference to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 6, 2008)
- 10.14\* Form of Dividend Equivalent Right (incorporated by reference to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 6, 2008)
- 10.15\* Form of Amendment No. 1 to Dividend Equivalent Rights Agreement under the DiamondRock Hospitality Company 2004 Stock Option and Incentive Plan (incorporated by reference to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 30, 2008)

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10.16	Purchase and Sale Agreement between Lexington Hotel LLC and DiamondRock NY Lex Owner, LLC, dated as of May 12, 2011 (incorporated by reference to the Registrant's Current Report of Form 8-K filed with the Securities and Exchange Commission on May 17, 2011)
10.17*	Form of Indemnification Agreement (incorporated by reference to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 16, 2009)
10.18*	Severance Agreement between DiamondRock Hospitality Company and William J. Tennis, dated as of December 16, 2009 (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on April 30, 2012)
10.19*	Letter Agreement, dated as of December 9, 2009, by and between DiamondRock Hospitality Company and William J. Tennis (incorporated by reference to the Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 26, 2010)
10.20*	Letter Agreement between DiamondRock Hospitality Company and Robert D. Tanenbaum, dated as of February 22, 2013, as supplemented on February 26, 2013 (incorporated by reference to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 1, 2013)
12.1†	Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends
21.1†	List of DiamondRock Hospitality Company Subsidiaries
23.1†	Consent of KPMG LLP
31.1†	Certification of Chief Executive Officer Required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.
31.2†	Certification of Chief Financial Officer Required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.
32.1**	Certification of Chief Executive Officer and Chief Financial Officer Required by Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended.
99.2*	Amendment to DiamondRock Hospitality Company Amended and Restated 2004 Stock Option and Incentive Plan, approved by the Board of Directors on July 20, 2011.

Attached as Exhibit 101 to this report are the following materials from DiamondRock Hospitality Company's Annual Report on Form 10-K for the year ended December 31, 2013 formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Operations, (iii) the Consolidated Statements of Stockholders' Equity, (iv) the Consolidated Statements of Cash Flows, and (v) the related notes to these consolidated financial statements.

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

† Filed herewith

\*\* Furnished herewith

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Management's Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting for the company. Internal control over financial reporting refers to the process designed by, or under the supervision of, our Chief Executive Officer and Chief Financial Officer, and effected by our board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles, and includes those policies and procedures that:

- (1) Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of its inherent limitations. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. Internal control over financial reporting also can be circumvented by collusion or improper management override. Because of such limitations, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

Management has used the framework set forth in the report entitled Internal Control - Integrated Framework (1992) published by the Committee of Sponsoring Organizations of the Treadway Commission to evaluate the effectiveness of the Company's internal control over financial reporting. Management has concluded that the Company's internal control over financial reporting was effective as of December 31, 2013. KPMG LLP, an independent registered public accounting firm, has audited the Company's financial statements and issued an attestation report on the Company's internal control over financial reporting as of December 31, 2013.

/s/ Mark W. Brugger  
Chief Executive Officer  
(Principal Executive Officer)

/s/ Sean M. Mahoney  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

/s/ Briony R. Quinn

Chief Accounting Officer and Corporate Controller  
(Principal Accounting Officer)

February 25, 2014

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders  
DiamondRock Hospitality Company:

We have audited the consolidated financial statements of DiamondRock Hospitality Company and subsidiaries (the “Company”) as listed in the accompanying index. In connection with our audits of the consolidated financial statements, we also have audited the financial statement schedule as listed in the accompanying index. These consolidated financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of DiamondRock Hospitality Company and subsidiaries as of December 31, 2013 and 2012, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2013, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule referred to above, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), DiamondRock Hospitality Company's internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control - Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 25, 2014, expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ KPMG LLP  
McLean, Virginia  
February 25, 2014

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders  
DiamondRock Hospitality Company:

We have audited DiamondRock Hospitality Company's (the Company) internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control - Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control - Integrated Framework (1992) issued by the COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of the Company as of December 31, 2013 and 2012 and the related consolidated statements of operations, stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 2013, and our report dated February 25, 2014, expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP  
McLean, Virginia  
February 25, 2014

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## DIAMONDROCK HOSPITALITY COMPANY

## CONSOLIDATED BALANCE SHEETS

As of December 31, 2013 and 2012

(in thousands, except share and per share amounts)

	2013		2012
<b>ASSETS</b>			
Property and equipment, at cost	\$3,168,088		\$3,131,175
Less: accumulated depreciation	(600,555	)	(519,721
	2,567,533		2,611,454
Restricted cash	89,106		76,131
Due from hotel managers	69,353		68,532
Note receivable	50,084		53,792
Favorable lease assets, net	39,936		40,972
Prepaid and other assets	79,474		73,814
Cash and cash equivalents	144,584		9,623
Deferred financing costs, net	7,702		9,724
Total assets	\$3,047,772		\$2,944,042
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>			
<b>Liabilities:</b>			
Mortgage debt	\$1,091,861		\$968,731
Senior unsecured credit facility	—		20,000
Total debt	1,091,861		988,731
Deferred income related to key money, net	23,707		24,362
Unfavorable contract liabilities, net	78,093		80,043
Due to hotel managers	54,225		51,003
Dividends declared and unpaid	16,981		15,911
Accounts payable and accrued expenses	102,214		88,879
Total other liabilities	275,220		260,198
<b>Stockholders' Equity:</b>			
Preferred stock, \$0.01 par value; 10,000,000 shares authorized; no shares issued and outstanding	—		—
Common stock, \$0.01 par value; 400,000,000 shares authorized; 195,470,791 and 195,145,707 shares issued and outstanding at December 31, 2013 and 2012, respectively	1,955		1,951
Additional paid-in capital	1,979,613		1,976,200
Accumulated deficit	(300,877	)	(283,038
Total stockholders' equity	1,680,691		1,695,113
Total liabilities and stockholders' equity	\$3,047,772		\$2,944,042

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

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## DIAMONDROCK HOSPITALITY COMPANY

## CONSOLIDATED STATEMENTS OF OPERATIONS

Years Ended December 31, 2013, 2012, and 2011

(in thousands, except share and per share amounts)

	2013	2012	2011
Revenues:			
Rooms	\$558,751	\$509,902	\$416,028
Food and beverage	193,043	174,963	154,006
Other	47,894	42,022	30,049
Total revenues	799,688	726,887	600,083
Operating Expenses:			
Rooms	151,040	135,437	111,378
Food and beverage	136,454	124,890	110,013
Management fees	25,546	24,307	21,043
Other hotel expenses	284,523	254,265	213,817
Depreciation and amortization	103,895	97,004	82,187
Impairment losses	—	30,844	—
Hotel acquisition costs	—	10,591	2,521
Corporate expenses	23,072	21,095	21,247
Total operating expenses	724,530	698,433	562,206
Operating income	75,158	28,454	37,877
Interest income	(6,328)	) (305)	) (612)
Interest expense	57,279	53,771	45,406
Loss (gain) on early extinguishment of debt	1,492	(144)	) —
Total other expenses	52,443	53,322	44,794
Income (loss) from continuing operations before income taxes	22,715	(24,868)	) (6,917)
Income tax benefit (expense)	1,113	6,793	(2,521)
Income (loss) from continuing operations	23,828	(18,075)	) (9,438)
Income from discontinued operations, net of income taxes	25,237	1,483	1,760
Net income (loss)	\$49,065	) \$(16,592)	) \$(7,678)
Earnings (loss) per share:			
Continuing operations	\$0.12	) \$(0.10)	) \$(0.06)
Discontinued operations	0.13	0.01	0.01
Basic and diluted earnings (loss) per share	\$0.25	) \$(0.09)	) \$(0.05)
Weighted-average number of common shares outstanding:			
Basic	195,478,353	180,826,124	166,667,459
Diluted	195,862,506	180,826,124	166,667,459

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





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## DIAMONDROCK HOSPITALITY COMPANY

## CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

Years Ended December 31, 2013, 2012 and 2011

(in thousands, except share and per share amounts)

	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total
	Shares	Par Value			
Balance at December 31, 2010	154,570,543	\$ 1,546	\$ 1,558,047	\$(146,076)	\$ 1,413,517
Dividends of \$0.32 per common share	1,932	—	230	(54,191)	(53,961)
Issuance and vesting of common stock grants, net	511,222	5	642	—	647
Sale of common stock in secondary offerings, less placement fees and expenses of \$262	12,418,662	124	149,508	—	149,632
Net loss	—	—	—	(7,678)	(7,678)
Balance at December 31, 2011	167,502,359	\$ 1,675	\$ 1,708,427	\$(207,945)	\$ 1,502,157
Dividends of \$0.32 per common share	—	—	174	(58,501)	(58,327)
Issuance and vesting of common stock grants, net	431,810	4	1,558	—	1,562
Sale of common stock in secondary offerings, less placement fees and expenses of \$809	20,000,000	200	199,590	—	199,790
Issuance of common stock in private placement for portfolio acquisition	7,211,538	72	66,451	—	66,523
Net loss	—	—	—	(16,592)	(16,592)
Balance at December 31, 2012	195,145,707	\$ 1,951	\$ 1,976,200	\$(283,038)	\$ 1,695,113
Dividends of \$0.34 per common share	—	—	151	(66,904)	(66,753)
Issuance and vesting of common stock grants, net	325,084	4	3,262	—	3,266
Net income	—	—	—	49,065	49,065
Balance at December 31, 2013	195,470,791	\$ 1,955	\$ 1,979,613	\$(300,877)	\$ 1,680,691

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

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## DIAMONDROCK HOSPITALITY COMPANY

## CONSOLIDATED STATEMENTS OF CASH FLOWS

Years Ended December 31, 2013, 2012 and 2011

(in thousands)

	2013	2012	2011
Cash flows from operating activities:			
Net income (loss)	\$49,065	\$(16,592 )	\$(7,678 )
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Real estate depreciation	105,655	101,498	99,224
Corporate asset depreciation as corporate expenses	99	95	85
Gain on sale of hotel properties, net	(22,733 )	(9,479 )	—
Loss (gain) on early extinguishment of debt	1,492	(144 )	—
Non-cash ground rent	6,787	6,694	6,996
Non-cash financing costs, debt premium, and interest rate cap as interest	2,803	3,538	1,449
Amortization of note receivable discount as interest income	(2,602 )	—	—
Impairment losses	—	45,534	—
Amortization of favorable and unfavorable contracts, net	(1,487 )	(1,872 )	(1,860 )
Amortization of deferred income	(2,150 )	(999 )	(653 )
Termination fee paid to hotel manager	(737 )	—	—
Stock-based compensation	5,217	4,529	4,496
Payment of litigation settlement	—	(1,709 )	—
Deferred income tax expense (benefit)	(343 )	(6,510 )	1,564
Changes in assets and liabilities:			
Prepaid expenses and other assets	(1,615 )	(4,999 )	(206 )
Restricted cash	1,024	(16,830 )	(3,393 )
Due to/from hotel managers	899	(10,607 )	2,999
Accounts payable and accrued expenses	2,360	991	1,208
Net cash provided by operating activities	143,734	93,138	104,231
Cash flows from investing activities:			
Hotel capital expenditures	(107,307 )	(49,262 )	(54,752 )
Hotel acquisitions	—	(444,709 )	(385,472 )
Net proceeds from sale of properties	76,437	131,073	—
Mortgage loan principal payments	6,574	996	3,163
Change in restricted cash	(17,279 )	(6,072 )	(5,128 )
Purchase deposits	(5,000 )	(1,898 )	(20,000 )
Receipt of deferred key money	4,568	767	6,047
Net cash used in investing activities	(42,007 )	(369,105 )	(456,142 )
Cash flows from financing activities:			
Scheduled mortgage debt principal payments	(14,249 )	(11,072 )	(8,960 )
Repurchase of common stock and other	(1,952 )	(2,967 )	(3,849 )
Proceeds from sale of common stock, net	—	199,790	149,632
Proceeds from mortgage debt	165,000	244,368	100,000
Prepayment of mortgage debt	(28,779 )	(26,963 )	—
Draws on senior unsecured credit facility	25,000	200,000	130,000

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Repayments of senior unsecured credit facility	(45,000 )	(280,000 )	(30,000 )
Payment of financing costs	(1,101 )	(6,912 )	(2,457 )
Purchase of interest rate cap	—	(934 )	—
Payment of cash dividends	(65,685 )	(56,011 )	(40,365 )
Net cash provided by financing activities	33,234	259,299	294,001
Net increase (decrease) in cash and cash equivalents	134,961	(16,668 )	(57,910 )
Cash and cash equivalents, beginning of year	9,623	26,291	84,201
Cash and cash equivalents, end of year	\$144,584	\$9,623	\$26,291

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## DIAMONDROCK HOSPITALITY COMPANY

## CONSOLIDATED STATEMENTS OF CASH FLOWS - (CONTINUED)

Years Ended December 31, 2013, 2012 and 2011

(in thousands)

Supplemental Disclosure of Cash Flow Information:	2013	2012	2011
Cash paid for interest	\$55,605	\$55,294	\$54,618
Cash paid for income taxes	\$795	\$1,723	\$1,382
Capitalized interest	\$1,516	\$1,164	\$1,527
Non-cash Financing Activities:			
Assumption of mortgage debt	\$—	\$—	\$71,421
Unpaid dividends	\$16,981	\$15,911	\$13,594
Buyer assumption of mortgage debt on sale of hotels	\$—	\$180,000	\$—
Issuance of common stock in connection with acquisition of hotel portfolio	\$—	\$66,523	\$—

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

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### DIAMONDROCK HOSPITALITY COMPANY

#### Notes to the Consolidated Financial Statements

##### 1. Organization

DiamondRock Hospitality Company (the “Company” or “we”) is a lodging-focused real estate company that owns a portfolio of premium hotels and resorts. Our hotels are concentrated in key gateway cities and in destination resort locations and most are operated under a brand owned by one of the leading global lodging brand companies (Marriott International, Inc. (“Marriott”), Starwood Hotels & Resorts Worldwide, Inc. (“Starwood”), or Hilton Worldwide (“Hilton”)). We are an owner, as opposed to an operator, of the hotels in our portfolio. As an owner, we receive all of the operating profits or losses generated by our hotels after we pay fees to the hotel managers, which are based on the revenues and profitability of the hotels.

As of December 31, 2013, we owned 26 hotels with 11,121 rooms, located in the following markets: Atlanta, Georgia; Boston, Massachusetts (2); Burlington, Vermont; Charleston, South Carolina; Chicago, Illinois (2); Denver, Colorado (2); Fort Worth, Texas; Los Angeles, California; Minneapolis, Minnesota; New York, New York (4); Oak Brook, Illinois; Orlando, Florida; Salt Lake City, Utah; San Diego, California; San Francisco, California; Sonoma, California; Washington D.C. (2); St. Thomas, U.S. Virgin Islands; and Vail, Colorado. We also own a senior mortgage loan secured by a 443-room hotel located in Chicago, Illinois and have the right to acquire, upon completion in 2014, a 282-room hotel under development in New York City.

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

##### 2. Summary of Significant Accounting Policies

###### Basis of Presentation

Our financial statements include all of the accounts of the Company and its subsidiaries in accordance with U.S. GAAP. All intercompany accounts and transactions have been eliminated in consolidation. If the Company determines that it has an interest in a variable interest entity within the meaning of the FASB ASC 810, Consolidation, the Company will consolidate the entity when it is determined to be the primary beneficiary of the entity.

###### Use of Estimates

The preparation of the financial statements in conformity with U.S. 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 period. Actual results could differ from those estimates.

###### Risks and Uncertainties

The state of the overall economy can significantly impact hotel operational performance and thus, impact our financial position. Should any of our hotels experience a significant decline in operational performance, it may affect our ability

to make distributions to our stockholders and service debt or meet other financial obligations.

#### Fair Value Measurements

In evaluating fair value, U.S. GAAP outlines a valuation framework and creates a fair value hierarchy that distinguishes between market assumptions based on market data (observable inputs) and a reporting entity's own assumptions about market data (unobservable inputs). The hierarchy ranks the quality and reliability of inputs used to determine fair value, which are then classified and disclosed in one of the three categories. The three levels are as follows:

- Level 1 - Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 - Inputs include quoted prices in active markets for similar assets and liabilities, quoted prices for identical or similar assets in markets that are not active and model-derived valuations whose inputs are observable
- Level 3 - Model-derived valuations with unobservable inputs

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### Property and Equipment

Investments in hotel properties, land, land improvements, building and furniture, fixtures and equipment and identifiable intangible assets are recorded at fair value upon acquisition. Property and equipment purchased after the hotel acquisition date is recorded at cost. Replacements and improvements are capitalized, while repairs and maintenance are expensed as incurred. Upon the sale or retirement of a fixed asset, the cost and related accumulated depreciation is removed from the Company's accounts and any resulting gain or loss is included in the statements of operations.

Depreciation is computed using the straight-line method over the estimated useful lives of the assets, generally 15 to 40 years for buildings, land improvements, and building improvements and 1 to 10 years for furniture, fixtures and equipment. Leasehold improvements are amortized over the shorter of the lease term or the useful lives of the related assets.

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

We will classify a hotel as held for sale in the period that we have made the decision to dispose of the hotel, a binding agreement to purchase the property has been signed under which the buyer has committed a significant amount of nonrefundable cash and no significant financing or other contingencies exist which could cause the transaction to not be completed in a timely manner. If these criteria are met, we will record an impairment loss if the fair value less costs to sell is lower than the carrying amount of the hotel and related assets and will cease recording depreciation expense. We will classify the loss, together with the related operating results, as discontinued operations on the statements of operations and classify the assets and related liabilities as held for sale on the balance sheet.

### Goodwill

Goodwill represents the excess of our cost to acquire a business over the net amounts assigned to assets acquired and liabilities assumed. Goodwill is not amortized, but is evaluated for impairment annually or more frequently if events or changes in circumstances indicate that the carrying amount may not be recoverable. Our goodwill is classified within other assets in the accompanying consolidated balance sheets.

### Cash and Cash Equivalents

We consider all highly liquid investments with an original maturity of three months or less to be cash equivalents.

### Note Receivable

Notes receivable are carried at cost, net of any premiums or discounts which are recognized as an adjustment of yield over the remaining life of the note using the effective interest rate method. Notes receivable are evaluated for collectability and if collectability of the original amounts due is in doubt, the value is adjusted for impairment. Our



impairment analysis considers the anticipated cash receipts as well as the underlying value of the collateral. If collectability is in doubt, the note is placed in non-accrual status. No interest is recorded on such notes until the timing and amounts of cash receipts can be reasonably estimated. We record cash payments received on non-accrual notes receivable as a reduction in basis. We continually assess the current facts and circumstances to determine whether we can reasonably estimate cash flows. If we can reasonably estimate the timing and amount of cash flows to be collected, then income recognition becomes possible.

#### Revenue Recognition

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

#### Income Taxes

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We account for income taxes using the asset and liability method. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to the differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities from a change in tax rates is recognized in earnings in the period when the new rate is enacted.

We have elected to be treated as a REIT under the provisions of the Internal Revenue Code, which requires that we distribute at least 90% of our taxable income annually to our stockholders and comply with certain other requirements. In addition to paying federal and state taxes on any retained income, we may be subject to taxes on “built in gains” on sales of certain assets. Our taxable REIT subsidiaries will generally be subject to federal, state, local, and/or foreign income taxes.

In order for the income from our hotel property investments to constitute “rents from real properties” for purposes of the gross income tests required for REIT qualification, the income we earn cannot be derived from the operation of any of our hotels. Therefore, we lease each of our hotel properties to a wholly-owned subsidiary of Bloodstone TRS, Inc., our existing taxable REIT subsidiary, or TRS, except for the Frenchman’s Reef & Morning Star Marriott Beach Resort, which is owned by a Virgin Islands corporation, which we have elected to be treated as a TRS.

We had no accruals for tax uncertainties as of December 31, 2013 and 2012.

### Intangible Assets and Liabilities

Intangible assets or liabilities are recorded on non-market contracts assumed as part of the acquisition of certain hotels. We review the terms of agreements assumed in conjunction with the purchase of a hotel to determine if the terms are favorable or unfavorable compared to an estimated market agreement at the acquisition date. Favorable lease assets or unfavorable contract liabilities are recorded at the acquisition date and amortized using the straight-line method over the term of the agreement. We do not amortize intangible assets with indefinite useful lives, but we review these assets for impairment annually or at interim periods if events or circumstances indicate that the asset may be impaired.

### Earnings (Loss) Per Share

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

### Stock-based Compensation

We account for stock-based employee compensation using the fair value based method of accounting. We record the cost of awards with service or market conditions based on the grant-date fair value of the award. That cost is recognized over the period during which an employee is required to provide service in exchange for the award. No compensation cost is recognized for equity instruments for which employees do not render the requisite service.

### Comprehensive Income (Loss)

We do not have any items of comprehensive income (loss) other than net income (loss). If we do incur any additional items of comprehensive income (loss), such that a statement of comprehensive income would be necessary, such statement will be reported as one statement with the consolidated statement of operations.

#### Restricted Cash

Restricted cash primarily consists of reserves for replacement of furniture and fixtures held by our hotel managers and cash held in escrow pursuant to lender requirements.

#### Deferred Financing Costs

Financing costs are recorded at cost and consist of loan fees and other costs incurred in connection with the issuance of debt. Amortization of deferred financing costs is computed using a method, which approximates the effective interest method over the remaining life of the debt, and is included in interest expense in the accompanying consolidated statements of operations.

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## Hotel Working Capital

The due from hotel managers consists of hotel level accounts receivable, periodic hotel operating distributions due to owner and prepaid and other assets held by the hotel managers on our behalf. The due to hotel managers represents liabilities incurred by the hotel on behalf of us in conjunction with the operation of our hotels which are legal obligations of the Company.

## Key Money

Key money received in conjunction with entering into hotel management or franchise agreements or completing specific capital projects is deferred and amortized over the term of the hotel management agreement. Deferred key money is classified as deferred income in the accompanying consolidated balance sheets and amortized as an offset to base management fees or franchise fees.

## Straight-Line Rental Income and Expense

We record rental income and expense on leases that provide for minimum rental payments that increase in pre-established amounts over the remaining term of the lease on a straight-line basis.

## Concentration of Credit Risk

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist principally of our note receivable and cash and cash equivalents. We perform periodic evaluations of the underlying hotel property securing the note receivable. See further discussion in Note 5. We maintain cash and cash equivalents with various financial institutions. We perform periodic evaluations of the relative credit standing of these financial institutions and limit the amount of credit exposure with any one institution.

## 3. Property and Equipment

Property and equipment as of December 31, 2013 and 2012 consists of the following (in thousands):

	2013	2012
Land	\$394,957	\$402,198
Land improvements	7,994	7,994
Buildings	2,321,666	2,360,648
Furniture, fixtures and equipment	420,367	340,462
CIP and corporate office equipment	23,104	19,873
	3,168,088	3,131,175
Less: accumulated depreciation	(600,555	) (519,721
	\$2,567,533	\$2,611,454

As of December 31, 2013 and 2012 we had accrued capital expenditures of \$8.6 million and \$3.0 million, respectively.

During the year ended December 31, 2012, we recorded an impairment loss of \$30.4 million related to the Oak Brook Hills Resort. We evaluated the recoverability of the hotel's carrying value given deteriorating operating forecasts. Based on our estimated undiscounted net cash flow, we concluded that the previous carrying value of the hotel was

not recoverable. We estimated the fair value of the hotel using a discounted cash flow analysis and comparable sales information. In our analysis, we estimated the future net cash flows from the hotel based on historical operations and our projected future operating results. The expected useful life and holding period was based on the age of the property and our plan for the property as well as experience with similar properties. The capitalization rate was estimated using rates from recent comparable market transactions, and the discount rate was estimated using a risk adjusted rate of return. The fair value measurement of the property is a Level 3 measurement under the fair value hierarchy (see Note 2). The impairment loss includes the impairment related to the hotel's favorable ground lease asset. See Note 4 for further discussion.

#### 4. Favorable Lease Assets

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In connection with the acquisition of certain hotels, we have recognized intangible assets for favorable ground leases and tenant leases. Our favorable lease assets, net of accumulated amortization, as of December 31, 2013 and 2012 consist of the following (in thousands):

	2013	2012
Westin Boston Waterfront Hotel Ground Lease	\$18,510	\$18,726
Westin Boston Waterfront Hotel Lease Right	9,045	9,045
Hilton Minneapolis Ground Lease	5,835	5,910
Oak Brook Hills Resort Ground Lease	5,058	5,489
Lexington Hotel New York Tenant Leases	1,176	1,323
Hilton Boston Downtown Tenant Leases	312	479
	\$39,936	\$40,972

The favorable lease assets are recorded at the acquisition date and are generally amortized using the straight-line method over the remaining non-cancelable term of the lease agreement. Amortization expense was \$1.0 million for the year ended December 31, 2013, \$1.0 million for the year ended December 31, 2012 and \$0.9 million for the year ended December 31, 2011. Amortization expense is expected to total \$1.0 million annually for 2014 and 2015 and \$0.9 million annually for 2016 through 2018.

We own a favorable lease asset related to the right to acquire a leasehold interest in a parcel of land adjacent to the Westin Boston Waterfront Hotel for the development of a 320 to 350 room hotel (the "lease right"). The option expires in 2016. We do not amortize the lease right but review the asset for impairment annually or at interim periods if events or circumstances indicate that the asset may be impaired. An impairment loss of \$0.5 million was recorded during the year ended December 31, 2012 due to lower comparable market rents in the City of Boston. No impairment loss was recorded in 2013.

We evaluated the Oak Brook Hills Resort favorable ground lease asset for recoverability of the carrying value during the year ended December 31, 2012. We concluded that the fair value of the ground lease was \$5.6 million, resulting in an impairment loss of \$1.4 million for the year ended December 31, 2012.

The fair value of both the lease right and favorable ground lease asset are Level 3 measurements under the fair value hierarchy (see Note 2) and are derived from a discounted cash flow model using the favorable difference between the estimated participating rents or actual rents in accordance with the lease terms and the estimated market rents. For the lease right, the discount rate was estimated using a risk adjusted rate of return, the estimated participating rents were estimated based on a hypothetical hotel comparable to our Westin Boston Waterfront Hotel, and market rents were based on comparable long-term ground leases in the City of Boston. For the Oak Brook Hills Resort favorable ground lease asset, the discount rate was estimated using a risk adjusted rate of return and market rents were based on comparable golf course leases across the United States.

## 5. Note Receivable

We own a senior mortgage loan secured by the 443-room Allerton Hotel in Chicago, Illinois (the "Allerton Loan"), which we acquired in 2010. On January 18, 2013, we closed on a settlement of the bankruptcy and related litigation involving the Allerton Loan. As a result of the settlement, we received a \$5.0 million cash principal payment and entered into a new \$66.0 million mortgage loan with a four-year term (plus a one-year extension option), bearing annual interest at a fixed rate of 5.5%. Principal payments are based on a 30-year amortization schedule, but are only due to the extent there is available cash flow from operations. Based on the settlement, we changed the classification of the Allerton Loan from non-accrual to accrual status. The settlement is considered a restructuring of the original

loan. Therefore, the carrying basis of the previous note receivable remains the carrying basis of the new note receivable. The discount resulting from the difference between our carrying basis and the \$66.0 million new Allerton Loan is recorded as interest income based on a level yield imputed interest rate of 12.9% over the anticipated term of the loan, which includes the one-year extension option.

We received an additional \$1.5 million principal payment on the new loan during 2013. We recorded \$6.1 million of interest income on the Allerton Loan for the year ended December 31, 2013, of which \$2.6 million is the amortization of the discount and the remainder is contractual interest income earned. We recorded no interest income in 2012 and 2011 due to the non-accrual status of the Allerton Loan.

## 6. Capital Stock

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## Common Shares

We are authorized to issue up to 400 million shares of common stock, \$0.01 par value per share. Each outstanding share of common stock entitles the holder to one vote on all matters submitted to a vote of stockholders. Holders of our common stock are entitled to receive dividends out of assets legally available for the payment of dividends when authorized by our board of directors.

We have paid the following dividends to holders of our common stock for the years ended December 31, 2013 and 2012:

Payment Date	Record Date	Dividend per Share
April 4, 2012	March 23, 2012	\$0.080
May 29, 2012	May 15, 2012	\$0.080
September 19, 2012	September 7, 2012	\$0.080
January 10, 2013	December 31, 2012	\$0.080
April 12, 2013	March 28, 2013	\$0.085
July 11, 2013	June 28, 2013	\$0.085
October 10, 2013	September 30, 2013	\$0.085
January 10, 2014	December 31, 2013	\$0.085

On August 5, 2013, our board of directors voted to authorize us to purchase up to \$100 million in shares of our common stock. Repurchases under this program will be made in open market or privately negotiated transactions. This authority may be exercised from time to time and in such amounts as market conditions warrant, and subject to regulatory considerations. The timing and actual number of shares repurchased will depend on a variety of factors including price, corporate and regulatory requirements, market conditions, and other corporate liquidity requirements and priorities. The share repurchase program may be suspended or terminated at any time without prior notice. We have not repurchased any shares of our common stock since the program started.

## Preferred Shares

We are authorized to issue up to 10,000,000 shares of preferred stock, \$0.01 par value per share. Our board of directors is required to set for each class or series of preferred stock the terms, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications, and terms or conditions of redemption. As of December 31, 2013 and 2012, there were no shares of preferred stock outstanding.

## Operating Partnership Units

Holders of operating partnership units have certain redemption rights, which enable them to cause our operating partnership to redeem their units in exchange for cash per unit equal to the market price of our common stock, at the time of redemption, or, at our option for shares of our common stock on a one-for-one basis. The number of shares issuable upon exercise of the redemption rights will be adjusted upon the occurrence of stock splits, mergers, consolidations or similar pro-rata share transactions, which otherwise would have the effect of diluting the ownership interests of the limited partners or our stockholders. As of December 31, 2013 and 2012, there were no operating partnership units held by unaffiliated third parties.

## 7. Stock Incentive Plans



We are authorized to issue up to 8,000,000 shares of our common stock under our 2004 Stock Option and Incentive Plan, as amended (the "Incentive Plan"), of which we have issued or committed to issue 3,480,779 shares as of December 31, 2013. In addition to these shares, additional shares of common stock could be issued in connection with the market stock unit awards and performance stock unit awards as further described below.

#### Restricted Stock Awards

Restricted stock awards issued to our officers and employees vest over a 3-year period from the date of the grant based on continued employment. We measure compensation expense for the restricted stock awards based upon the fair market value of our common stock at the date of grant. Compensation expense is recognized on a straight-line basis over the vesting period and is included in corporate expenses in the accompanying consolidated statements of operations. A summary of our restricted stock awards from January 1, 2011 to December 31, 2013 is as follows:

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	Number of Shares	Weighted- Average Grant Date Fair Value
Unvested balance at January 1, 2011	1,548,698	\$5.49
Granted	308,486	11.54
Additional shares from dividends	18,302	9.23
Forfeited	(17,560)	) 7.02
Vested	(847,799)	) 6.01
Unvested balance at December 31, 2011	1,010,127	6.97
Granted	365,599	9.84
Additional shares from dividends	8,507	10.07
Forfeited	(11,563)	) 10.05
Vested	(696,559)	) 5.39
Unvested balance at December 31, 2012	676,111	10.10
Granted	323,526	9.33
Additional shares from dividends	1,040	9.30
Forfeited	(16,934)	) 9.65
Vested	(400,722)	) 9.94
Unvested balance at December 31, 2013	583,021	\$9.80

The remaining share awards are expected to vest as follows: 270,440 during 2014, 200,440 during 2015, 104,901 during 2016, and 7,240 during 2017. As of December 31, 2013, the unrecognized compensation cost related to restricted stock awards was \$3.4 million and the weighted-average period over which the unrecognized compensation expense will be recorded is approximately 22 months. For the years ended December 31, 2013, 2012, and 2011 we recorded \$3.4 million, \$3.3 million and \$3.6 million, respectively, of compensation expense related to restricted stock awards. The compensation expense for the year ended December 31, 2013 includes \$0.7 million related to the accelerated vesting of awards in connection with the departure of our former President and Chief Operating Officer on May 1, 2013.

## Market Stock Units

We have awarded our executive officers market stock units (“MSUs”). MSUs are restricted stock units that vest three years from the date of grant. Each executive officer is granted a target number of MSUs (the “Target Award”). The actual number of shares of common stock issued to each executive officer at the vesting date is equal to the Target Award plus an additional number of shares of common stock to reflect dividends that would have been paid during the Performance Period on the Target Award multiplied by the percentage of total stockholder return over the Performance Period. The total stockholder return is based on the 30-trading day average closing price of our common stock calculated on the vesting date plus dividends paid and the 30-trading day average closing price of our common stock on the date of grant. There will be no payout of shares of our common stock if the total stockholder return percentage on the vesting date is less than 50% of the target return. The maximum payout to an executive officer under an MSU award is equal to 150% of the Target Award. The fair values of the MSU awards are determined using a Monte Carlo simulation performed by a third-party valuation firm. The determination of the grant-date fair values of the awards included the following assumptions:

	Volatility	Risk-Free Rate	Fair Value at Grant Date
March 2011 Award	64.0	% 1.20	% \$13.43

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March 2012 Award	62.0	% 0.43	% \$11.14
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A summary of our MSUs from January 1, 2011 to December 31, 2013 is shown in the following table. We have not issued MSU awards since 2012.

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	Number of Units	Weighted- Average Grant Date Fair Value
Unvested balance at January 1, 2011	84,854	\$9.87
Granted	72,599	13.43
Additional units from dividends	4,122	9.23
Unvested balance at December 31, 2011	161,575	11.45
Granted	89,990	11.14
Additional units from dividends	7,277	10.18
Unvested balance at December 31, 2012	258,842	11.31
Additional units from dividends	6,452	10.00
Vested	(90,620)	) 9.86
Unvested balance at December 31, 2013	174,674	\$12.01

As of December 31, 2013, the unrecognized compensation cost related to the MSUs was \$0.3 million and is expected to be recognized on a straight-line basis over a weighted average period of 13 months. For the years ended December 31, 2013, 2012 and 2011 we recorded \$0.8 million, \$0.9 million and \$0.6 million, respectively, of compensation expense related to MSUs. The compensation expense for the year ended December 31, 2013 includes \$0.2 million related to the accelerated vesting of awards in connection with the departure of our former President and Chief Operating Officer on May 1, 2013.

## Performance Stock Units

Beginning in 2013, we awarded our executive officers performance stock units (“PSUs”). PSUs are restricted stock units that vest three years from the date of grant. Each executive officer is granted a target number of PSUs (the “PSU Target Award”). The actual number of shares of common stock issued to each executive officer is subject to the achievement of certain levels of total stockholder return relative to the total stockholder return of a peer group of publicly-traded lodging REITs over a three-year performance period. There will be no payout of shares of our common stock if our total stockholder return falls below the 30th percentile of the total stockholder returns of the peer group. The maximum number of shares of common stock issued to an executive officer is equal to 150% of the PSU Target Award and is earned if our total stockholder return is equal to or greater than the 75th percentile of the total stockholder returns of the peer group.

The fair values of the PSU awards are determined using a Monte Carlo simulation performed by a third-party valuation firm. The determination of the grant-date fair values of the awards included the following assumptions:

	Volatility	Risk-Free Rate	Fair Value at Grant Date
March 2013 Award	39.2	% 0.36	% \$9.55
May 2013 Award	37.9	% 0.40	% \$10.41

The simulations also considered the share performance of the Company and the peer group. A summary of our PSUs from January 1, 2013 to December 31, 2013 is as follows:

	Number of Units	Weighted- Average Grant Date Fair Value
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Unvested balance at January 1, 2013	—	\$—
Granted	217,949	9.64
Additional units from dividends	5,227	10.37
Vested	—	—
Unvested balance at December 31, 2013	223,176	\$9.66

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As of December 31, 2013, the unrecognized compensation cost related to the PSUs was \$1.5 million and is expected to be recognized on a straight-line basis over a period of 26 months. For the year ended December 31, 2013, we recorded approximately \$0.6 million of compensation expense related to the PSUs.

## 8. Earnings (Loss) Per Share

Basic earnings (loss) per share is calculated by dividing net income (loss) available to common stockholders by the weighted-average number of common shares outstanding. Diluted earnings (loss) per share is calculated by dividing net income (loss) available to common stockholders that has been adjusted for dilutive securities, by the weighted-average number of common shares outstanding including dilutive securities.

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

	Years Ended December 31,		
	2013	2012	2011
Numerator:			
Income (loss) from continuing operations	\$23,828	\$(18,075)	\$(9,438)
Income from discontinued operations	25,237	1,483	1,760
Net income (loss)	\$49,065	\$(16,592)	\$(7,678)
Denominator:			
Weighted-average number of common shares outstanding—basic	195,478,353	180,826,124	166,667,459
Effect of dilutive securities:			
Unvested restricted common stock	177,314	—	—
Shares related to unvested MSUs and PSUs	206,839	—	—
Weighted-average number of common shares outstanding—diluted	195,862,506	180,826,124	166,667,459
Basic earnings (loss) per share:			
Continuing operations	\$0.12	\$(0.10)	\$(0.06)
Discontinued operations	0.13	0.01	0.01
Total	\$0.25	\$(0.09)	\$(0.05)
Diluted earnings (loss) earnings per share:			
Continuing operations	\$0.12	\$(0.10)	\$(0.06)
Discontinued operations	0.13	0.01	0.01
Total	\$0.25	\$(0.09)	\$(0.05)

We did not include the following shares in our calculation of diluted loss per share as they would be anti-dilutive:

	Years Ended December 31,		
	2013	2012	2011
Unvested restricted common stock	—	161,266	513,657
Unexercised stock appreciation rights	262,461	262,461	262,461
Shares related to unvested MSUs	—	237,956	152,675
Total	262,461	661,683	928,793

## 9. Debt

The following table sets forth information regarding the Company's debt as of December 31, 2013:



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Property	Principal Balance (In thousands)	Interest Rate	Maturity Date	Amortization Provisions
Courtyard Manhattan / Midtown East	\$41,530	8.81	% October 2014	30 years
Salt Lake City Marriott Downtown	62,771	4.25	% November 2020	25 years
Courtyard Manhattan / Fifth Avenue	49,591	6.48	% June 2016	30 years
Renaissance Worthington	53,804	5.40	% July 2015	30 years
Frenchman's Reef & Morning Star Marriott Beach Resort	57,671	5.44	% August 2015	30 Years
Los Angeles Airport Marriott	82,600	5.30	% July 2015	Interest Only
Orlando Airport Marriott	56,778	5.68	% January 2016	30 years
Chicago Marriott Downtown Magnificent Mile	208,417	5.975	% April 2016	30 years
Hilton Minneapolis	94,874	5.464	% May 2021	25 years
JW Marriott Denver at Cherry Creek	39,692	6.47	% July 2015	25 years
		LIBOR + 3.00%		
Lexington Hotel New York	170,368	(3.165% at December 31, 2013)	March 2015 (1)	Interest Only
The Lodge at Sonoma, a Renaissance Resort & Spa	30,607	3.96	% April 2023	30 years
Westin San Diego	70,194	3.94	% April 2023	30 years
Westin Washington D.C. City Center	72,421	3.99	% January 2023	25 years
Debt premium (2)	543			
Total mortgage debt	1,091,861			
		LIBOR + 1.90%		
Senior unsecured credit facility	—	(2.09% at December 31, 2013)	January 2017 (3)	Interest Only
Total debt	\$1,091,861			
Weighted-Average Interest Rate		5.17%		

(1) The loan may be extended for two additional one-year terms subject to the satisfaction of certain conditions and the payment of an extension fee.

(2) Recorded upon our assumption of the JW Marriott Denver at Cherry Creek mortgage debt in 2011.

(3) The credit facility may be extended for an additional year upon the payment of applicable fees and the satisfaction of certain standard conditions.

The aggregate debt maturities as of December 31, 2013 are as follows (in thousands):

2014	\$56,726
2015	243,832
2016	312,866
2017	178,681
2018	8,697
Thereafter	291,059
	\$1,091,861



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(1) Assumes the Lexington Hotel New York mortgage loan is extended under the terms discussed above.

Mortgage Debt

We have incurred limited recourse, property specific mortgage debt secured by certain of our hotels. In the event of default, the lender may only foreclose on the pledged assets; however, in the event of fraud, misapplication of funds or other customary recourse provisions, the lender may seek payment from us. As of December 31, 2013, 14 of our 26 hotel properties were secured

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by mortgage debt. Our mortgage debt contains certain property specific covenants and restrictions, including minimum debt service coverage ratios that trigger “cash trap” provisions as well as restrictions on incurring additional debt without lender consent.

The Lexington Hotel New York mortgage loan contains a quarterly financial covenant requiring a minimum debt service coverage ratio ("DSCR"), as defined in the loan agreement, of 1.1 times. As a result of the ongoing renovation of the hotel during most of 2013, the DSCR fell below the minimum requirement as of the quarters ended September 30, 2013 and December 31, 2013. Under the loan agreement, we have the ability to cure the default by depositing the amount of the DSCR shortfall into a reserve with the lender. If we do not fund the DSCR shortfall and cure the default, the loan becomes due and payable. We funded the DSCR shortfall of \$2.0 million as of September 30, 2013 during the fourth quarter of 2013 and funded an additional \$2.2 million during the first quarter of 2014. The reserve will be released back to us when the DSCR is above 1.1 times, which we expect to occur in the second quarter of 2014. In addition, the cash trap provision was triggered on the loan during 2013.

As of December 31, 2013, we were in compliance with the other financial covenants of our mortgage debt.

We raised \$165 million through three separate secured financings during 2013. On March 21, 2013, we closed on a \$31 million loan secured by The Lodge at Sonoma, a Renaissance Resort & Spa. The loan has a 10-year term, bears interest at an annual fixed interest rate of 3.96% and amortizes on a 30-year schedule. On March 29, 2013, we closed on a \$71 million loan secured by the Westin San Diego. The loan has 10-year term, bears interest at an annual fixed interest rate of 3.94% and amortizes on a 30-year schedule. On October 24, 2013, we entered into a new \$63 million mortgage loan secured by the Salt Lake City Marriott Downtown. The new loan has a term of seven years and bears interest at a fixed rate of 4.25%. As part of the financing, we prepaid the \$27.3 million mortgage loan previously secured by the hotel through defeasance, which had a maturity date of January 2015. The cost to defease the loan was approximately \$1.5 million.

#### Senior Unsecured Credit Facility

We are party to a five-year, \$200 million unsecured credit facility expiring in January 2017. The maturity date of the facility may be extended for an additional year upon the payment of applicable fees and the satisfaction of certain other customary conditions. We also have the right to increase the amount of the facility up to \$400 million with lender approval. Interest is paid on the periodic advances under the facility at varying rates, based upon LIBOR, plus an agreed upon additional margin amount. The applicable margin is based upon the Company's ratio of net indebtedness to EBITDA, as follows:

Ratio of Net Indebtedness to EBITDA	Applicable Margin
Less than 4.00 to 1.00	1.75 %
Greater than or equal to 4.00 to 1.00 but less than 5.00 to 1.00	1.90 %
Greater than or equal to 5.00 to 1.00 but less than 5.50 to 1.00	2.10 %
Greater than or equal to 5.50 to 1.00 but less than 6.00 to 1.00	2.20 %
Greater than or equal to 6.00 to 1.00 but less than 6.50 to 1.00	2.50 %
Greater than or equal to 6.50 to 1.00	2.75 %

In addition to the interest payable on amounts outstanding under the facility, we are required to pay an amount equal to 0.35% of the unused portion of the facility if the unused portion of the facility is greater than 50% or 0.25% if the unused portion of the facility is less than or equal to 50%.

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The facility contains various corporate financial covenants. A summary of the most restrictive covenants is as follows:

	Covenant	Actual at December 31, 2013
Maximum leverage ratio(1)	60%	42.9%
Minimum fixed charge coverage ratio(2)	1.50x	2.43x
Minimum tangible net worth(3)	\$1.857 billion	\$2.282 billion
Secured recourse indebtedness(4)	Less than 50% of Total Asset Value	39%

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(1) Leverage ratio is total indebtedness, as defined in the credit agreement and which includes our commitment on the Times Square development hotel, divided by total asset value, which is defined in the credit agreement as (a) total cash and cash equivalents plus (b) the value of our owned hotels based on hotel net operating income divided by a defined capitalization rate, and (c) the book value of the Allerton Loan.

(2) Fixed charge coverage ratio is Adjusted EBITDA, which is defined in the credit agreement as EBITDA less FF&E reserves, for the most recently ending 12 fiscal months, to fixed charges, which is defined in the credit agreement as interest expense, all regularly scheduled principal payments and payments on capitalized lease obligations, for the same most recently ending 12-month period.

(3) Tangible net worth, as defined in the credit agreement, is (i) total gross book value of all assets, exclusive of depreciation and amortization, less intangible assets, total indebtedness, and all other liabilities, plus (ii) 75% of net proceeds from future equity issuances.

(4) After December 31, 2013, the secured recourse indebtedness covenant threshold will decrease to 45% of Total Asset Value, as defined in the credit agreement.

The facility requires us to maintain a specific pool of unencumbered borrowing base properties. The unencumbered borrowing base assets must include a minimum of 5 properties with an unencumbered borrowing base value, as defined in the credit agreement, of not less than \$250 million. As of December 31, 2013, the unencumbered borrowing base included 5 properties with a borrowing base value of over \$319 million.

As of December 31, 2013, we had no borrowings outstanding under the facility and the Company's ratio of net indebtedness to EBITDA was 4.3x. Accordingly, interest on our borrowings under the facility will continue to be based on LIBOR plus 190 basis points for the next fiscal quarter. We incurred interest and unused credit facility fees on the facility of \$0.9 million, \$2.7 million and \$2.9 million for the years ended December 31, 2013, 2012 and 2011, respectively.

#### 10. Discontinued Operations

On November 21, 2013, we sold the 487-room Torrance Marriott South Bay to an unaffiliated third party for a contractual sales price of \$74 million, recognizing a gain of \$22.7 million on the sale. The operating results, as well as the gain on sale, are reported in discontinued operations on the accompanying consolidated statements of operations.

We sold four hotels during 2012 in two separate transactions. In March 2012, we sold a three-hotel portfolio, which consisted of the Griffin Gate Marriott Resort and Spa, the Renaissance Waverly, and the Renaissance Austin. In October 2012, we sold the Atlanta Westin North at Perimeter. The operating results of these hotels and the net gain on the sales are reported in discontinued operations on the accompanying consolidated statements of operations.

The following is a summary of the results of income from discontinued operations for the years ended December 31, 2013, 2012 and 2011 (in thousands, except per-share data):

	Years Ended December 31,		
	2013	2012	2011
Hotel revenues	\$21,336	\$55,654	\$119,564
Hotel operating expenses	(15,977 )	(41,424 )	(90,577 )
Operating income	5,359	14,230	28,987
Depreciation and amortization	(1,759 )	(4,495 )	(17,037 )
Interest income	1	3	13
Interest expense	—	(2,297 )	(10,101 )

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Impairment charge	—	(14,690	) —
Gain on sale of hotel properties, net	22,733	9,479	—
Income tax expense	(1,097	) (747	) (102 )
Income from discontinued operations	\$25,237	\$1,483	\$1,760
Basic and diluted income from discontinued operations per share	\$0.13	\$0.01	\$0.01

11. Acquisitions

2012 Acquisitions

On July 12, 2012, we acquired a portfolio of four hotels for a contractual purchase price of \$495 million from affiliates of Blackstone Real Estate Partners VI (the "Sellers"). The portfolio consists of the Hilton Boston Downtown, Westin Washington D.C. City Center, Westin San Diego and Hilton Burlington. We funded the acquisition with a combination of approximately \$120 million in borrowings under our senior unsecured credit facility, \$100 million of corporate cash, net proceeds from a secondary

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public offering of our common stock and the issuance of 7,211,538 shares of common stock to an affiliate of the Sellers in a private placement. We recorded the acquisition at fair value using an independent valuation analysis, with the purchase price allocation to property and equipment, hotel working capital, favorable management contract assets and the Company's common stock.

On November 9, 2012, we acquired the Hotel Rex, a 94-room full-service boutique hotel located in the Union Square district of San Francisco, California, for a purchase price of approximately \$29.5 million. We funded the acquisition with borrowings under our credit facility.

The following table summarizes the estimated fair value of the assets acquired and liabilities assumed in our 2012 acquisitions (in thousands):

	Hilton Boston Downtown	Westin Washington D.C. City Center	Westin San Diego	Hilton Burlington	Hotel Rex
Land	\$23,262	\$24,579	\$22,902	\$9,197	\$7,856
Building	128,628	122,229	95,617	40,644	21,085
Furnitures, fixtures and equipment	3,675	3,499	2,734	3,469	601
Total fixed assets	155,565	150,307	121,253	53,310	29,542
Net other assets and liabilities	270	207	657	142	(21 )
Total	\$155,835	\$150,514	\$121,910	\$53,452	\$29,521

The acquired properties are included in our results of operations based on their date of acquisition. The following unaudited pro forma results of operations (in thousands, except per share data) reflect these transactions as if each had occurred on January 1, 2011. The pro forma information is not necessarily indicative of the results that actually would have occurred nor does it indicate future operating results.

	Year Ended December 31, 2012
Revenues	\$779,248
Loss from continuing operations	(7,176 )
Net loss	(5,693 )
Loss per share - Basic and Diluted	\$(0.04 )

For the years ended December 31, 2013 and December 31, 2012, our consolidated statements of operations include \$101 million and \$44 million of revenues, respectively, and \$6.3 million and \$6.8 million of net income, respectively, related to the operations of the hotels acquired in 2012.

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## 12. Income Taxes

We have elected to be treated as a REIT under the provisions of the Internal Revenue Code, which requires that we distribute at least 90% of our taxable income annually to our stockholders and comply with certain other requirements. In addition to paying federal and state taxes on any retained income, we may be subject to taxes on “built in gains” on sales of certain assets. Our taxable REIT subsidiaries are subject to federal, state, local and/or foreign income taxes.

Our provision (benefit) for income taxes consists of the following (in thousands):

	Year Ended December 31,			
	2013	2012	2011	
Current - Federal	\$—	\$—	\$—	
State	257	348	846	
Foreign	70	—	—	
	327	348	846	
Deferred - Federal	(1,626	) (5,374	) 2,862	
State	(167	) (1,456	) 78	
Foreign	353	(311	) (1,265	)
	(1,440	) (7,141	) 1,675	
Income tax (benefit) provision from continuing operations	\$(1,113	) \$(6,793	) \$2,521	
Income tax provision from discontinued operations	\$1,097	\$747	\$102	

A reconciliation of the statutory federal tax provision to our income tax (benefit) provision is as follows (in thousands):

	Year Ended December 31,			
	2013	2012	2011	
Statutory federal tax provision (35)%	\$7,950	\$(8,703	) \$(2,421	)
Tax impact of REIT election	(8,641	) 3,290	2,710	
State income tax (benefit) provision, net of federal tax benefit	58	(720	) 601	
Foreign income tax (benefit) provision	(552	) (694	) 1,550	
Foreign tax rate adjustment	—	—	—	
Other	72	34	81	
Income tax (benefit) provision from continuing operations	\$(1,113	) \$(6,793	) \$2,521	

We are required to pay franchise taxes in certain jurisdictions. We recorded approximately \$0.4 million, \$0.4 million and \$0.3 million of franchise taxes during the years ended December 31, 2013, 2012 and 2011, respectively, which are classified as corporate expenses in the accompanying consolidated statements of operations.

Deferred income taxes are recognized for temporary differences between the financial reporting bases of assets and liabilities and their respective tax bases and for operating loss and tax credit carryforwards based on enacted tax rates expected to be in effect when such amounts are paid. However, deferred tax assets are recognized only to the extent that it is more likely than not that they will be realizable based on consideration of available evidence, including future reversals of existing taxable temporary differences, projected future taxable income and tax planning strategies. Deferred tax assets are included in prepaid and other assets and deferred tax liabilities are included in accounts payable and accrued expenses on the accompanying consolidated balance sheets. The total deferred tax assets and liabilities are as follows (in thousands):





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	2013	2012	
Deferred income related to key money	\$9,406	\$9,669	
Net operating loss carryforwards	28,663	28,654	
Alternative minimum tax credit carryforwards	129	50	
Other	1,228	1,034	
Deferred tax assets	39,426	39,407	
Land basis difference recorded in purchase accounting	(4,260	) (4,260	)
Depreciation and amortization	(6,738	) (7,098	)
Deferred tax liabilities	(10,998	) (11,358	)
Deferred tax asset, net	\$28,428	\$28,049	

We believe that we will have sufficient future taxable income, including future reversals of existing taxable temporary differences, projected future taxable income and tax planning strategies to realize existing deferred tax assets. Deferred tax assets of \$10.8 million are expected to be recovered against reversing existing taxable temporary differences. The remaining deferred tax assets of \$28.7 million, primarily consisting of net operating loss carryforwards, are dependent upon future taxable earnings of the TRS. The net operating loss carryforwards expire in 2028, 2029 and 2033.

The Frenchman's Reef & Morning Star Marriott Beach Resort is owned by a subsidiary that has elected to be treated as a TRS, and is subject to U.S. Virgin Islands (USVI) income taxes. We were party to a tax agreement with the USVI that reduced the income tax rate to approximately 7%. This agreement expires in February 2015. If the agreement is not extended, the TRS will be subject to an income tax rate of 37.4%.

### 13. Relationships with Managers

We are party to hotel management agreements for each of our hotels owned. The following table sets forth the agreement date, initial term and number of renewal terms under the respective hotel management agreements for each of our hotels. Generally, the term of the hotel management agreements renew automatically for a negotiated number of consecutive periods upon the expiration of the initial term unless the property manager gives notice to us of its election not to renew the hotel management agreement.

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Property	Manager	Date of Agreement	Initial Term	Number of Renewal Terms
Atlanta Alpharetta Marriott	Marriott	9/2000	30 years	Two ten-year periods
Bethesda Marriott Suites	Marriott	12/2004	21 years	Two ten-year periods
Boston Westin Waterfront	Starwood	5/2004	20 years	Four ten-year periods
Chicago Marriott Downtown	Marriott	3/2006	32 years	Two ten-year periods
Conrad Chicago	Hilton	11/2005	10 years	Two five-year periods
Courtyard Denver Downtown	Sage Hospitality	7/2011	5 years	One five-year period
Courtyard Manhattan/Fifth Avenue	Marriott	12/2004	30 years	None
Courtyard Manhattan/Midtown East	Marriott	11/2004	30 years	Two ten-year periods
Frenchman's Reef & Morning Star Marriott Beach Resort	Marriott	9/2000	30 years	Two ten-year periods
Hilton Boston Downtown	Davidson Hotels & Resorts	11/2012	7 years	Two five-year periods
Hilton Burlington	Interstate Hotels & Resorts	12/2010	5 years	Month-to-month
Hilton Garden Inn Chelsea/New York City	Alliance Hospitality Management	9/2010	10 years	None
Hilton Minneapolis	Hilton	3/2006	20 ¾ years	None
Hotel Rex	Joie de Vivre Hotels	9/2005	5 years	Month-to-month
JW Marriott Denver at Cherry Creek	Sage Hospitality	5/2011	5 years	One five-year period
Lexington Hotel New York	Highgate Hotels	6/2011	10 years	One five-year period
Los Angeles Airport Marriott	Marriott	9/2000	40 years	Two ten-year periods
Oak Brook Hills Resort	Destination Hotels & Resorts	11/2013	5 years	None
Orlando Airport Marriott	Marriott	11/2005	30 years	None
Renaissance Charleston	Marriott	1/2000	21 years	Two five-year periods
Renaissance Worthington	Marriott	9/2000	30 years	Two ten-year periods
Salt Lake City Marriott Downtown	Marriott	12/2001	30 years	Three fifteen-year periods
The Lodge at Sonoma, a Renaissance Resort & Spa	Marriott	10/2004	20 years	One ten-year period
Vail Marriott Mountain Resort & Spa	Vail Resorts	6/2005	15½ years	None
Westin San Diego	Interstate Hotels & Resorts	12/2010	5 years	Month-to-month
Westin Washington D.C. City Center	Interstate Hotels & Resorts	12/2010	5 years	Month-to-month

Under our hotel management agreements, the hotel manager receives a base management fee and, if certain financial thresholds are met or exceeded, an incentive management fee. The base management fee is generally payable as a percentage of gross hotel revenues for each fiscal year. The incentive management fee is generally based on hotel operating profits, but the fee only applies to that portion of hotel operating profits above a negotiated return on our invested capital, which we refer to as the owner's priority. We refer to this excess of operating profits over the owner's priority as "available cash flow."

In November 2013, we terminated the management agreement with Marriott to operate the Oak Brook Hills Resort. We entered into a five-year management agreement with Destination Hotels & Resorts to operate the hotel as an

independent hotel and conference facility. In connection with the termination, we paid Marriott a termination fee of approximately \$0.7 million and wrote off \$1.1 million of unamortized key money, which is included within other hotel expenses on the accompanying consolidated statement of operations.

The following table sets forth the base management fee, incentive management fee and FF&E reserve contribution, generally due and payable each fiscal year, for each of our properties:

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Property	Base Management Fee(1)		Incentive Management Fee(2)		FF&E Reserve Contribution(1)	
Atlanta Alpharetta Marriott	3	%	25	%	5	%
Bethesda Marriott Suites	3	%	50	%(3)	5	%(4)
Boston Westin Waterfront	2.5	%	20	%	4	%
Chicago Marriott Downtown	3	%	20	%(5)	5	%
Conrad Chicago	3	%(6)	15	%	4	%
Courtyard Denver Downtown	2	%(7)	10	%	4	%
Courtyard Manhattan/Fifth Avenue	5.5	%(8)	25	%	4	%
Courtyard Manhattan/Midtown East	5	%	25	%	4	%
Frenchman's Reef & Morning Star Marriott Beach Resort	3	%	15	%	5.5	%
Hilton Boston Downtown	2	%	10	%	4	%
Hilton Burlington	1	%(9)	10	%	—	
Hilton Garden Inn Chelsea/New York City	2	%(10)	10	%	—	
Hilton Minneapolis	3	%	15	%	4	%
Hotel Rex	3	%	10	%	4	%
JW Marriott Denver at Cherry Creek	2.25	%(11)	10	%	4	%
Lexington Hotel New York	3	%	20	%	4	%
Los Angeles Airport Marriott	3	%	25	%	5	%
Oak Brook Hills Resort Chicago (12)	2	%	—		—	
Orlando Airport Marriott	2	%	25	%	5	%
Renaissance Charleston	3.5	%	20	%	5	%
Renaissance Worthington	3	%	25	%	5	%
Salt Lake City Marriott Downtown	3	%	20	%	5	%
The Lodge at Sonoma, a Renaissance Resort & Spa	3	%	20	%	5	%
Vail Marriott Mountain Resort & Spa	3	%	20	%	4	%
Westin San Diego	1	%(9)	10	%	4	%(13)
Westin Washington D.C. City Center	1	%(9)	10	%	4	%

(1) As a percentage of gross revenues.

(2) Based on a percentage of hotel operating profits above a specified return on our invested capital or specified operating profit thresholds.

(3) The owner's priority expires in 2027.

(4) The contribution is reduced to 1% until operating profits exceed an owner's priority of \$3.8 million.

(5) Calculated as 20% of net operating income before base management fees. There is no owner's priority.

(6) The base management fee is reduced by the amount in which operating profits do not meet the performance guarantee. The performance guarantee was \$8.6 million in 2013 and base management fees were reduced to zero. The base management fee is 2.5% of gross revenues if the hotel achieves operating results in excess of 7% of our

(7) invested capital and 3% of gross revenues if the hotel achieves operating profits in excess of 8% of our invested capital.

The base management fee increases to 6% beginning in fiscal year 2015 for the remainder of the agreement. Prior (8) to 2015, the base management fee may increase to 6.0% at the beginning of the fiscal year following the achievement of operating profits equal to or above \$5.0 million.

(9) The base management fee will increase to 1.5% of gross revenues beginning on July 12, 2014. Total management fees are capped at 2.5% of gross revenues.

(10) During 2013, we amended the management agreement to reduce the annual base management fee from 2.5% to 2% effective March 1, 2013.

The base management fee is 2.75% of gross revenues if the hotel achieves operating profits in excess of 7% of our invested capital and 3.25% of gross revenues if the hotel achieves operating profits in excess of 8% of our invested capital.

(12) We terminated the management agreement with Marriott effective November 2013 and entered into a new management agreement with Destination Hotels & Resorts. Under the new management agreement, the base management fee was reduced from 3% to 2% and the FF&E reserve contribution requirement was eliminated.

(13) Pursuant to the loan agreement, dated March 29, 2013, beginning April 2013, the hotel is required to make a FF&E reserve contribution of 4% of gross revenues.

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The following is a summary of management fees from continuing operations for the years ended December 31, 2013, 2012 and 2011 (in thousands):

	Year Ended December 31,		
	2013	2012	2011
Base management fees	\$19,324	\$18,757	\$15,817
Incentive management fees	6,222	5,550	5,226
Total management fees	\$25,546	\$24,307	\$21,043

Eight of our hotels earned incentive management fees for the year ended December 31, 2013. Five of our hotels earned incentive management fees for the year ended December 31, 2012. Three of our hotels earned incentive management fees for the year ended December 31, 2011.

#### Performance Termination Provisions

Our management agreements provide us with termination rights upon a manager's failure to meet certain financial performance criteria and decision not to cure the failure by making a cure payment. The Oak Brook Hills Resort, Orlando Airport Marriott, and the Hilton Garden Inn Chelsea/New York City each failed its performance test at the end of 2012. The following are the actions we have taken as a result of these performance test failures:

**Oak Brook Hills Resort:** We terminated the management agreement effective in November 2013. We entered into a 5-year management agreement with Destination Hotels & Resorts to operate the hotel as an independent hotel.

**Hilton Garden Inn Chelsea/New York City:** We amended the management agreement to reduce the base management fee to 2% of gross revenues for the remainder of the term.

**Orlando Airport Marriott:** We determined that no action would be taken.

#### Key Money

Our managers have contributed to us certain amounts in exchange for the right to manage or franchise hotels we have acquired and in connection with the completion of certain brand enhancing capital projects. We refer to these amounts as "key money." Key money is classified as deferred income in the accompanying consolidated balance sheets and amortized against management fees or franchise fees on the accompanying consolidated statements of operations.

During 2013, Marriott provided us \$4.2 million of key money in connection with the rebranding of the Lexington Hotel New York as an Autograph Collection Hotel in accordance with the franchise agreement. Marriott also provided us \$0.3 million in 2013 for additional renovations at Frenchman's Reef and Morning Star Marriott Beach Resort.

We amortized \$2.2 million of key money during the year ended December 31, 2013, \$1.0 million during the year ended December 31, 2012, and \$0.7 million during the year ended December 31, 2011. The amortization for the year ended December 31, 2013 includes \$1.1 million of key money written off as a result of the change of hotel manager of the Oak Brook Hills Resort during 2013. This key money write-off is included within other hotel expenses on the accompanying consolidated statement of operations.

#### Franchise Agreements

The following table sets forth the terms of the hotel franchise agreements for our nine franchised hotels:



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	Date of Agreement	Term	Franchise Fee
Vail Marriott Mountain Resort & Spa	6/2005	16 years	6% of gross room sales plus 3% of gross food and beverage sales
Hilton Garden Inn Chelsea/New York City	9/2010	17 years	Royalty fee of 5% of gross room sales and program fee of 4.3% of gross room sales
JW Marriott Denver at Cherry Creek	5/2011	15 years	6% of gross room sales and 3% of gross food and beverage sales
Lexington Hotel New York (1)	3/2012	20 years	3% of gross room sales (2)
Courtyard Denver Downtown	7/2011	16 years	5.5% of gross room sales
Hilton Boston Downtown	7/2012	10 years	5% of gross room sales and 3% of gross food and beverage sales; program fee of 4% of gross room sales
Westin Washington D.C. City Center	12/2010	20 years	7% of gross room sales and 3% of gross food and beverage sales
Westin San Diego	12/2010	20 years	7% of gross room sales and 3% of gross food and beverage sales
Hilton Burlington	7/2012	10 years	5% of gross room sales and 3% of gross food and beverage sales; program fee of 4% of gross room sales

(1) The agreement began on the date the hotel opened as a Autograph Collection hotel, which was August 19, 2013.

(2) Increases to 4% on the first anniversary of the agreement and 5% on the second anniversary of the agreement.

We recorded \$11.4 million, \$8.4 million and \$5.7 million of franchise fees during the fiscal years ended December 31, 2013, 2012, and 2011, respectively, which are included in other hotel expenses on the accompanying consolidated statement of operations.

#### 14. Commitments and Contingencies

##### Litigation

We are subject to various claims, lawsuits and legal proceedings, including routine litigation arising in the ordinary course of business, regarding the operation of our hotels and company matters. While it is not possible to ascertain the ultimate outcome of such matters, management believes that the aggregate amount of such liabilities, if any, in excess of amounts covered by insurance will not have a material adverse impact on our financial condition or results of operations. The outcome of claims, lawsuits and legal proceedings brought against the Company, however, is subject to significant uncertainties.

##### Ground Leases

Five of our hotels are subject to ground lease agreements that cover all of the land underlying the respective hotel:

• The Bethesda Marriott Suites hotel is subject to a ground lease that runs until 2087. There are no renewal options.

• The Courtyard Manhattan/Fifth Avenue is subject to a ground lease that runs until 2085, inclusive of one 49-year renewal option.



The Salt Lake City Marriott Downtown is subject to two ground leases: one ground lease covers the land under the hotel and the other ground lease covers the portion of the hotel that extends into the City Creek Project. The term of the ground lease covering the land under the hotel runs through 2056, inclusive of our renewal options, and the term of the ground lease covering the extension runs through 2017. We own a 21% interest in the land under the hotel.

•The Westin Boston Waterfront is subject to a ground lease that runs until 2099. There are no renewal options.

•The Hilton Minneapolis is subject to a ground lease that runs until 2091. There are no renewal options.

In addition, the golf course that is part of the Oak Brook Hills Resort is subject to a ground lease covering approximately 110 acres. The ground lease runs through 2045 including renewal options.

Finally, a portion of the parking garage relating to the Renaissance Worthington is subject to three ground leases that cover, contiguously with each other, approximately one-fourth of the land on which the parking garage is constructed. Each of the ground leases has a term that runs through July 2067, inclusive of the three 15-year renewal options. The remainder of the land on which the parking garage is constructed is owned by us in fee simple.

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These ground leases generally require us to make rental payments (including a percentage of gross receipts as percentage rent with respect to the Courtyard Manhattan/Fifth Avenue ground lease) and payments for all, or in the case of the ground lease covering the Salt Lake City Marriott Downtown extension, our tenant's share of, charges, costs, expenses, assessments and liabilities, including real property taxes and utilities. Furthermore, these ground leases generally require us to obtain and maintain insurance covering the subject property.

Ground rent expense from continuing operations was \$15.0 million, \$14.6 million and \$14.2 million for the years ended December 31, 2013, 2012 and 2011, respectively. Cash paid for ground rent from continuing operations was \$8.5 million, \$8.2 million and \$7.3 million for the years ended December 31, 2013, 2012 and 2011, respectively.

The following table reflects the current and future annual rents under our ground leases:

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	Property	Term (1)	Annual Rent	
Ground leases under hotel:	Bethesda Marriott Suites	Through 4/2087	\$597,850 (2)	
	Courtyard Manhattan/Fifth Avenue(3)(4)	10/2007 - 9/2017	\$906,000	
		10/2017 - 9/2027	\$1,132,812	
		10/2027 - 9/2037	\$1,416,015	
		10/2037 - 9/2047	\$1,770,019	
		10/2047 - 9/2057	\$2,212,524	
		10/2057 - 9/2067	\$2,765,655	
		10/2067 - 9/2077	\$3,457,069	
		10/2077 - 9/2085	\$4,321,336	
	Salt Lake City Marriott Downtown (Ground lease for hotel) (5)	Through 12/2056	Greater of \$132,000 or 2.6% of annual gross room sales	
		(Ground lease for extension)	1/2013 - 12/2017	\$11,305
	Westin Boston Waterfront Hotel (6) (Base rent)	1/2013 - 12/2015	\$500,000	
		1/2016 - 12/2020	\$750,000	
		1/2021 - 12/2025	\$1,000,000	
		1/2026 - 12/2030	\$1,500,000	
		1/2031 - 12/2035	\$1,750,000	
		1/2036 - 5/2099	No base rent	
		(Percentage rent)	Through 12/2015	0% of annual gross revenue
			1/2016 - 12/2025	1.0% of annual gross revenue
1/2026 - 12/2035			1.5% of annual gross revenue	
1/2036 - 12/2045			2.75% of annual gross revenue	
Hilton Minneapolis (7)	1/2046 - 12/2055	3.0% of annual gross revenue		
	1/2056 - 12/2065	3.25% of annual gross revenue		
	1/2066 - 5/2099	3.5% of annual gross revenue		
	1/2013 - 12/2013	\$6,012,000		
	1/2014 - 12/2014	\$6,313,000		
	1/2015 - 12/2015	\$6,629,000		
	1/2016 - 12/2016	\$6,960,000		
	1/2017 - 12/2017	\$7,308,000		
1/2018 - 12/2018	\$7,673,000			
Ground leases under parking garage:	Renaissance Worthington	1/2019 - 10/2091	Annual real estate taxes	
		8/2013 - 7/2022	\$40,400	
		8/2022 - 7/2037	\$46,081	
		8/2037 - 7/2052	\$51,763	
		8/2052 - 7/2067	\$57,444	
Ground lease under golf course:	Oak Brook Hills Resort Chicago	10/1985 - 9/2025	\$1 (8)	

(1) These terms assume our exercise of all renewal options.

- (2) Represents rent for the year ended December 31, 2013. Rent will increase annually by 5.5%.
- (3) The ground lease term is 49 years. We have the right to renew the ground lease for an additional 49 year term on the same terms then applicable to the ground lease.

The total annual rent includes the fixed rent noted in the table plus a percentage rent equal to 5% of gross receipts

- (4) for each lease year, but only to the extent that 5% of gross receipts exceeds the minimum fixed rent in such lease year. There was no such percentage rent earned during the year ended December 31, 2013.

- (5) We own a 21% interest in the land underlying the hotel and, as a result, 21% of the annual rent under the ground lease is paid to us by the hotel.

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- (6) Total annual rent under the ground lease is capped at 2.5% of hotel gross revenues during the initial 30 years of the ground lease.

- (7) The ground lease payment and related property tax liability were negotiated as a single payment in lieu of taxes. The single payments increase at a rate of 5% per year through 2018. Beginning in 2019, there will no longer be a stipulated single payment and the hotel will pay only the real property tax portion of the initial single payment based on the then assessed valuation and applicable tax rate.

- (8) We have the right to extend the term of this lease for two consecutive renewal terms of ten years each with rent at then market value.

Future minimum annual rental commitments under all non-cancelable operating leases as of December 31, 2013 are as follows (in thousands):

2014	\$10,135
2015	10,237
2016	10,509
2017	10,815
2018	11,124
Thereafter	615,532
	\$668,352

#### Hotel under Development

On January 18, 2011, we entered into a purchase and sale agreement to acquire, upon completion, a hotel property under development on West 42nd Street in Times Square, New York City. Upon completion by the third-party developer, the hotel will have 282 guest rooms. The contractual purchase price is approximately \$128 million, or approximately \$450,000 per guest room. The purchase and sale agreement is for a fixed-price and we are not assuming any construction risk (including not assuming the risk of construction cost overruns). We expect that the hotel will open during 2014. Upon entering into the purchase and sale agreement, we deposited \$20.0 million with a third-party escrow agent. During the years ended December 31, 2013 and 2012, we made \$5.0 million and \$1.9 million, respectively, of additional deposits. All deposits are interest bearing. We will forfeit our deposits if we do not close on the acquisition of the hotel upon substantial completion of construction, unless the seller fails to meet certain conditions, including substantial completion of the hotel within a specified time frame and construction of the hotel within the contractual scope.

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## 15. Fair Value of Financial Instruments

The fair value of certain financial assets and liabilities and other financial instruments as of December 31, 2013 and 2012, in thousands, are as follows:

	December 31, 2013		December 31, 2012	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Note receivable	\$50,084	\$64,500	\$53,792	\$57,000
Debt	\$1,091,861	\$1,087,516	\$988,731	\$1,035,450

The fair value of our mortgage debt is a Level 2 measurement under the fair value hierarchy (see Note 2). We estimate the fair value of our mortgage debt by discounting the future cash flows of each instrument at estimated market rates. The fair value of our note receivable is a Level 2 measurement under the fair value hierarchy. We estimate the fair value of our note receivable by discounting the future cash flows related to the note at estimated market rates. The underlying collateral of the note receivable has a fair value greater than the carrying value of the note receivable. The carrying value of our other financial instruments approximate fair value due to the short-term nature of these financial instruments.

## 16. Segment Information

We aggregate our operating segments using the criteria established by GAAP, including the similarities of our product offering, types of customers and method of providing service.

The following table sets forth revenues from continuing operations and investment in hotel assets owned as of December 31, 2013 represented by the following geographical areas as of and for the years ended December 31, 2013, 2012 and 2011:

	Revenues			Investment (1)		
	2013	2012	2011	2013	2012	2011
	(In thousands)			(In thousands)		
Chicago	\$149,498	\$144,260	\$136,287	\$537,512	\$536,651	\$532,098
Los Angeles	58,608	56,727	52,726	126,898	126,833	126,158
Boston	102,482	84,512	66,564	511,502	507,820	349,447
US Virgin Islands	62,439	55,753	34,367	140,257	133,230	126,907
New York	95,798	112,279	88,586	574,134	532,873	524,308
Minneapolis	50,097	49,075	50,769	157,928	155,703	155,703
Denver	31,909	29,469	17,152	121,289	120,369	120,316
Other	248,857	194,812	153,632	806,648	803,268	442,814
Total	\$799,688	\$726,887	\$600,083	\$2,976,168	\$2,916,747	\$2,377,751

(1) Total investment represents our initial investment in the hotel plus any owner-funded capital expenditures since acquisition.

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## 17. Quarterly Operating Results (Unaudited)

	2013 Quarter Ended			
	March 31	June 30	September 30	December 31
	(In thousands, except per share data)			
Total revenue	\$175,863	\$218,013	\$204,345	\$201,467
Total operating expenses	174,509	186,646	183,400	179,975
Operating income	\$1,354	\$31,367	\$20,945	\$21,492
(Loss) income from continuing operations	\$(4,799)	) \$14,120	\$7,679	\$6,828
Income from discontinued operations	673	952	885	22,727
Net (loss) income	\$(4,126)	) \$15,072	\$8,564	\$29,555
Basic and diluted (loss) earnings per share:				
Continuing operations	\$(0.02)	) \$0.07	\$0.04	\$0.03
Discontinued operations	0.00	0.01	0.00	0.12
Total	\$(0.02)	) \$0.08	\$0.04	\$0.15

	2012 Quarter Ended			
	March 23	June 15	September 7	December 31
	(In thousands, except per share data)			
Total revenue	\$113,440	\$175,587	\$178,628	\$259,232
Total operating expenses	118,544	153,720	198,185	227,984
Operating (loss) income	\$(5,104)	) \$21,867	\$(19,557)	) \$31,248
(Loss) income from continuing operations	\$(10,477)	) \$7,957	\$(31,171)	) \$15,616
Income (loss) from discontinued operations	13,092	987	(13,608)	) 1,012
Net income (loss)	\$2,615	\$8,944	\$(44,779)	) \$16,628
Basic and diluted (loss) earnings per share:				
Continuing operations	\$(0.06)	) \$0.05	\$(0.17)	) \$0.08
Discontinued operations	0.08	0.00	(0.07)	) 0.01
Total	\$0.02	\$0.05	\$(0.24)	) \$0.09

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DiamondRock Hospitality Company  
 Schedule III - Real Estate and Accumulated Depreciation  
 As of December 31, 2013 (in thousands)

Description	Encumbrances	Initial Cost		Costs Capitalized Subsequent to Acquisition		Gross Amount at End of Year		Accumulated Depreciation	Net Book Value
		Land	Building and Improvements	Land	Building and Improvements	Land	Building and Improvements		
Atlanta Alpharetta Marriott	\$—	\$3,623	\$33,503	\$860	\$3,623	\$34,363	\$37,986	\$(7,297)	\$30,689
Bethesda Marriott Suites	—	—	45,656	1,738	—	47,394	47,394	(10,646)	36,748
Boston Westin Waterfront	—	—	273,696	18,097	—	291,793	291,793	(50,214)	241,579
Chicago Marriott Downtown	(208,417)	36,900	347,921	18,620	36,900	366,541	403,441	(70,416)	333,025
Conrad Chicago Courtyard	—	31,650	76,961	3,536	31,650	80,497	112,147	(14,013)	98,134
Denver Courtyard	—	9,400	36,180	371	9,400	36,551	45,951	(2,242)	43,709
Manhattan/Fifth Avenue Courtyard	(49,591)	—	34,685	2,450	—	37,135	37,135	(8,368)	28,767
Manhattan/Midtown East	(41,530)	16,500	54,812	2,244	16,500	57,056	73,556	(12,797)	60,759
Frenchman's Reef & Morning Star Marriott Beach Resort	(57,671)	17,713	50,697	46,011	17,713	96,708	114,421	(13,508)	100,913
Hilton Boston Downtown	—	23,262	128,628	1,526	23,262	130,154	153,416	(4,741)	148,675
Hilton Burlington	—	9,197	40,644	465	9,197	41,109	50,306	(1,517)	48,789
Hilton Garden Inn Chelsea/New York City	—	14,800	51,458	386	14,800	51,844	66,644	(4,284)	62,360
Hilton Minneapolis Hotel	(94,874)	—	129,640	576	—	130,216	130,216	(11,516)	118,700
Rex	—	7,856	21,085	(104)	7,856	20,981	28,837	(595)	28,242
JW Marriott Denver	(39,692)	9,200	63,183	1,045	9,200	64,228	73,428	(4,149)	69,279
Lexington Hotel New York	(170,368)	92,000	229,368	1,463	92,000	230,831	322,831	(14,832)	307,999
Los Angeles Airport Marriott	(82,600)	24,100	83,077	7,274	24,100	90,351	114,451	(19,165)	95,286
Oak Brook Hills Resort Chicago	—	9,500	39,128	(23,358)	9,500	15,770	25,270	(8,179)	17,091
Orlando Airport Marriott	(56,778)	9,769	57,803	3,728	9,769	61,531	71,300	(12,231)	59,069
	—	5,900	32,511	445	5,900	32,956	38,856	(2,761)	36,095



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Renaissance Charleston										
Renaissance Worthington	(53,804	) 15,500	63,428	2,895	15,500	66,323	81,823	(13,759	) 68,064	
Salt Lake City Marriott Downtown	(62,771	) —	45,815	2,957	855	48,772	49,627	(10,743	) 38,884	
The Lodge at Sonoma, a Renaissance Resort and Spa	(30,607	) 3,951	22,720	565	3,951	23,285	27,236	(7,460	) 19,776	
Westin San Diego	(70,194	) 22,902	95,617	863	22,902	96,480	119,382	(3,510	) 115,872	
Westin Washington, D.C City Center	(72,421	) 24,579	122,229	249	24,579	122,478	147,057	(4,470	) 142,587	
Vail Marriott Mountain Resort & Spa	—	5,800	52,463	1,850	5,800	54,313	60,113	(11,500	) 48,613	
Total	\$(1,091,318)	\$394,102	\$2,232,908	\$96,752	\$394,957	\$2,329,660	\$2,724,617	\$(324,913)	\$2,399,7	

Notes:

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A) The change in total cost of properties for the fiscal years ended December 31, 2013, 2012 and 2011 is as follows:

Balance at December 31, 2010	\$ 2,152,921	
Additions:		
Acquisitions	439,338	
Capital expenditures	31,082	
Balance at December 31, 2011	\$ 2,623,341	
Additions:		
Acquisitions	\$ 495,999	
Capital expenditures	12,756	
Deductions:		
Dispositions and other	(333,545	)
Impairment	(27,711	)
Balance at December 31, 2012	\$ 2,770,840	
Additions:		
Capital expenditures	\$ 15,089	
Deductions:		
Dispositions and other	(61,312	)
Balance at December 31, 2013	\$ 2,724,617	

B) The change in accumulated depreciation of real estate assets for the fiscal years ended December 31, 2013, 2012 and 2011 is as follows:

Balance at December 31, 2010	\$ 208,741	
Depreciation and amortization	53,518	
Balance at December 31, 2011	262,259	
Depreciation and amortization	90,893	
Dispositions and other	(76,320	)
Balance at December 31, 2012	276,832	
Depreciation and amortization	59,393	
Dispositions and other	(11,312	)
Balance at December 31, 2013	\$ 324,913	

C) The aggregate cost of properties for Federal income tax purposes (in thousands) is approximately \$2,643,187 as of December 31, 2013.