Camelot Entertainment Group, Inc.
Form DEF 14A
July 27, 2004

CAMELOT ENTERTAINMENT GROUP, INC.
SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant [**X**]
Filed by a Party other than the Registrant

Check the appropriate box:

[ ] Preliminary Proxy Statement Confidential,
For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
[**X**] Definitive Proxy Statement [ ] Definitive Additional Materials
[ ] Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

CAMELOT ENTERTAINMENT GROUP, INC.

(Name of Registrant as Specified in Its Charter)
(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

[**X**] No fee required. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:____________________

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(1) Amount previously paid:____________________

(2) Form, Schedule or Registration Statement No.:______________________

(3) Filing Party:____

(4) Date Filed:____

CAMELOT ENTERTAINMENT GROUP, INC.
100 E. San Marcos Blvd., Suite 400
San Marcos, CA 92069

July 26, 2004

Dear Shareholder:

On behalf of the Board of Directors, I am pleased to invite you to attend the Annual Meeting of Shareholders of Camelot Entertainment Group, Inc. (the "*Company*") which will be held at the Hyatt Regency Hotel, located at 111 Country Club Drive, Incline Village, Nevada 89450, on Wednesday, August 25, 2004, at 10:00 a.m., Pacific Standard Time.

On the following pages you will find the Notice of the Annual Meeting of Shareholders and the Proxy Statement giving information which describes the matters to be acted upon at the meeting. These matters include:

(a)Electing five directors to serve on the Board of Directors of the Company: Robert P. Atwell, Albert A. Golusin, Jane Olmstead, Rounsevelle Schaum and H. K. Dyal III; (b) ratify the selection of the Company s auditors, Epstein Weber & Conover, PLC, of Scottsdale, Arizona; (c) approve the acquisition of Camelot Films, Inc., a Delaware corporation, Camelot Films, Inc., a Nevada corporation, Camelot Films, Inc., a California corporation, and the establishment of Dstage.com, Inc., a Delaware corporation newly formed in April, 2004, each to serve as a subsidiary of the Company; (d) ratify all actions taken by the directors since the last shareholder meeting; (e) authorize the directors to commence with an SB-2 registration filing with the Securities and Exchange Commission; (f) authorize the Board of Directors to amend by-laws or adopt new By-Laws; and (g)to transact such other business as may properly come before the meeting.

A copy of the Annual Report to Shareholders on Form 10-KSB filed with the Securities and Exchange Commission describing the Company's operations during the fiscal year ended December 31, 2003 and a copy of our Quarterly Reports to Shareholders on Form 10Q-SB can be viewed on our web site at www.Camelotfilms.com and copies of all our filings are available for viewing at www.sec.gov and are hereby incorporated by reference. Of course, we will be present at the Annual Meeting to answer any questions you might have.

I hope that you will be able to attend the Annual Meeting in person. HOWEVER, **WHETHER OR NOT YOU ARE ABLE TO ATTEND THE ANNUAL MEETING, IT IS VERY IMPORTANT THAT YOUR SHARES BE REPRESENTED.** Accordingly, please sign, date, and return the enclosed proxy card which will indicate your vote upon the various matters to be considered. If you do attend the meeting and desire to vote in person, you may do so by withdrawing your proxy at that time.

We thank you for your support and look forward to seeing you at the Annual Meeting.

Very truly yours,

Robert P. Atwell
Chief Executive Officer

CAMELOT ENTERTAINMENT GROUP, INC.
100 E. San Marcos Blvd., Suite 400
San Marcos, CA 92069

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To Be Held on August 25, 2004

TO THE STOCKHOLDERS OF CAMELOT ENTERTAINMENT GROUP, INC.

NOTICE IS HEREBY GIVEN that the 2004 Annual Meeting of the Shareholders of Camelot Entertainment Group, Inc., a Delaware corporation (the "*Company*"), will be held at the Hyatt Regency Hotel, located at 111 Country Club Drive, Incline Village, Nevada 89450, on Wednesday, August 25, 2004, at 10:00 a.m., Pacific Standard Time, for the following purposes:

1. To elect five directors to serve on the Board of Directors of the Company for a term of three years as set forth in Proposal 1 or, if Proposal 1 is not approved, until the next annual meeting of stockholders, and until their successors have been duly elected and qualified;

2. To approve and ratify the selection of the Company s auditors, Epstein Weber and Conover, PLC, of Scottsdale, Arizona;

3. To approve the acquisition of Camelot Entertainment, Inc., a Delaware corporation; Camelot Films, Inc., a Nevada corporation, Camelot Films, Inc., a California corporation, and the establishment of Dstage.com, Inc., a Delaware corporation newly formed in April, 2004, to serve as subsidiaries of the Company;

4.To ratify all actions taken by the Company s Board of Directors since the last shareholder meeting;

5.Authorize the Directors to commence with a SB-2 registration with the Securities and Exchange Commission;

6. Authorize the Directors to amend by-laws or adopt new by-laws; and

7. To transact such other business as may properly come before the meeting or adjournment thereof.

Only stockholders of record at the close of business on the Record Date, July 26, 2004, are entitled to receive notice of, and to vote at, the Annual Meeting or any adjournments thereof. Please sign and date the accompanying proxy card and return it promptly in the enclosed postage-paid envelope whether or not you plan to attend the Annual Meeting in person. If you attend the Annual Meeting, you may withdraw your proxy and vote in person on each matter brought before the Annual Meeting. The proxy may be revoked at any time prior to its exercise.

By Order of the Board of Directors
Albert A. Golusin
Secretary
San Marcos, California
July 26, 2004

CAMELOT ENTERTAINMENT, INC
100 E. San Marcos Blvd., Suite 400
San Marcos, California 92069
PROXY STATEMENT

ANNUAL MEETING OF STOCKHOLDERS

To Be Held August 25, 2004
INTRODUCTION

This Proxy Statement is being furnished in connection with the solicitation by the board of directors (the "*Board of Directors*") of Camelot Entertainment Group, Inc., a Delaware corporation (the "*Company*"), of proxies to be voted at the Annual Meeting of Shareholders to be held on Wednesday, August 25, 2004, at 10:00 a.m., Pacific Standard Time (the *Annual Meeting*), and at any adjournment thereof. The Annual Meeting will be held at the Hyatt Regency Hotel, located at 111 Country Club Drive, Incline Village, Nevada 89450.

The enclosed proxy is solicited by the Board of Directors of the Company. A shareholder may revoke the proxy at any time prior to its use. Proxies properly executed and received by the Secretary prior to the Annual Meeting of Shareholders (the Annual Meeting) and not revoked will be voted in accordance with the terms thereof. Registered shareholders and participants in plans holding shares of the Company s Common Stock (Common Stock) are urged to deliver proxies and voting instructions by completing and mailing the enclosed proxy or voting instruction. Registered shareholders and plan participants may send their proxies or voting instructions by completing, signing, and dating the enclosed proxy or voting instruction and returning it as promptly as possible in the enclosed postage-paid envelope. If your shares are held in street name with your bank or broker, please follow the instructions for voting attached to the proxy card that is enclosed with this Proxy Statement. Proxies are being solicited by mail and may also be solicited in person or by telephone, telefacsimile, or other means of electronic transmission by directors, officers, and employees of the Company. It is contemplated that additional solicitation of proxies will be made by Transfer On-Line, 317 SW Alder Street, Second Floor, Portland, Oregon 97204 at an anticipated cost to the Company of approximately $1,000, including reimbursement of out-of-pocket expenses.

At the Annual Meeting, stockholders will be asked to approve the following: (a) To elect a slate of director nominees to serve on the Board of Directors of the Company: Robert P. Atwell, Albert A. Golusin, Jane Olmstead, Rounsevelle Schaum and H. K. Dyal III; (b) ratify the selection of the Company s auditors, Epstein Weber and Conover, PLC, of Scottsdale, Arizona; (c) approve the acquisition of Camelot Films, Inc., a Delaware corporation, Camelot Films, Inc., a Nevada corporation, Camelot Films, Inc., a California corporation, and Dstage.com, Inc., a Delaware corporation newly formed in April, 2004, each to serve as a subsidiary of the Company; (d) ratify all actions taking by the Company s directors since the last shareholder meeting; (e) authorize the directors to commence with a SB-2 registration with the Securities and Exchange Commission; (f) authorize the directors to amend and or restate the By-Laws; and (g)to transact such other business as may properly come before the meeting.

This Proxy Statement and the enclosed form of proxy are first being sent to stockholders, together with the Notice of Annual Meeting, on or about July 26, 2004. In order to be counted, all proxies must be received by the time the votes are tabulated at the annual shareholder meeting.

A copy of the Annual Report to Shareholders on Form 10-KSB filed with the Securities and Exchange Commission describing the Company's operations during the fiscal year ended December 31, 2003 and a copy of our Quarterly Reports to Shareholders on Form 10Q-SB can be viewed on our web site at www. Camelotfilms.com and copies of all our filings are available for viewing at www.sec.gov and are hereby incorporated by reference.

Shareholders are urged to complete, date, and sign the accompanying form of proxy and return it promptly in the envelope provided with these materials. No postage is necessary if the proxy is mailed in the United States in the accompanying envelope.

PROXIES AND VOTING AT THE MEETING

Record Date and Voting Rights

The Board of Directors has fixed the close of business on July 26, 2004 as the record date (the *"Record Date"*) for the determination of the stockholders of record entitled to receive notice of, and to vote at, the Annual Meeting or any adjournment thereof. At the close of business on the Record Date, there were 61,783,638 shares of the Company's $0.001 par value per share common stock (*"Common Stock"*), issued and outstanding, held by 105 shareholders. The Common Stock is the only class of voting securities outstanding entitled to vote at the Annual Meeting. Each share of Common Stock outstanding on the Record Date entitles the record holder to cast one vote with respect to each matter to be voted upon at the Annual Meeting. The presence of a majority of the Company's outstanding Common Stock as of the Record Date, in person or represented by proxy, will constitute a quorum at the Annual Meeting.

Under Delaware law, approval of the proposals to be submitted to the stockholders requires the affirmative vote of at least a majority of the Common Stock present at the meeting and entitled to vote on the subject matter.

Votes cast by proxy or in person at the Annual Meeting will be tabulated by one or more inspectors of election appointed prior to the Annual Meeting, who also will determine whether a quorum is present. In the event of any abstentions or broker non-votes with respect to any proposal coming before the Annual Meeting, the proxy will be counted as present for purposes of determining the existence of a quorum; but since they are neither a vote cast in favor of, nor a vote cast against, a proposed action, abstentions and broker non-votes typically will not be counted as a vote cast on any routine matter. A broker non-vote generally occurs when a broker who holds shares in street name for a customer does not have authority to vote on certain non-routine matters because its customer has not provided any voting instructions on the matter. Therefore, abstentions and broker non-votes generally have no effect under Delaware law with respect to the election of directors or other matters requiring the approval of only a majority of the shares of Common Stock present and voting at the meeting.

Voting and Revocation of Proxies

All properly executed proxies received prior to or at the Annual Meeting will be voted in accordance with the instructions indicated on such proxies, if any. If no instructions are indicated with respect to any shares for which properly executed proxies have been received, such proxies will be voted FOR the election of five directors to serve on the Board of Directors of the Company: Robert P. Atwell, Albert A. Golusin, Jane Olmstead, Rounsevelle Schaum and H. K. Dyal III; FOR the ratification of the selection of the Company s auditors, Epstein Weber and Conover, PLC, of Scottsdale, Arizona; FOR the acquisition of Camelot Films, Inc., a Delaware corporation, Camelot Films, Inc., a Nevada corporation, Camelot Films, Inc., a California corporation, and establishing Dstage.com, Inc., a Delaware corporation newly formed in April, 2004, each to serve as subsidiaries of the Company; FOR the ratification of all actions taking by the Company s directors since the last shareholder meeting; FOR authorizing the directors to commence with a SB-2 registration with the Securities and Exchange Commission; FOR authorizing the directors to amend the by-laws or adopt new by-laws; and FOR transacting such other business as may properly come before the meeting The Company is not aware of any matter to be presented at the Annual Meeting other than those matters described in the Notice of Annual Meeting. If, however, any other matters are properly brought before the Annual Meeting for consideration, the persons appointed as proxies will have the discretion to vote or act thereon according to their best judgment.

Any stockholder giving a proxy may revoke it at any time before it is exercised by duly executing and submitting a later-dated proxy, by delivering written notice of revocation to the Company which is received at or before the Annual Meeting, or by voting in person at the Annual Meeting (although attendance at the Annual Meeting will not, in and of itself, constitute a revocation of the proxy). Any written notice revoking a proxy should be sent to the Secretary of the
Company at the Company's principal executive offices, located at the address set forth above.

PROPOSAL 1: ELECTION OF DIRECTORS TO BOARD OF DIRECTORS

ELECTION OF DIRECTORS

Five directors are to be elected at the Annual Meeting for terms of three years. The following pages set forth certain information for each nominee and each incumbent director as of June 30, 2004, except as otherwise noted. With the exception of H. Kaye Dyal III, all of the nominees and all the incumbent directors listed below were directors previously elected by the shareholders. The election of each nominee for director requires the affirmative vote of the holders of a plurality of the shares of Common Stock cast in the election of directors. With a plurality vote, the nominees that receive the highest vote totals for the director positions up for election will be elected. Votes that are withheld and shares held in street name (Broker Shares) that are not voted in the election of directors will not be included in determining the number of votes cast. Unless otherwise specified in the accompanying form of proxy, it is intended that votes will be cast for the election of all of the nominees as directors. If, at the time of the Annual Meeting, any nominee should be unavailable to serve as a director, it is intended that votes will be cast, pursuant to the enclosed proxy, for such substitute nominee as may be nominated by the Board of Directors. Each nominee has consented to being named in this Proxy Statement and to serve if elected.

NOMINEES FOR DIRECTOR

The age of each nominee, their positions and offices with the Company, their term of office as a director, their business experience during the past five years or more and additional biographical data is set forth below.

Name of Executive Officers and Directors	Age	Position	Date of Appointment
Robert P. Atwell	50		March 2003

		President, CEO and Director	
Albert Golusin	49	CFO and Director	March 2003
Jane Olmstead	50	Director	October 1999
Rounsevelle Schaum	71	Director	October 2002
H. K. Dyal III	64	Nominee Director	TBD

All directors of the Company hold office until the earlier of August 24, 2007 and until their successors have been duly elected and qualified, or their death, resignation, or removal.

Incumbent Nominee Directors for Election whose Terms will Expire in 2007

Robert P. Atwell, 50, Chairman, President and Chief Executive Officer, has been President of the Company since March 19, 2003. Mr. Atwell is also the President of The Corporate Solution, Inc. a position he has held since 1978. The Corporate Solution specializes in taking on and implementing assignments for a variety of agencies and corporations including general business consulting, corporate restructuring, mergers and acquisitions, corporate investigations and securities administration. Mr. Atwell also serves as Chairman and is on the board of Eagle Consulting Group, Inc., The Atwell Group, Inc., Camelot Films, Inc. and Fahrenheit Entertainment, Inc.

Albert Golusin, 49, Chief Financial Officer, has been a Certified Public Accountant since 1981. He worked with the public accounting firms of Grant Thornton & Company and Kenneth Leventhal & Company from 1979 through 1994. From 1985 to 1992, Mr. Golusin was the Controller of a public company called N-W Group, Inc. that later became Glenayre Electronics. He was responsible for managing a $40 million cash portfolio, managing the accounting department and preparing the financial statements for reporting to the Securities Commissions in the U.S.A. and Canada. From 1993 to the present, Mr. Golusin has consulted to publicly traded companies or companies preparing to become publicly traded. He is currently a director of Rhombic Corporation which is a materials research and development company that is publicly traded on the OTC Bulletin Board.

Jane Olmstead, CPA, 50, Director, has been President of Olmstead Consulting Services, Inc. for the past five years and has over 20 years experience in the financial and accounting fields, including serving as a Senior Management Consultant with Touche Ross & Co. (currently Deloitte & Touche) for nine years. Mrs. Olmstead's expertise is in strategic business planning, financial systems design and implementation and tax preparation and planning. Her involvement with numerous Fortune 500 companies such as Ford Motor Co., Mobil Oil and Coors resulted in cost savings measures and increases in profitability through the implementation of improved financial and communication systems.

Mrs. Olmstead has focused on improving corporate efficiency and effectiveness through a variety of means including: acting as CFO, implementing new procedures, creating reorganization plans, forecasting and planning for future growth. Some of her additional strengths are in asset management, systems integration, budgeting and cost control. Mrs. Olmstead graduated Magna cum Laude from the University of Tennessee with a B.S. in Accounting and a Minor in Statistics. She is currently a member of the Colorado Society of CPAs and the Association of Professional Consultants, and she will be listed in the 2005/2206 edition of the National Register s Who s Who in Executive Professionals.

Rounsevelle Schaum, 71, Director, is and for the past five years been the Chairman of Newport Capital Partners, Inc., an investment banking firm specializing in providing financial advisory services to emerging growth companies. He is a graduate of Phillips Andover Academy and holds a Bachelor of Science degree in Mechanical Engineering from Stanford University and an MBA from the Harvard Business School. He was also a member of the faculty and Defense Research Staff of the Massachusetts Institute of Technology, where he participated in the development of the computer programs for the Ballistic Missile Early Warning System.

He is a director and chairman of the audit committee of the Quigley Corporation ("QGLY") and was a founder and director of Streaming Media Corporation. He was also the Chairman and CEO of BusinessNet Holdings Corporation and has served as a crisis manager for Heller Financial Corporation. He also served on the District Advisory Council of the U.S. Small Business Administration; as Chairman of the California Small Business Development Corporation, a private venture capital syndicate; and was the founder and Managing Director of the Center of Management Sciences, a consulting firm serving the aerospace industry.

He was the principal author of the "Weapon Systems Management Guide" under contract to the Office of the Secretary of Defense. Mr. Schaum resides in Newport, Rhode Island, where he has been active in civic affairs. He is a member of the Naval War College Foundation and a director of the Newport Historical Society.

Nominee Director for Election whose Term will Expire in 2007

H. Kaye Dyal, 64, President and COO of Camelot Films, Inc., has been directly involved in the production of motion pictures for the past 25 years as an independent producer, writer and director. He began his career in the studio of renowned film designer Saul Bass. While in the Saul Bass Studios, Mr. Dyal worked with clients as diverse as Kaiser Aluminum Corporation, Kelloggs, General Mills, Continental Airlines, United Air Lines, and many more. While a directing associate to Mr. Bass, their film "Why Man Creates" made for Kaiser Aluminum Corporation, won the Academy Award for Best Short Subject.

Mr. Dyal worked on television programming with CBS and the National Geographic Society, and with Warner Bros. and Lorimar Television on the "Waltons" television series. Mr. Dyal headed an After School Specials division at Lorimar. As a pilot for Public Television, Mr. Dyal wrote and Produced an award winning adaptation of William Faulkner's short story, "A Rose For Emily", which starred Anjelica Huston, John Randolph and John Houseman. Presented at the Cannes Film Festival, the film has won every major award available in the short film market. Houghton-Mifflen Publishers selected A Rose For Emily as their featured work in a Teacher s Guide to American Literature on Film. Mr. Dyal wrote and also developed several television series, one with Dick Clark Productions, two for World Vision. Most recently, Mr. Dyal Executive Produced two television series pilots, Norm Crosby s Celebrity Golf Challenge and Melina a talk show being developed for production in the Latin beat of Miami.

Mr. Dyal's feature motion picture career began at Cinema Financial of America (CFA), where he produced and co-directed "Silence" starring Will Geer. Also for CFA, Mr. Dyal directed "the Memory of Us", winner of a Special Jury Prize at the Atlanta Film Festival. Both films received nation wide domestic theatrical release, and were showcased on cable television. Mr. Dyal advanced his film career writing the Chuck Norris international hit, "Lone Wolf McQuade", which became the television series "Walker, Texas Ranger". He wrote and directed "Trained to Kill" and "Gambit", feature motion pictures which were released through Overseas Film Group. Mr. Dyal was an Executive Producer on Saved , a feature motion picture for MGM/UA starring Jena Malona, Mandy Moore, and Macauley Culkin released in April 2004. While head of production for Gravity

Entertainment, Dyal oversaw the production of Bully directed by Larry Clark, starring Brad Renfro, Nick Stahl, Bijou Phillips, Rachel Miner, Kelli Garner.

He is currently producing "Victims" for Cameo Entertainment. Mr. Dyal has written more than two dozen screenplays and stories for a variety of clients, including Orion, Universal, Overseas Film Group and many more. Mr. Dyal has production managed and/or line produced more than eighteen films.

As a corporate executive, Mr. Dyal served as Executive Vice President of Folksay Inc., a Los Angeles based film production and management company, and was the Managing Director of "Will Geer's Theatricum Botanicum" a theater company. Mr. Dyal has served as President of Production for Gravity Entertainment, a Florida Film Studio. During his tenure, the company produced three feature motion pictures, including Bully by Larry Clark and the Suitor , a PBS feature film. Mr. Dyal has developed several television pilots, and has overseen the development of a number of feature film projects for Gravity Pictures and arranged for the company to sponsor a number of Sundance Film Festival events. While attending the Cannes Film Festival Mr. Dyal successfully developed a number of international film projects, including Eastern Harbor , to be filmed in China and Berlin, Germany. Mr. Dyal also negotiated a three picture deal with Penny Marshall s company Parkway Entertainment and Columbia Pictures. As an Executive Consultant, Mr. Dyal has been responsible for the development and execution of several company business plans, and has introduced and arranged funding for entertainment and non-entertainment clients. Dyal has served as a Board member for Integrated HealthCare, Inc. a publicly traded medical software company and was Assistant to the President of Integrated Direct Inc., an advertising company. Mr. Dyal served as President of Stellar Pacifica LLC, a transactional television and marketing company bringing commercial products to transactional national television markets. Mr. Dyal has a varied background in corporate project funding, and has arranged and closed funding of more than $15 million for both private and public clients, in addition to his current funding activities. Mr. Dyal has a varied background in corporate project funding. Mr. Dyal is a graduate of the University of Illinois with a Bachelor's degree in Fine Arts, and holds a Master's degree in Fine Arts from the University of Southern California. He has been awarded two Ford Foundation Grants, and lives in Southern California.

Proposal

In accordance with the Company's Bylaws, the Board of Directors has fixed the size of the Board of Directors at five and has nominated all of the Company's current directors as well as H.K. Dyal III, who is currently not a director, for election as directors of the Company.

If Proposal 1 is approved by the shareholders, and if each of the five nominees is elected, the Board of Directors will be as follows:

Robert P. Atwell, Albert A. Golusin, Jane Olmstead, Rounsevelle Schaum and H. K. Dyal III, each of whom will serve on the Board of Directors until the 2007 annual meeting of the Company's stockholders.

If Proposal 1 is not approved by the stockholders, four of the five nominees, who are incumbent directors, will serve on the Board of Directors until their successors have been duly elected and qualified or the 2005 Annual Meeting of Shareholders, whichever event shall occur first.

It is intended that the proxies received from stockholders, unless contrary instructions are given therein, will be voted FOR the election of the nominees named below, each of whom has consented to being named herein and has indicated his intention to serve if elected. If any nominee for any reason should become unavailable for election or if a vacancy should occur before the election, it is intended that the shares represented by the proxies will be voted for such other person as the Company's Board of Directors shall designate to replace such nominee. The Board of Directors has no reason to believe that any of the nominees will not be available or will prove unable to serve if so elected.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS VOTING FOR THE ELECTION OF THE NOMINEES NAMED ABOVE.

PROPOSAL 2: Ratification of the selection of Epstein Weber and Conover, PLC, of Scottsdale, Arizona as the Company s auditors

The Company has appointed Epstein Weber and Conover, PLC, of Scottsdale, Arizona, as the Company s independent auditors. If the shareholders do not ratify the selection, the Board of Directors and the Audit Committee will reconsider whether or not to retain Epstein Weber and Conover, PLC, but may retain such independent auditors. Even if the selection is ratified, the Board of Directors and the Audit Committee in their discretion may change the appointment at any time during the year if they determine that such a change would be in the best interest of the Company and its shareholders.

Fees Paid to Independent Auditors

The following table summarizes the aggregate fees billed to the Company by its independent auditor Epstein Weber and Conover, PLC and their respective affiliates (collectively, Epstein Weber and Conover, PLC) for services rendered to the Company for the fiscal year 2003 audit:

	2003
Audit Fees	$ 10,000
Audit-Related Fees	0
Tax Fees	0
All Other Fees	0
Total	$ 10,000

Audit Fees. This category includes the audit of our annual financial statements and review of financial statements included in our Quarterly Reports on Form 10-QSB. This category also includes advice on audit and accounting matters that arose during, or as a result of, the audit or the review of interim financial statements, and statutory audits.

Audit-Related Fees. This category consists of assurance and related services by Epstein Weber and Conover, PLC that are reasonably related to the performance of the audit or review of our financial statements and are not reported above under *Audit Fees.* .

Tax Fees. This category consists of professional services rendered by Epstein Weber and Conover, PLC for tax compliance and tax advice. The services for the fees disclosed under this category include tax return preparation and technical tax advice.

All Other Fees. This category consists of the aggregate fees billed for professional services rendered by Epstein Weber and Conover, PLC, other than the services reported above. The services for the fees disclosed under this category include other consulting services unrelated to audit and tax services.

Pre-Approval Process for Auditor Services

The services performed by Epstein Weber and Conover, PLC for the fiscal year 2003 audit were pre-approved in accordance with the pre-approval procedures adopted by the Audit Committee. All requests for audit, audit-related, tax and other services must be submitted to the Audit Committee for pre-approval with an estimate of fees for the services. Pre-approval is generally provided at regularly scheduled meetings.

Ratification of Independent Auditors

The Board is seeking (i) ratification by the shareholders for the Audit Committee s selection and appointment of Epstein Weber and Conover, PLC as the independent auditors of the Company for the fiscal year ending December 31, 2004, and (ii) the authorization by the shareholders for the Audit Committee to enter into an agreement to pay the fees of Epstein Weber and Conover, PLC as independent auditors of the Company on customary terms.

Vote Required

The affirmative vote of the holders of a majority of the Common Stock present at the Annual General Meeting, in person or by proxy, entitled to vote and voting thereon at the Annual General Meeting is required for the ratification and approval of the appointment of Epstein Weber and Conover, PLC and the authorization of the Audit Committee to enter into an agreement with Epstein Weber and Conover, PLC with respect to its fees.

THE COMPANY S BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS VOTING FOR THE RATIFICATION OF THE APPOINTMENT OF EPSTEIN WEBER AND CONOVER, PLC, OF SCOTTSDALE, ARIZONA, AS THE COMPANY S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004, AND THE AUTHORIZATION OF THE AUDIT COMMITTEE TO ENTER INTO AN AGREEMENT TO PAY THE FEES OF THE INDEPENDENT AUDITORS.

PROPOSAL 3: Approve the Acquisition and Establishment of Subsidiaries

The Company, in implementing its business model, plans to acquire three subsidiary companies: Camelot Films, Inc., a Delaware corporation, Camelot Films, Inc., a Nevada corporation, and Camelot Films, Inc., a California corporation; and has established a fourth subsidiary, Dstage.com, Inc., a Delaware corporation. Each subsidiary will encompass specific operations within the overall scope of our business model, with the three Camelot subsidiaries involved in various aspects of feature film production, distribution and marketing; while the original operations of Dstage.com will continue in the new Dstage subsidiary. At present, there are no ongoing operations in any of the three planned acquisitions. All three companies to be acquired are owned 100% by our President, Robert P. Atwell, who also serves as President and as the sole director of each company. Following shareholder approval, the Board of Directors will establish the specific terms and conditions of the acquisitions, which have not been determined as of the record date hereof.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR THE RATIFICATION OF ACQUIRING AND ESTABLISHING COMPANIES TO SERVE AS SUBSIDIARIES OF THE COMPANY.

PROPOSAL 4: Ratification of All Lawful Actions Taken by the Board of Directors since Our Last Shareholder Meeting

Since our last shareholder meeting, your Board of Directors has taken various actions which have been detailed in our annual, quarterly and other reports filed with the Securities and Exchange Commission. Accordingly, the Board of Directors is asking the shareholders to affirm, approve and ratify all actions taken by the Board of Directors since our last shareholder meeting.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR THE AFFIRMATION, APPROVAL AND RATIFICATION OF ALL LAWFUL ACTIONS TAKEN BY THE BOARD OF DIRECTORS SINCE THE LAST SHAREHOLDER MEETING.

PROPOSAL 5: Authorizing a SB-2 Registration with the Securities and Exchange Commission

In order to fully implement our new business model, we will need to begin the process of raising the funding necessary to begin production on our slate of pictures. Management has begun the process of preparing a SB-2 registration filing with the Securities and Exchange Commission. The Board of Directors is asking the shareholders to authorize management to proceed with the SB-2 Registration and to establish, with Board of Director approval, the parameters of the registration, including the amount of funds to be raised, the terms and conditions of the contemplated funding, and the preparation and completion of one or more private placements.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR AUTHORIZING MANAGEMENT TO PROCEED WITH THE SB-2 REGISTRATION.

PROPOSAL 6: Authorizing the Directors to Amend By-Laws or Adopt New By-Laws

As our company continues to evolve, there may be a need to amend and or restate our current by-laws or adopt new by-laws. Your Board of Directors is seeking authority to amend by-laws or adopt new by-laws, when and if necessary, in order to keep them updated. By granting this authority, the Board of Directors of the Company will either amend existing by-laws or adopt new by-laws for the Company, which the Board of Directors determines, in its discretion, to be in the best interests of the Company and its shareholders.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR AUTHORIZING THE DIRECTORS TO AMEND BY-LAWS OR ADOPT NEW BY-LAWS.

OTHER INFORMATION

Executive Officers

Biographical information for the current executive officers of the Company is set forth below. Executive officers are designated as such and serve at the discretion of the Board, and until their successors have been duly elected and qualified, unless sooner removed by the Board.

Name	**Age**	**Position**
Robert P. Atwell	50	Chief Executive Officer
Albert Golusin	49	Chief Financial Officer

Robert P. Atwell, 50, Chairman, President and Chief Executive Officer, has been President of the Company since March 19, 2003. Mr. Atwell is also the President of The Corporate Solution, Inc., a position he has held since 1978. The Corporate Solution specializes in taking on and implementing assignments for a variety of agencies and corporations including general business consulting, corporate restructuring, mergers and acquisitions, corporate investigations and securities administration. Mr. Atwell also serves as Chairman and is on the board of Eagle Consulting Group, Inc., The Atwell Group, Inc., Camelot Films, Inc. and Fahrenheit Entertainment, Inc.

Albert Golusin, 48, Chief Financial Officer, has been Chief Financial Officer of the Company since March 19, 2003 and has been a Certified Public Accountant since 1981. He worked with the public accounting firms of Grant Thornton & Company and Kenneth Leventhal & Company from 1979 through 1994. From 1985 to 1992, Mr. Golusin was the Controller of a public company called N-W Group, Inc. that later became Glenayre Electronics. He was responsible for managing a $40 million cash portfolio, managing the accounting department and preparing the financial statements for reporting to the Securities Commissions in the U.S.A. and Canada.

From 1993 to the present, Mr. Golusin has consulted to publicly traded companies or companies preparing to become publicly traded. He is currently a director of Rhombic Corporation, which is a materials research and development company that is publicly traded on the OTC Bulletin Board.

Security Ownership of Certain Beneficial Owners and Management

The following table shows the amount of our Common Stock beneficially owned, as of July 26, 2004, by (i) persons known by us (based upon Securities and Exchange Commission (*SEC*) filings) to own 5% or more of our Common Stock, (ii) each Named Executive Officer listed in the Summary Compensation table below, (iii) our directors and director nominees, and (iv) our executive officers and directors as a group. Beneficial ownership is determined in accordance with the rules of the SEC.

Except as indicated below, the address for each listed director and executive officer is c/o Camelot Entertainment Group, Inc., 100 East San Marcos Boulevard, Suite 400, San Marcos, California 92069. Except as indicated by footnote, the persons named in the table have sole voting and investment power with respect to all Common Stock shown as beneficially owned by them. The number of Common Stock outstanding used in calculating the percentages in the table below includes the Common Stock underlying options or warrants held by such person that are exercisable within 60 days of July 26, 2004, but excludes Common Stock underlying options or warrants held by any other person. Percentage of beneficial ownership is based on 61,783,638 shares of Common Stock outstanding as of July 26, 2004.

Name of Beneficial Owner	Shares Beneficially Owned	Percent
Eagle Consulting Group, Inc. (1)	26,481,538	43%
Robert P. Atwell (2)	11,106,055	18%
Total Shares Beneficially Owned by Mr. Atwell	*37,587,593*	*61%*

		65,724	(10)			*				-				-		
All executives officers, trustees, and trustee nominees as a group (12 persons)			12,195,785				6.0	%			20,000				*	

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* Represents less than one percent of the outstanding shares of the class of securities indicated in the table above.

(1) Includes the total number of common shares issuable upon redemption of partnership units in Hersha Hospitality Limited Partnership, the Company’s operating partnership subsidiary (the “Operating Partnership” or “HHLP”). Partnership units are redeemable by the holder for cash, or at the Company’s option, an equivalent number of common shares.

(2) The total number of common shares outstanding used in calculating the percentage ownership of each person assumes that the partnership units held by such person, directly or indirectly, are redeemed for common shares and none of the partnership units held by other persons are redeemed for common shares.

(3) Includes: (i) 455,496 common shares issuable upon redemption of partnership units that are currently redeemable; and (ii) 69,130 common shares, all of which are held by Shree Associates, a family limited partnership that is controlled by Mr. Hasu Shah. Excludes: (i) 474,834 common shares issuable upon the redemption of partnership units that are currently redeemable and held by the Jay and Susie Shah 2008 Family Trust, in which Mr. Hasu Shah is the trustee; and (ii) 407,362 common shares issuable upon the redemption of partnership units that are currently redeemable and held by the Neil and Juhi Shah 2008 Family Trust, in which Mr. Hasu Shah is the trustee. Mr. Hasu Shah disclaims beneficial ownership of the common shares issuable upon the redemption of partnership units and the partnership units held by the two family trusts for which he is the trustee, and this report shall not be deemed an admission that Mr. Hasu Shah is the beneficial owner of these common shares or partnership units for purposes of Section 16 or for any other purpose.

(4) Includes 416,389 common shares issuable upon redemption of partnership units that are currently redeemable, all of which are held in grantor retained annuity trusts for the benefit of Mr. Jay Shah and in which Mr. Jay Shah is the trustee. Also includes: (i) 474,834 common shares issuable upon redemption of partnership units that are currently redeemable and held by the Jay and Susie Shah 2008 Family Trust, in which Mr. Hasu Shah is the trustee; and (ii) 730,294 common shares issuable upon redemption of partnership units that are currently redeemable and held by the Hasu and Hersha Shah 2004 Trust FBO Jay H. Shah, in which the trustee is an unaffiliated third party. The partnership units held by the Hasu and Hersha Shah 2004 Trust FBO Jay H. Shah have been pledged as security to a third party.

(5) Includes 364,918 common shares issuable upon redemption of partnership units that are currently redeemable, all of which are held in grantor retained annuity trusts for the benefit of Mr. Neil Shah and in which Mr. Neil Shah is the trustee. Also includes: (i) 407,362 common shares issuable upon redemption of partnership units that are currently redeemable and held by the Neil and Juhi Shah 2008 Family Trust, in which Mr. Hasu Shah is the trustee; and (ii) 832,215 common shares issuable upon redemption of partnership units that are currently redeemable and held by the Hasu and Hersha Shah 2004 Trust FBO Neil H. Shah, in which the trustee is an unaffiliated third party. The partnership units held by the Hasu and Hersha Shah 2004 Trust FBO Neil H. Shah have been pledged as security to a third party.

(6) Includes 211,900 common shares issuable upon redemption of partnership units held by Mr. Desfor.

(7) Includes 78,000 common shares that are held by Mr. Hutchison’s wife and with respect to which he shares voting and investment power.

(8) Includes 10,000 shares held by Mr. Leven and 10,000 shares held by the Michael and Andrea Leven Family Foundation, for which Mr. Leven is the trustee.

(9) Includes 512,263 common shares issuable upon redemption of partnership units that are currently redeemable, which units Mr. Patel has pledged as security to a third party.

(10) Includes 1,150 common shares that are held indirectly by Mr. Sabin’s wife and with respect to which he shares voting and investment power.

BOARD OF TRUSTEES AND EXECUTIVE OFFICERS

Certain information regarding the Company's trustees and executive officers, as of March 31, 2013, is set forth below.

Name	Age	Position
Hasu P. Shah	68	Class II Trustee Nominee; Chairman of the Board
Jay H. Shah	44	Class I Trustee; Chief Executive Officer
Thomas J. Hutchison III	71	Class I Trustee*
Donald J. Landry	64	Class I Trustee*; Lead Independent Trustee
Michael A. Leven	75	Class I Trustee*
Dianna F. Morgan	61	Class II Trustee Nominee*
Kiran P. Patel	63	Class II Trustee Nominee
John M. Sabin	58	Class II Trustee Nominee*
Neil H. Shah	39	President and Chief Operating Officer
Ashish R. Parikh	43	Chief Financial Officer and Assistant Secretary
Michael R. Gillespie	40	Chief Accounting Officer, Controller, and Assistant Secretary
David L. Desfor	52	Treasurer and Corporate Secretary

* "Independent" pursuant to the corporate governance standards of the NYSE as determined by a vote of the Board of Trustees.

Board of Trustees

Hasu P. Shah, Class II Trustee since May 1998; Chairman of the Board of Trustees

Mr. Shah has been the Chairman of the Board and a Class II Trustee since the Company's inception in May 1998 and was the Company's Chief Executive Officer until his retirement in 2005. Mr. Shah is also the founder and Chief Executive Officer of the Hersha Group. Mr. Shah founded the Hersha Group with the purchase of a single hotel in Harrisburg, Pennsylvania in 1984. In the last 25 years, Mr. Shah has developed, owned, or managed over 50 hotels across the Eastern United States and started affiliated businesses in general construction, purchasing, and hotel management. He has earned numerous awards, including the Entrepreneur of the Year award given by Ernst & Young LLP. Mr. Shah has been recognized for his philanthropic work through numerous awards. He received the Creating a Voice award, instituted by Project IMPACT, which honors South Asian-American community leaders who have made a positive and tremendous impact on the United States. He also received an honorary Doctorate of Public Service (DPS) Degree from Harrisburg Area Community College. In 2010, Mr. Shah was honorably bestowed with the National United Way Tocqueville Society award, the highest honor given to volunteers across the country. He was presented with the Hall of Fame award by Central Penn Business Journal for lifetime achievements in both business and philanthropy. Mr. Shah and his wife, Hersha, are active members of the local community and remain involved with charitable initiatives in India. Mr. Shah has been an active Rotarian for nearly 25 years and continues to serve as a trustee of several community service and spiritual organizations including Vraj Hindu Temple and the India Heritage Research Foundation. Mr. Shah received a bachelors of science degree in chemical engineering from Tennessee Technical University and obtained a masters degree in administration from Pennsylvania State University, which named him as a Fellow. Mr. Shah is also an alumnus of the Owner and President's Management program at Harvard Business School. Mr. Shah is the father of Jay H. Shah, the Company's Chief Executive Officer and Class I Trustee, and Neil H. Shah, the Company's President and Chief Operating Officer.

The Board of Trustees has determined that Mr. Hasu Shah's qualifications to serve on the Board of Trustees include his extensive experience in the lodging industry, including his role as our former Chief Executive Officer and as the founder of The Hersha Group, a privately-held company that over the past 25 years has developed, owned or managed over 50 hotels across the Eastern United States. With over 25 years of lodging industry experience, Mr. Hasu Shah has developed a broad network of hotel industry contacts and relationships, including relationships with hotel owners, operators, project managers, contractors and other key industry participants.

Thomas J. Hutchison III, Class I Trustee since September 2008

Mr. Hutchison was the Chief Executive Officer of CNL Hotels & Resorts, Inc. (“CNL Hotels”), a real estate investment trust that owned hotels and resort properties through April 2007. During that same time period, Mr. Hutchison held various other executive officer positions with companies affiliated with CNL Hotels, including but not limited to President and Chief Executive Officer of CNL Hotel Investors, Inc. and Chief Executive Officer of CNL Income Properties, Inc. Since April 2007, Mr. Hutchison has served as a consultant with Hutchison Advisors, Inc., a real estate services company, and, since October 2008, he has served as Chairman of Legacy Healthcare Advisors, LLC, a specialized real estate services group. In October 2011, Mr. Hutchison was appointed to the Board of Directors of Marriott Vacations Worldwide Corporation (“Marriott Vacations”), where he serves as member of that board’s Audit, Nominating and Corporate Governance and Compensation Committees, including as the Chair of its Compensation Committee. Mr. Hutchison is currently a director for KSL Capital Partners LLC, ClubCorp, Inc., U.S. Chamber of Commerce, Vision360, and The Trinity Forum and was formerly a director for ING DIRECT USA. He is also a member of The Real Estate Roundtable, Leadership Council for Communities in Schools, Advisory Council of the Erickson School of Aging Studies and serves on the Advisory Editorial Board of GlobalHotelNetwork.com. Additionally, he serves as a senior advisor to various service industry public companies. Mr. Hutchison attended Purdue University and the University of Maryland Business School.

The Board of Trustees has determined that Mr. Hutchison’s qualifications to serve on the Board of Trustees include his substantial experience in the real estate and lodging industries combined with his extensive leadership experience as a Chief Executive Officer of several SEC reporting REITs, including as the Chief Executive Officer of CNL Hotels.

Donald J. Landry, Class I Trustee since April 2001

Mr. Landry is president and owner of Top Ten, an independent hospitality industry consulting company, a position he has held since 2002. Mr. Landry has over 40 years of lodging and hospitality experience in a variety of leadership positions. Mr. Landry was the Chief Executive Officer, President and Vice Chairman of Sunburst Hospitality Inc. Mr. Landry has also served as President of Choice Hotels International, Inc., Manor Care Hotel Division and Richfield Hotel Management. In February 2012, Mr. Landry was appointed to the Board of Directors of Supertel Hospitality, Inc., where he serves as the Chairman of the Investment Committee. Mr. Landry currently serves on the corporate advisory boards of Unifocus, Campo Architects, Revenue Performance Interactive, Windsor Capital Group and numerous nonprofit boards. Mr. Landry is a frequent guest lecturer at Johnson and Wales University and the University of New Orleans. Mr. Landry holds a bachelor of science degree from the University of New Orleans, which awarded him Alumnus of the Year in 1999. Mr. Landry is a Certified Hotel Administrator.

The Board of Trustees has determined that Mr. Landry’s qualifications to serve on the Board of Trustees include his 40 years of experience in the lodging and real estate industries, including his roles as Chief Executive Officer, President and Vice Chairman of Sunburst Hospitality Inc. and President of Choice Hotels International, Inc., Manor Care Hotel Division and Richfield Hotel Management.

Michael A. Leven, Class I Trustee since May 2012

Mr. Leven has been the President and Chief Operating Officer of the Las Vegas Sands Corp. since March 2009, Secretary since June 2010 and a director of the Las Vegas Sands Corp. since August 2004. Mr. Leven also serves as a member of the Board of Directors of Sands China Ltd., a subsidiary of Las Vegas Sands Corp., and as an officer and/or director of several other subsidiaries of Las Vegas Sands Corp. Mr. Leven served as the Chief Executive Officer of the Georgia Aquarium from September 2008 until he joined Las Vegas Sands Corp. in March 2009. From January 2006 through September 2008, Mr. Leven was the Vice Chairman of the Marcus Foundation, Inc., a non-profit foundation. Until July 2006, Mr. Leven was the Chairman, Chief Executive Officer and President of U.S.

Franchise Systems, Inc., the company he founded in 1995 that developed and franchised the Microtel Inns & Suites and Hawthorn Suites hotel brands. He was previously the president and chief operating officer of Holiday Inn Worldwide, president of Days Inn of America, and president of Americana Hotels. Mr. Leven serves on many other non-profit boards. Mr. Leven served as a Class II Trustee from May 2001 through March 2010 and as a trustee emeritus from March 2010 through May 2012, at which time he was reelected as a Class I trustee by the Company's shareholders.

The Board of Trustees has determined that Mr. Leven's qualifications to serve on the Board of Trustees include his extensive experience in the hospitality industry, including as an executive officer and director of the Las Vegas Sands Corp. and his past employment in leadership positions with various other hospitality companies.

Dianna F. Morgan, Class II Trustee since April 2010

Ms. Morgan retired in 2001 from a long career with the Walt Disney World Company, where she served as Senior Vice President of Public Affairs and Human Resources. She also oversaw the Disney Institute — a recognized leader in experiential training, leadership development, benchmarking and cultural change for business professionals around the world. In addition, Ms. Morgan is the past Chair and is a past member of the Board of Trustees for the University of Florida. Ms. Morgan currently serves on the Board of Directors of Chesapeake Utilities Corp., where she is a member of the Compensation Committee, and the Board of Directors of CNL Bancshares, Inc. Ms. Morgan previously served on the Board of Directors and the Audit Committee of CNL Hotels & Resorts, Inc. Ms. Morgan is a member of the Board of Directors of Orlando Health (formerly Orlando Regional Healthcare System) and serves on the national board for the Children's Miracle Network, where she had formerly served as Chair. Ms. Morgan received her Bachelor of Arts degree in organizational communications from Rollins College.

The Board of Trustees has determined that Ms. Morgan's experience serving as a board member of both private and public companies, her previous experience overseeing the Disney Institute and her prior service as a senior manager at Walt Disney World Company provide her with extensive knowledge of innovation and customer service, a solid foundation in media relations, risk management, and government relations and "best practice" expertise in human capital and the customer experience.

Kiran P. Patel, Class II Trustee since May 2007

Mr. Patel served as the Company's Corporate Secretary and has been a principal of the Hersha Group since 1993. Prior to 1993, Mr. Patel was employed by AMP Incorporated, an electrical component manufacturer in Harrisburg, Pennsylvania. Mr. Patel serves on various boards of directors for community service organizations. Mr. Patel received a bachelor of science degree in mechanical engineering from M.S. University of India and obtained a masters of science degree in industrial engineering from the University of Texas in Arlington.

The Board of Trustees has determined that Mr. Patel's qualifications to serve on the Board of Trustees include his extensive experience in the lodging industry, including his role as a partner and Chief Investment Officer of The Hersha Group. Mr. Patel has developed a broad network of lodging industry contacts and has extensive experience in acquiring, selling, repositioning, developing and redeveloping hotels.

John M. Sabin, Class II Trustee since June 2003

Since May 2011 Mr. Sabin has been the Executive Vice President and Chief Financial Officer of Revolution LLC as well as the Chief Financial Officer of The Stephen Case Foundation and the Case Family Office. Previously he was the Chief Financial Officer and General Counsel of Phoenix Health Systems, Inc., a private healthcare information technology outsourcing and consulting firm, from October 2004 to May 2011. Mr. Sabin was the Chief Financial Officer, General Counsel and Secretary of NovaScreen Biosciences Corporation, a private bioinformatics and contract research biotech company (acquired by Caliper Life Sciences) from January 2000 to October 2004. Prior to joining NovaScreen, Mr. Sabin served as a finance executive with Hudson Hotels Corporation, Vistana, Inc., Choice Hotels International, Inc., Manor Care, Inc. and Marriott International, Inc., all of which were public companies at the time of his service. In his professional life Mr. Sabin has had commercial lease experience with a national law firm, transactional real estate experience with national hospitality and health care firms, commercial real estate financing experience, IPO experience, as well as experience as an audit committee and board member of six public companies (including Competitive Technologies Corporation from 1996 to 2007, North American Scientific, Inc. from 2005 to 2010, Prime Group Realty Trust from 2005 to 2012 and Supertel Hospitality, Inc. from 2012 to the present). Mr. Sabin has received Bachelor of Science degrees in Accounting and in University Studies; a Masters of Accountancy and a Masters in Business Administration from Brigham Young University, and he also received a Juris Doctor from the J. Reuben Clark Law School at Brigham Young University. Mr. Sabin is a licensed CPA and is admitted to the bar in several states.

The Board of Trustees has determined that Mr. Sabin's qualifications to serve on the Board of Trustees include his substantial hospitality industry experience, as well as his substantial legal, finance and accounting experience. His current and prior service as both General Counsel and Chief Financial Officer of various companies provides the Board of Trustees with valuable insights with respect to finance, accounting, legal and corporate governance matters. He also has prior public company experience as a Chief Financial Officer and finance executive, as well as a director or trustee.

Jay H. Shah, Class I Trustee since January 2006 and Chief Executive Officer

Mr. Shah was named Chief Executive Officer and a trustee as of January 1, 2006. Prior thereto, Mr. Shah had served as the Company's President and Chief Operating Officer. Mr. Shah was a principal in the law firm of Shah & Byler, LLP, which he founded in 1997, and managing director of the Hersha Group. Mr. Shah previously was a consultant with Coopers & Lybrand LLP, served the late Senator John Heinz on Capitol Hill, and was employed by the Philadelphia District Attorney's office and two Philadelphia-based law firms. Mr. Shah received a bachelor of science degree from the Cornell University School of Hotel Administration, a masters degree from the Temple University School of Business Management and a law degree from Temple University School of Law. Mr. Shah is the son of Hasu P. Shah, the Company's Chairman of the Board, and the brother of Neil H. Shah, the Company's President and Chief Operating Officer.

The Board of Trustees has determined that Mr. Jay Shah's qualifications to serve on the Board of Trustees include his extensive experience in the lodging and real estate industry and his experience negotiating and structuring real estate transactions and real estate-related joint ventures, including in his role as a former practicing real estate attorney. Mr. Jay Shah has developed a broad network of hotel industry contacts and his experience includes serving as the Company's President and Chief Operating Officer.

Executive Officers

Biographical information for Hasu P. Shah, the Company's Chairman of the Board and Jay H. Shah, the Company's Chief Executive Officer, is set forth above under "—Board of Trustees."

Neil H. Shah, President and Chief Operating Officer

Mr. Neil H. Shah has served as the Company's President and Chief Operating Officer since 2006. Mr. Shah has led the Company's hotel acquisitions, development, and asset management platforms since 2000. Prior to Hersha, Mr. Shah served as a Director and Consultant with The Advisory Board Company and the Corporate Executive Board, strategy research firms based in Washington D.C. Mr. Shah has also worked with the Phipps Foundation in New York City contributing to urban renewal projects in New York City. Mr. Shah earned a Bachelor of Arts in Political Science and a Bachelor of Science in Management both with honors from the University of Pennsylvania and the Wharton School. He earned his MBA from the Harvard Business School. He serves on the Corporate Council for the National Constitution Center, the Barnes Foundation, and is a research sponsor at the Wharton Real Estate Center in Philadelphia. He is also a member of the Board of Directors of the Educational Foundation Institute and the Institutional Real Estate Finance Advisory Council (IREFAC) of the American Hotel & Lodging Association. Mr. Shah is an active supporter of the United Way Worldwide and a Director of its Leadership Council for India. Mr. Shah is the son of Hasu P. Shah, the Company's Chairman of the Board and brother of Jay H. Shah, the Company's Chief Executive Officer and Class I Trustee.

Ashish R. Parikh, Chief Financial Officer

Mr. Parikh has been the Company’s Chief Financial Officer since 1999. Prior to joining the Company, Mr. Parikh was an Assistant Vice President in the Mergers and Acquisition Group for Fleet Financial Group where he developed valuable expertise in numerous forms of capital raising activities including leveraged buyouts, bank syndications and venture financing. Mr. Parikh has also been employed by Tyco International, Ltd. and practiced as a Certified Public Accountant with Ernst & Young LLP. Mr. Parikh received his M.B.A. from The Stern School of Business at New York University and a B.B.A. from the University of Massachusetts at Amherst. Mr. Parikh is currently a board member of the Philadelphia Real Estate Council, the Urban Affairs Coalition and a member of the Real Estate Capital Policy Advisory Committee of the Real Estate Roundtable.

Michael R. Gillespie, Chief Accounting Officer

Mr. Gillespie has served as the Company's Chief Accounting Officer since 2005. Prior to joining Hersha Hospitality Trust, Mr. Gillespie was Manager of Financial Policy & Controls for Tyco Electronics Corporation, a global manufacturer of electronic components where he played a key role in developing the company's Sarbanes-Oxley compliance program. He has also been a Senior Manager in the Audit and Assurance Practice at KPMG, LLP and Experienced Manager in the Audit and Business Advisory Practice at Arthur Andersen LLP. Mr. Gillespie received his business administration bachelors degree in accounting from Bloomsburg University of Pennsylvania. Mr. Gillespie is a licensed Certified Public Accountant. Mr. Gillespie is currently a board member of the United Way of the Capital Region, the Bloomsburg University Foundation, and the Foundation for Enhancing Communities and is a member of the Tax Policy Advisory Committee of the Real Estate Roundtable.

David L. Desfor, Treasurer and Corporate Secretary

Mr. Desfor has served as the Company's Treasurer since December 2002 and as Corporate Secretary since April 2007. Previously, Mr. Desfor had been a principal and comptroller of the Hersha Group since 1992. Mr. Desfor previously co-founded and served as President of a hotel management company focused on conference centers and full service hotels. Mr. Desfor earned his undergraduate degree from East Stroudsburg University in Hotel Administration.

PROPOSAL ONE
ELECTION OF CLASS II TRUSTEES

The Board of Trustees consists of nine trusteeships with eight currently serving trustees and one vacancy. At this time, the Board of Trustees has elected not to fill this opening and will continue to evaluate the composition of the Board. The Company's Declaration of Trust divides the Board of Trustees into two classes, as nearly equal in number as possible. At the annual meeting, shareholders are voting to elect four persons as Class II Trustees. Each Class II Trustee currently is serving a two-year term expiring at the annual meeting. Each Class I trustee was elected at the 2012 annual meeting and is serving a two-year term expiring at the 2014 annual meeting of shareholders. Generally, one full class of trustees is elected by the shareholders of the Company at each annual meeting.

The Board of Trustees, upon the recommendation of the Nominating and Corporate Governance Committee, nominated Hasu P. Shah, Dianna F. Morgan, Kiran P. Patel, and John M. Sabin for election at the annual meeting as Class II Trustees. Each of these nominees currently is serving as a Class II Trustee. If elected, these individuals will serve as Class II Trustees until the 2015 annual meeting of shareholders and until their successors are duly elected and qualified.

Unless you direct otherwise in the proxy card accompanying this proxy statement, the persons named as proxies will vote your proxy for all of the nominees named above. If any nominee becomes unavailable or unwilling to serve as a Class II Trustee, the persons named as proxies in the accompanying proxy card will vote your proxy for an alternate nominee that has been nominated by the Board of Trustees. Alternatively, the Board of Trustees may reduce the size of the Board of Trustees and the number of nominees standing for election as Class II Trustees at the annual meeting. Proxies will only be voted for the nominees named above or their alternates. Each nominee for election to the Board of Trustees as a Class II Trustee has indicated that he is willing to serve if elected. The Board of Trustees has no reason to doubt that any nominee for election will be unable or unwilling to serve if elected.

The Board of Trustees unanimously recommends a vote "FOR" each of the nominees for election as a Class II Trustee.

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SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires the Company's trustees, executive officers and persons who own more than 10% of any registered class of the Company's equity securities ("10% Holders") to report their ownership of common shares and any changes in ownership to the SEC. These persons are also required by SEC regulations to furnish the Company with copies of these reports. Based solely on a review of the copies of such reports received by the Company and on written representations from certain reporting persons that no reports were required, or if required, such reports were filed on a timely basis for those persons, the Company believes that all such forms have been filed on a timely basis.

CORPORATE GOVERNANCE

Trustee Independence

The Company is subject to the corporate governance standards of the NYSE. Under these standards, a majority of the members of the Board of Trustees must be independent. The Board of Trustees has determined that the following trustees and trustee nominees are independent in accordance with the corporate governance standards of the NYSE: Ms. Morgan and Messrs. Hutchison, Landry, Leven and Sabin. As a result, a majority of the Board of Trustees is independent.

Majority Voting For Trustees in Uncontested Elections

The Company's Bylaws provide for the election of trustees in uncontested elections by a majority of the votes cast. Under this standard, a majority of the votes cast means the number of votes cast "for" a trustee's election exceeds the number of votes cast "against" that trustee's election. The Bylaws continue to provide for the election of trustees by a plurality of the votes cast if the number of nominees exceeds the number of trustees to be elected (a contested election).

The Company's Bylaws include a trustee resignation policy, establishing procedures under which any incumbent trustee who fails to receive a majority of the votes cast in an uncontested election will be required to tender his or her resignation to the Board of Trustees for consideration. As provided in the Bylaws, the Board of Trustees will act on any such resignation, taking into account the Nominating and Corporate Governance Committee's recommendation, and publicly disclose (by a press release, a filing with the SEC or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the uncontested election results.

Meetings of the Board of Trustees; Executive Sessions

The Company's business is managed under the general direction of the Board of Trustees as provided by the Company's Bylaws and Maryland law. The Board of Trustees holds regular quarterly meetings during the Company's fiscal year and holds additional meetings as needed in the ordinary course of business. The Board of Trustees held a total of nine meetings during 2012. Each of the trustees attended at least 75% of the aggregate of (i) the total number of the meetings of the Board of Trustees and (ii) the total number of meetings of all committees of the Board on which the trustee then served.

The Company believes that it is important to promote open discussion among the independent trustees, and it schedules regular executive sessions in which those trustees meet without management and non-independent trustee participation. In 2012, the independent trustees met in executive session four times. Mr. Landry, who has been designated by the Board of Trustees as Lead Independent Trustee, chairs these executive sessions of the independent trustees.

Board Leadership Structure

The Board of Trustees believes that it is in the best interests of the Company that the roles of Chief Executive Officer and Chairman of the Board of Trustees be separated in order for the individuals to focus on their primary roles. The Company's Chief Executive Officer is responsible for setting the strategic direction for the Company and the day to day leadership and performance of the Company, while the Company's Chairman of the Board of Trustees provides guidance to the Company's Chief Executive Officer, presides over meetings of the full Board of Trustees and, together with the Lead Independent Trustee, sets the agenda for Board of Trustees meetings. In the future, the Board of Trustees may determine that it would be in the best interests of the Company to combine the roles of Chief Executive Officer and Chairman of the Board of Trustees.

To promote the independence of the Board of Trustees and appropriate oversight of management and to demonstrate the Company's commitment to strong corporate governance, the Board of Trustees designates an independent, non-employee trustee to serve as the Lead Independent Trustee. As noted above, the Board of Trustees has currently designated Mr. Landry as the Lead Independent Trustee. Mr. Landry is expected to continue serving in this capacity following the annual meeting. In addition to chairing all executive sessions of the independent trustees, the Lead Independent Trustee presides at all meetings of the Board of Trustees at which the Chairman of the Board, the Chief Executive Officer and the President and Chief Operating Officer are not present, has the authority to call meetings of the independent trustees and has such other duties as the Board of Trustees may determine from time to time. All interested parties may communicate with the Lead Independent Trustee by following the procedure described below under "—Communications with the Board of Trustees."

Risk Oversight

The Board of Trustees and its committees play an important role in the risk oversight of the Company. The Board of Trustees and its committees are involved in risk oversight through its direct decision-making authority with respect to significant matters and the oversight of management. The Board of Trustees (or the appropriate committee in the case of risks that are under the purview of a particular committee) administers its risk oversight function by receiving regular reports from members of senior management on areas of material risk to the Company, including operational, financial, legal, regulatory, strategic and reputational risks, and from the chairs of the Audit Committee and the Compensation Committee. In addition, the Board of Trustees administers its risk oversight function through the required approval by the Board of Trustees (or a committee thereof) of significant transactions and other decisions, including, among others, acquisitions and dispositions of properties, new borrowings, significant capital expenditures, refinancing of existing indebtedness and the appointment and retention of the Company's senior management.

While the Board of Trustees believes it is the job of the Company's senior management, including its Chief Executive Officer, to assess and manage the Company's exposure to risk, the Board of Trustees relies heavily on the Audit Committee and its Risk Sub-Committee to develop guidelines and policies to govern the process by which risk assessment and management is handled by the Company's senior management. The Audit Committee has a Risk Sub-Committee to assist the Audit Committee and the Board of Trustees in developing guidelines and policies related to risk assessment and management. The Risk Sub-Committee, which is chaired by Ms. Morgan, met four times in 2012. Senior management attended each meeting. Messrs. Landry and Sabin, both of whom serve on the Audit Committee, also serve on the Risk Sub-Committee. At each meeting of the Audit Committee, Ms. Morgan reports to the full Audit Committee on the discussions and findings of the Risk Sub-Committee and makes recommendations to the Audit Committee regarding steps the Company's senior management has taken to monitor and control major financial and other risk exposures. In addition, as discussed under "Compensation Discussion and Analysis—Compensation-Related Risk" below, the Compensation Committee meets with senior management to discuss compensation-related risks.

Committees of the Board of Trustees

The Board of Trustees presently has an Audit Committee, Compensation Committee, Acquisition Committee and a Nominating and Corporate Governance (NCG) Committee. The Board of Trustees may, from time to time, form other committees as circumstances warrant. These committees have authority and responsibility as delegated by the Board of Trustees.

Audit Committee

The Board of Trustees has a separately-designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Exchange Act. The current members of the Audit Committee are Mr. Sabin (Chair), Mr.

Hutchison, Mr. Landry and Ms. Morgan, all of whom meet the NYSE’s and the SEC’s standards of independence as currently in effect.

The Audit Committee is responsible for engaging the Company's independent auditors, reviewing with the independent auditors the plans and results of the audit engagement, approving professional services provided by the independent auditors, reviewing the independence and qualifications of the independent auditors, considering the range of audit and non-audit fees and reviewing the adequacy of the Company's internal accounting controls. The Audit Committee held eight meetings during 2012 and discussed relevant topics regarding financial reporting, auditing procedures and assessment and management of the Company's major financial and other risk exposures. The Board of Trustees has adopted a written charter for the Audit Committee, a current copy of which is available on the Company's website, www.hersha.com.

The Board of Trustees has determined that Mr. Sabin is an "audit committee financial expert" as that term is defined in the rules promulgated by the SEC pursuant to the Sarbanes-Oxley Act of 2002. See "Board of Trustees," for a list of the qualifications of Mr. Sabin. The Board of Trustees has also determined that each of the members of the Audit Committee is financially literate and at least one member of the Audit Committee has accounting or related financial management expertise, as such terms are interpreted by the Board of Trustees. For more information, please see "The Audit Committee Report" below.

Compensation Committee

The current members of the Compensation Committee are Mr. Hutchison (Chair), Mr. Leven, Ms. Morgan and Mr. Sabin, all of whom meet the NYSE's standards of independence as currently in effect. All of the members of the Compensation Committee are "non-employee" trustees within the meaning of Section 162(m) of the Code of 1986, as amended (the "Code"), and the applicable rules of the SEC and are "non-employee" trustees for the purposes of Rule 16b-3 under the Exchange Act. The Compensation Committee makes recommendations to the Board of Trustees with regard to compensation for the Company's executive officers and administers the Company's equity incentive plan. Subject to applicable law, the Compensation Committee may form and delegate its authority to subcommittees or executive officers when appropriate. The Compensation Committee held eight meetings during 2012 and discussed relevant topics regarding executive compensation and established a formal compensation plan for all officers and trustees. The Board of Trustees has adopted a written charter for the Compensation Committee, a current copy of which is available on the Company's website, www.hersha.com. For more information about the Compensation Committee, please see the "Compensation Discussion and Analysis" below.

Nominating and Corporate Governance (NCG) Committee

The current members of the NCG Committee are Mr. Leven (Chair), Mr. Landry, Ms. Morgan and Mr. Sabin, all of whom meet the NYSE's standards of independence as currently in effect . The NCG Committee recommends candidates for election as trustees and in some cases the election of officers. The NCG Committee also develops and recommends to the Board of Trustees a set of corporate governance guidelines and annually reviews these guidelines, considers questions of possible conflicts of interest of trustees and executive officers and remains informed about existing and new corporate governance standards mandated by the SEC and the NYSE. The NCG Committee held six meetings during 2012. The Board of Trustees has adopted a written charter for the NCG Committee, a current copy of which is available on the Company's website, www.hersha.com.

Acquisition Committee

The current members of the Acquisition Committee are Mr. Landry (Chair), Mr. Hutchison, Mr. Leven and Mr. Sabin, all of whom meet the NYSE's standards of independence as currently in effect. The Acquisition Committee establishes guidelines for acquisitions and dispositions to be presented to the Board of Trustees and leads the Board in its review of potential acquisitions and dispositions presented by management. The Acquisition Committee makes recommendations to the Board and senior management regarding potential acquisitions and dispositions and reviews due diligence reports prepared by management conducted on all potential acquisitions. The Acquisition Committee held four meetings during 2012. The Board of Trustees has adopted a written charter for the Acquisition Committee, a current copy of which is available on the Company's website, www.hersha.com.

Availability of Corporate Governance Documents

The Company makes available on its website, www.hersha.com, current copies of its corporate governance documents, including charters of the Audit, Compensation, NCG and Acquisition Committees, its Corporate Governance Guidelines and its Code of Ethics. The Company will post any future changes to these corporate governance documents on its website and may not otherwise publicly file such changes. The Company's regular filings with the SEC and its trustees' and executive officers' filings under Section 16(a) of the Exchange Act are also available on the Company's website.

Trustee Nominating Process

The NCG Committee performs the functions of a nominating committee and will actively seek, screen and recommend trustee candidates for nomination by the Board of Trustees, consistent with criteria approved by the Board of Trustees, including, without limitation, strength of character, maturity of judgment, independence, expertise in the hospitality industry, experience as a senior executive or with corporate strategy initiatives generally, diversity and the extent to which the candidate would fill a present need on the Board of Trustees. The NCG Committee Charter describes the Committee's responsibilities, including seeking, screening and recommending trustee candidates for nomination by the Board of Trustees.

The charter of the NCG Committee provides that the NCG Committee will consider shareholder recommendations for trustee candidates. Shareholders should submit any such recommendations for consideration by the NCG Committee through the method described under "—Communications with the Board of Trustees" below. In addition, in accordance with the Company's Bylaws, any shareholder of record entitled to vote for the election of trustees at the applicable meeting of shareholders may nominate persons for election to the Board of Trustees if such shareholder complies with the notice procedures set forth in the Bylaws and summarized in "—Shareholder Proposals and Nominations for the 2014 Annual Meeting" below.

The NCG Committee does not have a formal policy with respect to diversity; however, the Board of Trustees and the NCG Committee believe that it is important that the trustee candidates represent key and diverse skill sets. The NCG Committee evaluates each candidate's qualifications to serve as a member of the Board of Trustees based on his or her skills and characteristics, as well as the composition of the board as a whole. In addition, the NCG Committee will evaluate a candidate's independence and diversity, age, skills and experience in the context of the board's needs. In addition to considering incumbent trustees, the NCG Committee identifies trustee candidates based on recommendations from the trustees, shareholders, management and others. The NCG Committee may in the future engage the services of third-party search firms to assist in identifying or evaluating trustee candidates. No such firm was engaged in 2012.

Communications with the Board of Trustees

Shareholders and other interested parties who wish to communicate with the Board of Trustees or any of its committees may do so by writing to the Lead Independent Trustee, Board of Trustees of Hersha Hospitality Trust, c/o Corporate Secretary, 44 Hersha Drive, Harrisburg, Pennsylvania 17102. The Corporate Secretary will review all communications received. All communications that relate to matters that are within the scope of the responsibilities of the Board of Trustees and its committees are to be forwarded to the Lead Independent Trustee. Communications that relate to matters that are within the scope of responsibility of one of the Board committees are also to be forwarded to the Chairperson of the appropriate committee. Solicitations, junk mail and obviously frivolous or inappropriate communications are not to be forwarded, but will be made available to any non-management trustee who wishes to review them.

Trustee Attendance at the Annual Meeting

The Board of Trustees has adopted a policy regarding trustee attendance at the annual meeting which specifies that all trustees should attend the annual meeting. All of the trustees that served on the Board of Trustees at the time of the 2012 annual meeting of shareholders were in attendance.

Code of Ethics

The Board of Trustees has adopted a Code of Ethics that applies to all of the Company's trustees, executive officers and employees. The Code of Ethics is posted on the Company's website, www.hersha.com. The Company intends to satisfy the disclosure requirement under Item 5.05 of Form 8-K relating to amendments to or waivers from the Code of Ethics granted to the Company's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, and other executive officers by posting such information on the Company's website.

Compensation Committee Interlocks and Insider Participation

None of the members of the Compensation Committee was an officer or employee of the Company or any of its subsidiaries during 2012 or any prior period. No executive officer of the Company served as a member of the compensation committee or as a director of any company where an executive officer of such company is a member of the Compensation Committee or is a trustee of the Company.

TRUSTEE COMPENSATION

2012 Non-Management Trustee Compensation

In 2012, each non-management trustee was paid $30,000 for his or her service on the Board. In addition, the chair of the Audit Committee was paid $15,000. The chairs of the Acquisition Committee, the Compensation Committee and the NCG Committee were each paid an additional $7,500 and the chair of the Risk Sub-Committee was paid an additional $5,000. All of the non-management trustees were paid a $1,500 attendance fee for in-person and telephonic board meetings and a $1,000 attendance fee for in-person and telephonic committee meetings. The Company's Lead Independent Trustee was paid an annual fee of $10,000. As discussed in "Compensation Discussion and Analysis—Independent Compensation Consultant" below, the Compensation Committee engaged FPL Associates L.P. ("FPL") as its compensation consultant to assist it in reviewing and determining, among other things, the compensation paid to non-management trustees in 2012.

Non-management trustees may make a voluntary election to receive any portion of the annual cash retainer in the form of common equity valued at a 25% premium to the cash that would have been received, with the number of common shares issued in lieu of cash payments determined based on the per share volume weighted average trading price ("VWAP") of the Company's common shares on the NYSE for the 20 trading days prior to December 31, 2011, or $4.66 per share. These shares were issued on March 26, 2012. In addition, non-management trustees may make a voluntary election to receive any portion of the fees received for meeting attendance and service as Lead Independent Trustee or a committee or sub-committee chair in the form of common equity valued at a 25% premium to the cash that would have been received, with the number of common shares issued in lieu of cash payments determined based on the per share VWAP of the Company's common shares on the NYSE for the 20 trading days prior to December 28, 2012, or $4.82 per share. These shares were issued on December 28, 2012.

On June 5, 2012, each non-management trustee serving the Company on that date received a multi-year stock award for 1,800 restricted common shares which vest 33% on December 31, 2012, 33% on December 31, 2013, and 33% on December 31, 2014 (subject to continued service on each vesting date). On June 5, 2012 and December 28, 2012, the Company's non-management trustees received semi-annual grants of fully vested common shares that were issued under the Company's 2012 Equity Incentive Plan. Each grant had a value equal to approximately $22,500. To determine the number of common shares subject to each grant, the dollar amount of the grant was divided by the VWAP for the Company's common shares for a 20-trading day period prior to June 1, 2012 and December 28, 2012 and then rounded to the nearest 100 common shares. The 20-day VWAP used for the grant on June 5, 2012 was

$5.36, resulting in a grant of 4,200 fully vested common shares with a grant date fair value of $20,958 to Messrs. Elsztain, Hutchison, Landry, Leven, Patel and Sabin and Ms. Morgan. The 20-day VWAP used for the grant on December 28, 2012 was $4.82, resulting in a grant of 4,700 fully vested common shares with a grant date fair value of $23,171 to Messrs. Hutchison, Landry, Leven, Patel and Sabin and Ms. Morgan.

The Company reimburses all trustees for their reasonable out-of-pocket expenses incurred in connection with their service on the Board of Trustees. The Compensation Committee has determined that any executive officer who serves on the Board of Trustees will not receive any fees for service on the Board of Trustees.

The following table presents information relating to compensation of the non-management trustees for the fiscal year ended December 31, 2012:

Name	Fees Earned or Paid in Cash ($)	Stock Awards(1) ($)	Total ($)
Thomas S. Capello (2)	37,144	24,950	62,094
Daniel R. Elsztain (3)	39,164	20,958	60,122
Thomas J. Hutchison III	1,952	152,582	154,534
Donald J. Landry	43,978	110,518	154,496
Michael A. Leven (4)	25,966	53,111	79,077
Dianna F. Morgan	76,504	53,111	129,615
Kiran P. Patel	36,504	53,111	89,615
John M. Sabin	95,254	53,111	148,365

(1) See table below for additional disclosure of stock awards issued to non-management trustees.

(2) Mr. Capello elected not to stand for re-election at the 2012 annual meeting and his service to the Board of Trustees ceased on May 24, 2012.

(3) Mr. Elsztain resigned from the Board of Trustees on December 3, 2012. The 1,800 restricted common shares granted on June 5, 2012 and the 8,047 restricted common shares granted on March 26, 2012 based on Mr. Elsztain's election to receive his annual retainer in common shares were forfeited by Mr. Elsztain. At the time of his resignation, Mr. Elsztain received a cash payment for a pro rata portion of his annual retainer for his service to the Board of Trustees in 2012.

(4) Mr. Leven was elected to the Board of Trustees at the Company's 2012 annual meeting.

The following table presents information relating to stock awards included in the compensation of the non-management trustees for the fiscal year ended December 31, 2012:

			Shares Elected in Lieu of Cash Board Fees			
Name	Semi-Annual Share Grants (1) ($)	Multi-Year Share Award Grant (2) ($)	Annual Retainer(3) ($)	Lead Director and Committee Chair(4) ($)	Meeting Attendance(5) ($)	Total ($)
Thomas S. Capello (6)	24,950	-	-	-	-	24,950
Daniel R. Elsztain (7)	20,958	-	-	-	-	20,958
Thomas J. Hutchison III	44,129	8,982	43,856	9,589	46,026	152,582
Donald J. Landry	44,129	8,982	21,931	11,186	24,290	110,518
Michael A. Leven	44,129	8,982	-			53,111
Dianna F. Morgan	44,129	8,982	-	-	-	53,111
Kiran P. Patel	44,129	8,982	-	-	-	53,111
John M. Sabin	44,129	8,982	-	-	-	53,111

(1) Represents the aggregate grant date fair value of semi-annual share grants computed in accordance with FASB ASC 718. Common shares granted pursuant to these awards are fully vested on the grant date. The grant date fair value of the common shares granted on June 5, 2012 equals the number of common shares granted (4,200 common shares) multiplied by the closing common share price of $4.99 on the NYSE on the date of the grant. The grant date fair value of the common shares granted on December 28, 2012 equals the number of common shares granted (4,700 common shares) multiplied by the closing common share price of $4.93 on the NYSE on the date of the grant.

(2) Represents the aggregate grant date fair value of multi-year share awards computed in accordance with FASB ASC 718. The grant date fair value of the restricted common shares granted on June 5, 2012 equals the number of common shares granted (1,800 restricted common shares) multiplied by the closing common share price of $4.99 on the NYSE on the date of the grant.

(3) Represents the aggregate grant date fair value of shares elected to be received in lieu of all or a portion of a trustee's annual retainer computed in accordance with FASB ASC 718. The grant date fair value of the restricted common shares granted on March 26, 2012 equals the number of common shares granted multiplied by the closing common share price of $5.45 on the NYSE on the date of the grant. The following trustees received shares by making this election: Mr. Hutchison (8,047 shares) and Mr. Landry (4,024 shares).

(4) Represents the aggregate grant date fair value of shares elected to be received in lieu of all or a portion of a trustee's Lead Director, Committee Chair fees computed in accordance with FASB ASC 718. The grant date fair value of the restricted common shares granted on December 28, 2012 equals the number of common shares granted multiplied by the closing common share price of $4.93 on the NYSE on the date of the grant. The following trustees received shares by making this election: Mr. Hutchison (1,945 shares) and Mr. Landry (2,269 shares).

(5) Represents the aggregate grant date fair value of shares elected to be received in lieu of all or a portion of a trustee's meeting attendance fees computed in accordance with FASB ASC 718. The grant date fair value of the restricted common shares granted on December 28, 2012 equals the number of common shares granted multiplied by the closing common share price of $4.93 on the NYSE on the date of the grant. The following trustees received shares

by making this election: Mr. Hutchison (9,336 shares) and Mr. Landry (4,927 shares).

(6) Represents the aggregate grant date fair value of 5,000 shares awarded on June 5, 2012 in acknowledgement of Mr. Capello's service as a trustee since the Company's inception, computed in accordance with FASB ASC 718. The grant date fair value of the restricted common shares granted on December 28, 2012 equals the number of common shares granted multiplied by the closing common share price of $4.93 on the NYSE on the date of the grant.

(7) Mr. Elsztain resigned from the Board of Trustees on December 3, 2012. Amount represents the aggregate grant date fair value of semi-annual share grants computed in accordance with FASB ASC 718. The grant date fair value of the common shares granted on June 5, 2012 equals the number of common shares granted (4,200 common shares) multiplied by the closing common share price of $4.99 on the NYSE on the date of the grant.

2013 Non-Management Trustee Compensation

On December 5, 2012, the Compensation Committee, based on the recommendations of FPL, approved the Company's 2013 compensation program for non-management trustees, effective as of January 1, 2013. The compensation program includes:

Annual Retainer – Non-management trustees will receive an annual retainer of $50,000.

Lead Director and Committee Chair Fees – For service in the capacity of Lead Director or committee chairperson, non-management trustees will receive an annual fee in the following amount:

Lead Director	$20,000
Audit Committee Chair	$20,000
Risk Sub-Committee Chair	$10,000
Compensation Committee Chair	$15,000
Nominating & Corporate Governance Chair	$10,000
Acquisition Committee Chair	$10,000

Committee Membership Fees – For service as a member of the Board's committees, non-management trustees, including committee chairpersons, will receive a fee in the following annual amount:

Acquisition Committee	$7,500
Audit Committee	$10,000
Risk Sub-Committee	$7,500
Compensation Committee	$10,000
Nominating & Corporate Governance Committee	$7,500

Annual Share Based Compensation – Each of the Company's non-management trustees will receive a semi-annual grant of common shares, each equal to a value to approximately $30,000. The number of shares issued for each fully vested grant will be determined based on the per share VWAP of the Company's common shares on the NYSE for the 20 trading days prior to the grant date.

Multi-year Share Based Compensation – On December 28, 2012, each non-management trustee received 2,000 restricted common shares which vest 33% on December 31, 2013, 33% on December 31, 2014, and 33% on December 31, 2015 (subject to continued service on the vesting date).

Trustees may make a voluntary election to receive any portion of the annual retainer, lead director and committee chair fees, and committee membership fees in the form of common equity valued at a 25% premium to the cash that would have been received.

Non-management Trustees are required maintain share ownership of at least five times their annual retainer and have three years from the date they are appointed to comply with share ownership quidelines.

COMPENSATION DISCUSSION AND ANALYSIS

The Compensation Discussion and Analysis ("CD&A") section of this proxy statement explains the type and amount of compensation provided to the Company's "named executive officers" ("NEOs") in 2012, as well as the principles and processes that the Compensation Committee of the Board of Trustees follows in determining such compensation. The NEOs consist of the Company's Chief Executive Officer, the Company's Chief Financial Officer and the Company's three other most highly paid executive officers as of December 31, 2012.

The NEOs for 2012 are as follows:

Hasu P. Shah, the Company's Chairman of the Board;
Jay H. Shah, the Company's Chief Executive Officer;
Neil H. Shah, the Company's President and Chief Operating Officer;
Ashish R. Parikh, the Company's Chief Financial Officer; and
Michael R. Gillespie, the Company's Chief Accounting Officer.

Executive Summary

The Company is a self-advised real estate investment trust that owns interests in 63 hotels in major urban gateway markets including New York, Washington D.C., Boston, Philadelphia, Los Angeles and Miami totaling 9,129 rooms. The Company invests primarily in institutional grade hotels in central business districts, primary suburban office markets and stable destination and secondary markets in the Northeastern United States, Florida and select markets on the West Coast. The Company's primary strategy is to continue to acquire high quality, upscale, mid-scale and extended-stay hotels in metropolitan markets with high barriers to entry in the Northeastern United States, Florida and other markets with similar characteristics.

The objective of the Company's executive compensation program is to attract, retain and motivate experienced and talented executives who can help maximize stockholder value. The Company believes that a significant portion of the compensation paid to executive officers should be closely aligned with the Company's performance on both a short-term and long-term basis. In addition, a significant portion of compensation should be in the form of equity in the Company to more fully align the interests of the Company's executives and its common shareholders and to mitigate any risks associated with pay for performance components of our compensation program.

Pay for Performance

Pay for performance is an important component of our compensation philosophy. Consistent with this focus, the Company's executive compensation program includes annual cash incentives, annual equity incentives and multi-year equity incentives.

Annual cash incentives are provided under the Company's Annual Cash Incentive Program ("Annual CIP") to all of the NEOs other than our Chairman, Mr. Hasu Shah. The purpose of the program is to reward achievement of annual goals and objectives and to provide at-risk, comprehensive pay opportunities linked to individual and company-wide performance on an annual basis. Eighty percent of the cash incentive is based on the achievement of Company-wide operational and financial goals, including the achievement of adjusted funds from operations ("AFFO") targets, AFFO multiple targets and fixed charge coverage ratio targets. The remaining 20% of the cash incentive is based on the achievement by each NEO of individual-specific operational and strategic goals.

Annual and multi-year equity incentives are provided under the Company's Annual Long-Term Incentive Program (the "Annual LTIP") and Multi-Year Long-Term Incentive Program (the "Multi-Year LTIP"). Consistent with prior years, the

Company must achieve certain financial performance goals during the performance period in order for Annual LTIP awards to be earned by the NEOs.

Under the Annual LTIP, performance is measured based on the Company's achievement of absolute and relative RevPAR growth. In addition, the Compensation Committee has discretion under the Annual LTIP to grant equity awards to the NEOs based on how the NEOs individually and as a group effected transactions that continued the transformation of the Company's portfolio and continued to strengthen the Company's financial position.

During the past several years, the Company has been focused on transforming its portfolio through strategic acquisitions and dispositions, improving its balance sheet and strategically accessing capital markets. Accomplishments in the year ended December 31, 2012 include, among other things, the following:

Achieved consolidated portfolio RevPAR growth of 8.1% consisting of average daily rate ("ADR") growth of 5.5% and occupancy growth of 182 basis points. This RevPAR growth, according to publicly available information, was 240 basis point higher than the median RevPAR growth for the 2012 Peer Group identified in "—Process for Determining Executive Compensation" below.

Reported AFFO of $0.38 per common share and common unit of limited partnership interest ("partnership unit") (or $0.44 per common share and partnership unit after adjustments for the issuance of 24 million common shares in May 2012 and to add back the impact of uncontrollable delays in development projects during the first quarter of 2012 caused by Hurricane Sandy.

Achieved EBITDA margins for the consolidated hotel portfolio of 40.4% which, according to publicly available information, was approximately 1,150 basis points above the median for the 2012 Peer Group identified in "—Process for Determining Executive Compensation" below.

Completed $28 million of renovation and return on investment projects at 17 hotel properties to better position the Company for the lodging cycle recovery.

Commenced development work on two new projects in Miami and New York City with a total value of approximately $125 million.

Accessed equity capital markets, raising approximately $134 million in gross proceeds from the sale of the Company's common shares at a discount of 1.6% to the previous day's closing price, one of the narrowest discounts for public equity raises in the lodging industry for 2012.

Refinanced or entered into $146 million of new debt financing on four properties.

Entered into a $550 million unsecured credit facility that allows the Company to significantly reduce its cost of capital by lowering its weighted average borrowing costs, saving approximately $2.5 million annually.

Continued to reposition the portfolio by focusing on the acquisition of hotels in high barrier to entry and major urban markets, including the acquisition of one hotel in Boston and one hotel in Philadelphia. In addition, we acquired the remaining interest in two hotels in June and August 2012 for which we had an unconsolidated joint venture interest.

Simplified the Company's capital structure by purchasing our joint venture partner's interest in two hotels and sold four joint venture assets reducing our forecasted EBITDA contribution from joint ventures to less than 10% for future periods.

Recycled capital by closing on the sale of 18 hotels in secondary and tertiary markets that the Company determined to be non-core.

Based on these and other measures specified in the Annual CIP and the Annual LTIP, the Company awarded the NEOs the performance-based compensation more fully described below under "—Annual Cash Incentive Program" and "—Annual Long-Term Incentive Program for 2012."

Under the Multi-Year LTIP, performance is measured based on the Company's achievement of absolute and total shareholder return relative to a predetermined peer group over a period that began on January 1, 2010 and concluded on December 31, 2012.

Stockholder Interest Alignment

We believe that our Annual LTIP and Multi-Year LTIP further enhance long-term shareholder value by incentivizing long-term performance and aligning the interests of the NEOs and the shareholders. In addition, paying a significant portion of an NEO's compensation in the form of restricted equity awards mitigates potential risks associated with pay-for-performance elements of compensation and is a helpful tool in retaining senior executives. Therefore, equity is a key component of the Company's executive compensation program, with annual equity awards ranging between 28% and 66% of the total compensation paid to or earned by the NEOs in 2012. All equity awards granted to the NEOs in 2012 were in the form of restricted common shares that once earned based on prior performance subsequently vest over time and therefore have a retention element once such shares have been earned. Before these shares are earned, as described above, significant value is at risk for the NEOs.

Compensation and Corporate Governance

The Compensation Committee believes that solid corporate governance should be reinforced through the Company's executive compensation programs.

As described under "—Contractual Arrangements" below, in early 2012, the Company amended the employment agreements with each applicable NEO:

- to eliminate all "gross-up" or indemnification payments to cover excise tax imposed on the applicable executive under Section 280G and Section 4999 of the Internal Revenue Code of 1986; and
- to reduce the change of control bonus payable to no more than 2.99 times the CEO and President's annual compensation.

As described under "—Stock Ownership Guidelines" below the Company has formal stock ownership guidelines that require:

- the Company's non-management trustees to own Company shares equal in value to at least five times the annual cash retainer paid to non-management trustees;
- the Company's executive officers to own Company shares equal in value to a multiple of such executive's base salary as follows: Chairman of the Board (4 times); Chief Executive Officer (6 times); President and Chief Operating Officer (6 times); Chief Financial Officer (3 times); and Chief Accounting Officer and all other executive officers (1 times); and
- the Company's executive officers to own Company shares received from vesting of share awards for a minimum of one year after the vesting date.

Additionally the Company has adopted the following policies with regard to share ownership and compensation that are intended to promote good corporate governance:

- hedging of Company shares is prohibited
- the Company may recover all or a portion of incentive compensation when an executive is found to have engaged in misconduct that results in a restatement.

Compensation Principles

The Compensation Committee designs and oversees the Company's compensation policies and approves compensation for the NEOs. Each year, the Compensation Committee's goal is to create an executive compensation program for the NEOs that is linked to the creation of shareholder value. To accomplish this goal, the executive compensation program for the NEOs is designed to:

- Support the Company's business strategy—The Compensation Committee seeks to align executive compensation programs for the NEOs with business strategies focused on long-term growth and sustained shareholder value. The programs are designed to motivate the NEOs to overcome challenges and exceed company goals.
- Pay for performance—The Compensation Committee places a large portion of the NEOs' pay "at risk" and dependent upon the achievement of specific corporate and individual performance goals. The Company pays higher compensation when goals are exceeded and lower compensation when goals are not met.
- Pay competitively—The Compensation Committee sets target compensation to be competitive with its peer group. We set "maximum" objectives that if achieved may place the compensation paid to the NEOs above the median compared to the peer group.

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Compensation Objectives

In designing the executive compensation programs for the NEOs, the objectives are to:

- drive superior business and financial performance by designing programs that motivate the NEOs to achieve or exceed goals within their control;
- attract, retain and motivate the right people in the right job by rewarding NEOs that perform at a high level;
- align the long-term interests of the NEOs and the shareholders by building significant ownership of common shares into our annual and multi-year equity incentive programs;
- focus on long-term results, such as total shareholder return; and
- create a balanced executive compensation program that utilizes elements that discourage excessive risk taking.

Independent Compensation Consultant

The Compensation Committee engaged FPL during 2012 as its independent compensation consultant. FPL advised the Compensation Committee on the design of the Company's executive compensation program for 2012 and the amounts the Company should pay to the Chief Executive Officer and the other NEOs. FPL also provided the Compensation Committee with information on executive compensation trends, best practices and advice for potential improvements to the Company's executive compensation program. In addition, FPL advised the Compensation Committee on the design of the compensation program for the Company's non-employee trustees.

FPL does no work for management, receives no compensation from the Company other than for its work in advising the Compensation Committee and maintains no other economic relationships with the Company or any of its affiliates. From time to time, FPL receives input from the Company's Chief Executive Officer regarding the Company's strategic goals and the manner in which the executive compensation program should support these goals.

Process for Determining Executive Compensation

The Compensation Committee structures executive compensation for the NEOs so that total targeted annual compensation opportunities are competitive with comparable positions at companies considered to be the Company's peers. The Compensation Committee intends for the level of compensation for the NEOs to be competitive with the compensation offered by publicly held companies that are comparable to the Company with regard to size (based on total assets and market capitalization) and industry focus (publicly trading lodging companies, including REITs). The Compensation Committee believes this allows the Company to successfully attract and retain the high quality executive talent critical to the Company's long-term success.

In setting executive compensation for the NEOs in 2012, the Compensation Committee considered levels of compensation paid by the following group of publicly traded lodging companies (“2012 Peer Group”):

Company	Total Assets as of December 31, 2011	Market Capitalization as of December 31, 2011
Ashford Hospitality Trust ("AHT")	$3.6 billion	$544 million
Chatham Lodging Trust ("CLDT")	$0.5 billion	$149 million
Chesapeake Lodging Trust ("CHSP")	$1.0 billion	$497 million
DiamondRock Hospitality Company ("DRH")	$2.8 billion	$1,615 million
FelCor Lodging Trust Incorporated ("FCH")	$2.4 billion	$379 million
LaSalle Hotel Properties ("LHO")	$2.8 billion	$1,995 million
Pebblebrook Hotel Trust ("PEB")	$1.4 billion	$974 million
RLJ Lodging Trust ("RLJ")	$3.3 billion	$1,789 million
Strategic Hotels & Resorts, Inc. ("BEE")	$2.1 billion	$997 million
Sunstone Hotel Investors, Inc. ("SHO")	$3.1 billion	$956 million
25th Percentile	$1.6 billion	$509 million
50th Percentile	$2.6 billion	$965 million
75th Percentile	$3.0 billion	$1,461 million
Hersha Hospitality Trust (“HT”)	$1.6 billion	$829 million

The Compensation Committee, with input from management and the Compensation Committee’s outside independent compensation consultant, which was FPL in 2012, annually reviews the companies included in the peer group. Accordingly, the Compensation Committee may add or eliminate companies based on factors the Compensation Committee deems relevant. The primary criteria evaluated in the selection of the peer group include similarity of business strategy, scope of operations, total market capitalization and total assets. The Compensation Committee excluded certain lodging-focused, self-managed equity REITs that were larger and smaller than the companies named above in terms of total assets and market capitalization, such as Host Hotels & Resorts, Inc., Summit Hotel Properties, Inc. and Supertel Hospitality, Inc. For compensation programs directly attributed to 2012 performance, the Compensation Committee added RLJ Lodging Trust, a lodging-focused, self-managed equity REIT which became public in late 2011, since its operating results, total assets, and market capitalization are now comparable to those of lodging REITs that have longer operating histories.

In order to provide competitive executive compensation, the Compensation Committee seeks to provide total targeted annual compensation opportunities that approximate the 50th percentile of the peer group. Actual total compensation for any given year may be paid above or below the median for the peer group. Based on information provided to the Compensation Committee by FPL as of March 2011, the Compensation Committee determined that the total targeted annual compensation opportunity for each of the NEOs was competitive compared to the 2012 Peer Group.

The following table shows each element of the total annual compensation for 2011 for each NEO compared to the same information for the 2012 Peer Group:

Executive	Benchmark	Base Salary	Non-Equity Incentive	Equity Incentive	Total Annual Compensation
Hasu P. Shah	Chairman	3rd of 3	3rd of 3	2nd of 3	2nd of 3
Jay H. Shah	CEO	7th of 11	6th of 11	6th of 11	7th of 11
Neil H. Shah	COO	2nd of 7	2nd of 7	2nd of 7	2nd of 7
Ashish R. Parikh	CFO	3rd of 11	5th of 11	7th of 11	7th of 11
Michael R. Gillespie	CAO	2nd of 4	3rd of 4	3rd of 4	3rd of 4

Although the Compensation Committee seeks to provide total targeted annual compensation opportunities that approximate the 50th percentile of the 2012 Peer Group, the Compensation Committee does not rely exclusively on the 2012 Peer Group data in establishing target levels of compensation and does not have a rigid or formulaic process with regard to using peer data to set target levels of compensation (for example, assigning specific weights or values to each member of the 2012 Peer Group). Instead, the Compensation Committee uses the 2012 Peer Group data as one of many tools to assist the Compensation Committee. Survey information provided by FPL to the Compensation Committee assists the Compensation Committee in confirming the validity of the market competitiveness of the Company's executive compensation program and provides broader context to the 2012 Peer Group data, as well as provide data for positions where data for the 2012 Peer Group is not available from public filings with the SEC. In setting total target annual compensation opportunities for each NEO, the Compensation Committee considers the following factors:

- the competitive data (2012 Peer Group and survey data), focusing on the median of the data as a starting point;
- each NEO's past and continuing performance;
- each NEO's scope of responsibility and impact on the Company's performance and contribution to its long-term success;
- internal equity (i.e., an NEO's compensation levels relative to his or her peers, direct reports and supervisors);
- the Chief Executive Officer's recommendations for the other NEOs; and
- the views of the members of the Compensation Committee and the other members of the Board of Trustees on individual contribution based upon routine interaction with the NEOs on corporate and public reporting matters.

In making executive compensation determinations, the Compensation Committee generally considers the results of the most recent shareholder advisory vote on executive compensation. At the Company's 2012 annual shareholder meeting, approximately 97% of our shareholders approved, on an advisory basis, the Company's executive compensation with a vote of 126,406,471 shares "for", 4,008,460 shares "against", 76,804 shares "abstained" and 30,193,994 broker non-votes. The Compensation Committee also considered input received by investors and third party sources outside of the actual vote but in connection with the 2012 annual meeting. The Compensation Committee viewed the strong vote in favor of the Company's executive compensation as a validation of its compensation philosophy, including its emphasis on pay for performance and equity based compensation.

In summary, the Compensation Committee's process for setting total targeted annual compensation opportunities employs a flexible approach that responds to and adjusts for the evolving business environment. The Compensation Committee believes this approach permits the Company to respond to dynamics in the market for executive talent and provides the Company with flexibility in maintaining and enhancing the NEOs' engagement, focus, motivation and enthusiasm for the Company's long-term growth and sustained shareholder value.

Each of the NEOs' performance is evaluated in light of the Company's overall performance (as described in greater detail below) and non-financial goals and strategic objectives approved by the Committee and the Board of Trustees. For 2012, the Compensation Committee believed annual base salary and benefits when added to the potential variability of the annual cash and equity incentive programs and the multi-year equity incentive program provided an appropriate mix of financial security, risk and reward.

Interaction with Management

Our Compensation Committee regularly meets in executive sessions without management present. Executives generally are not present during Compensation Committee meetings, except, when requested, our Chief Executive Officer does attend all or part of certain Compensation Committee meetings. Our Chief Executive Officer, considering each of the performance factors outlined below under "Components of Executive Compensation," annually reviews the compensation for each named executive officer and makes recommendations to our Compensation Committee regarding any proposed adjustments. Recommendations, if any, for interim modifications to salaries are also based on the factors outlined above and are made by the Chief Executive Officer to the Compensation Committee. Final compensation decisions are ultimately made in the sole discretion of the Compensation Committee.

Components of Executive Compensation

In 2012, the components of executive compensation consisted of the following:

- base salary;
- annual incentives (cash bonuses);
- long-term incentives (annual and multi-year); and
- benefits.

Base Salary

Base salary provides the NEOs with a basic level of financial security and promotes the Compensation Committee's objectives by attracting and retaining top talent. Base salary increases for the Company's Chief Executive Officer are determined by the Compensation Committee and approved by the Board of Trustees. Base salary increases for the other NEOs are recommended by the Company's Chief Executive Officer and are subject to review and approval by the Compensation Committee.

In order to bring target total compensation for each of the NEOs closer to the median of the 2012 Peer Group, the Compensation Committee increased 2012 base salaries for the NEOs by between 7.5% and 8.7% over 2011 levels. Base salaries for the NEOs are as follows:

	2011 Base Salary	2012 Base Salary	Increase ($)	Increase (%)
Hasu P. Shah	$ 200,000	$ 215,000	$ 15,000	7.5 %
Jay H. Shah	$ 600,000	$ 650,000	$ 50,000	8.3 %
Neil H. Shah	$ 575,000	$ 625,000	$ 50,000	8.7 %
Ashish R. Parikh	$ 375,000	$ 405,000	$ 30,000	8.0 %
Michael R. Gillespie	$ 250,000	$ 270,000	$ 20,000	8.0 %

Following the increases, the Compensation Committee is satisfied that each NEO's base salary for 2012 was reasonable and appropriate based on each NEO's responsibilities and performance.

Annual Cash Incentive Program ("Annual CIP")

The purpose of the Annual CIP is to reward achievement of annual goals and objectives and provide at-risk, comprehensive pay opportunities linked to individual and company-wide performance on an annual basis. Each year, management proposes and the Compensation Committee evaluates and finalizes the annual goals and objectives, which are subsequently approved by the Board of Trustees. By using goals and objectives thoroughly reviewed by the

Board of Trustees, the Compensation Committee rewards participants for achieving performance levels that management has identified and the Board of Trustees are critical to creating and sustaining long-term shareholder value.

The Compensation Committee believe the Annual CIP provides the NEOs other than Mr. Hasu Shah, who has not historically participated in the program, with an incentive to excel at their individual job function and area of expertise in a manner that contributes to overall Company-wide performance, and to further align the financial interests of the participating NEOs with those of shareholders. The selected performance criteria include Company-wide performance goals and specific performance goals related to the job function of each participating NEO.

Key features of the Annual CIP include the following:

a primary emphasis on (1) sustained Company-wide financial growth as measured by such metrics as adjusted funds from operations ("AFFO") per share, an AFFO multiple (defined as the closing sale price of the Company's common shares as reported by the NYSE on December 30, 2012 divided by AFFO per share for the year ended December 31, 2012), and (2) financial flexibility and balance sheet strength as measured by a fixed charge coverage ratio;

a structured approach to determine awards by measuring against pre-established metrics; and

the recognition of individual leadership achievements and contributions of participants by making a portion of the award subject to individual-specific performance goals.

The Compensation Committee, in conjunction with the Chief Executive Officer, reviews the annual cash incentive awards. Annual cash incentive awards are based on an evaluation of the performance, level of responsibility and leadership of the named executive officer in relation to overall corporate results.

For 2012, the Compensation Committee established the following mix of Company performance measures for the Annual CIP:

Component/Metric	Weighting
AFFO per share	30%
AFFO multiple	30%
Fixed charge coverage ratio	20%
Individual-specific performance objectives	20%

The following table summarizes the threshold, target and maximum levels of performance for each of the company-specific performance measures under the Annual CIP and the level of performance the Company achieved in 2012:

Component/Metric	Threshold	Target	Maximum	Actual 2012 Performance
AFFO per share(1)	$0.39 per share	$0.44 per share	$0.48 per share	$0.44 per share(2)
AFFO multiple(1)	11.5x	12.0x	12.5x	12.7x
Fixed charge coverage ratio(3)	1.65x	1.80x	1.95x	2.10x
Individual-specific performance objectives(4)	N/A	N/A	N/A	Met

(1) AFFO per share and the AFFO multiple are determined by calculating calculated funds from operations ("FFO") applicable to common shares and partnership units in accordance with the April 2002 National Policy Bulletin of the National Association of Real Estate Investment Trusts ("NAREIT"), which the Company refers to as the "White Paper." The White Paper defines FFO as net income (loss) (computed in accordance with GAAP) excluding extraordinary items as defined under GAAP and gains or losses from sales of previously depreciated assets, plus

certain non-cash items, such as loss from impairment of assets and depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures. Management's interpretation of the NAREIT definition is that minority interest in net income (loss) should be added back to (deducted from) net income (loss) as part of reconciling net income (loss) to FFO. Management calculated AFFO, which reflects FFO in accordance with the NAREIT definition further adjusted by: (i) adding back write-offs of deferred financing costs on debt extinguishment, both for consolidated and unconsolidated properties; (ii) adding back amortization of deferred financing costs; (iii) making adjustments for the amortization of original issue discount/premium; (iv) adding back non-cash stock expense; (v) adding back acquisition and terminated transaction expenses; (vi) adding back FFO attributed to the Company's partners in consolidated joint ventures; and (vii) making adjustments to ground lease payments, which are required by GAAP to be amortized on a straight-line basis over the term of the lease, to reflect the actual lease payment.

(2) As reported, AFFO per common share and partnership unit was $0.38 for the year ended December 31, 2012. AFFO per common share and partnership unit of $0.44, for purposes of determining payouts under the Annual CIP, includes adjustments resulting from our common share offering in May 2012 and to add back the impact of uncontrollable delays in development projects during 2012 caused by Hurricane Sandy.

(3) Calculated as (i) consolidated adjusted earnings before income tax, depreciation and amortization ("Adjusted EBITDA"), divided by (i) the sum of (A) interest expense, plus (B) preferred share distributions. The Company's interpretation of Adjusted EBITDA is that EBITDA derived from its investment in unconsolidated joint ventures should be added back to net income (loss) as part of reconciling net income (loss) to Adjusted EBITDA. In addition, Adjusted EBITDA is adjusted to (i) add back write-offs of deferred financing costs on debt extinguishment, both for consolidated and unconsolidated properties; (ii) adding back non-cash stock expense; (iii) adding back impairment related expenses; and (iv) making adjustments to ground lease payments, which are required by GAAP to be amortized on a straight-line basis over the term of the lease, to reflect the actual lease payment.

(4) For purposes of the Annual CIP, the Compensation Committee utilized the following individual-specific performance objectives, which are the same objectives used for the 2009 and 2010 program:

Chief Executive Officer and Chief Operating Officer:

- meet with each of the top ten institutional investor accounts at least once in 2012;
- meet with the sales force of two different broker-dealers with significant retail customer bases in an effort to increase interest in the ownership of the Company's common shares; and
- completion of each subordinate's position-specific performance goals outlined below.

Chief Financial Officer and Chief Accounting Officer:

- complete all SEC filings on a timely basis and maintain full compliance with SEC rules and regulations;
- receive an unqualified opinion on the effectiveness of the Company's internal controls over financial reporting in connection with KPMG LLP's audit of the same; and
- have the Chief Accounting Officer accompany the Chief Executive Officer, the Chief Operating Officer and/or the Chief Financial Officer on at least four investor or lender meetings.

The Compensation Committee chose the performance targets described above to align the Annual CIP with the Company's 2012 goals and objectives as established by management and the Board of Trustees. The Compensation Committee chose the relative weights of the performance measures based on the Compensation Committee's desire to emphasize financial results while maintaining a focus on non-financial initiatives.

The Compensation Committee believes AFFO per share, an AFFO multiple and a fixed charge coverage ratio are appropriate and effective measures of annual Company-wide performance. The threshold level for each performance measure was set based on a level of performance that was believed to be achievable in order to motivate and retain the participating NEOs. The target level for each performance measure was set based on a level of performance that was believed to be aggressive, but obtainable. The maximum level for each performance measure was set based on a level of performance that was believed to be realizable, but only as a result of exceptional performance.

The Compensation Committee may take into account extraordinary, unusual or infrequently occurring events and transactions to adjust the performance goals used to determine whether or not the components of the Annual CIP are met. For example, the Compensation Committee may take into account effects of items that were not foreseen or contemplated when the performance goals were set by backing out the impact of such events on the performance goals being measured.

The Compensation Committee also retains the right to exercise discretion to reduce an incentive payout to ensure that payouts from the plan produce their desired result. The use of discretion was especially important at the time the performance measures were established. If the threshold is not achieved, the NEO could receive no Annual CIP payout.

The participating NEOs satisfied each of the individual-specific performance objectives described above. As a result, each of the participating NEOs was awarded the maximum cash bonus under each component of the Annual CIP with the exception of AFFO per share, which was awarded at the target level of performance. The following table indicates the amounts the participating NEOs may earn for threshold, target and maximum performance and the amount of the cash bonuses that were earned:

	Threshold (as a % of 2012 base salary)	Target (as a % of 2012 base salary)	Maximum (as a % of 2012 base salary)	Actual Bonus Earned (in dollars)	Actual Bonus Earned (as a % of 2012 base salary)
Jay H. Shah	75 %	100 %	150 %	$ 877,500	135 %
Neil H. Shah	75 %	100 %	150 %	$ 843,750	135 %
Ashish R. Parikh	50 %	75 %	125 %	$ 445,500	110 %
Michael R. Gillespie	25 %	50 %	75 %	$ 182,250	68 %

Annual Long-Term Incentive Program for 2012 (“Annual LTIP”)

The Compensation Committee adopted the Annual LTIP for the NEOs, pursuant to which the NEOs are eligible to earn equity awards in the form of stock awards or performance share awards. The Compensation Committee believes it is important to provide the NEOs with annual equity incentives to promote retention, incent sustainable growth and long-term value creation, and to further align the interests of the NEOs with those of shareholders by exposing the NEOs to stock price changes during the performance and vesting periods. Awards under the Annual LTIP are both “performance based” and “time based.”

The Company must achieve certain financial performance during the performance period in order for 60% of the award to be earned. The remaining portion of the award is granted at the discretion of the Compensation Committee based on its assessment of company and individual performance without regard to pre-defined performance criteria. If awards are earned, the common shares granted are subject to vesting over a four year period that begins on the first day of the performance period.

In March 2013, the Compensation Committee determined, based on information provided by management, that the Company had achieved the maximum level of performance for each of the RevPAR-specific performance measures under the Annual LTIP. The following table summarizes the threshold, target and maximum levels of performance for the Annual LTIP and the Company’s actual 2012 performance in relation to the RevPAR performa

Component/Metric	Weighting	Threshold	Target	Maximum	Actual 2012 Performance
Absolute RevPAR growth	30%	6.0%	7.0%	8.0%	8.10%
Relative RevPAR growth (1)	30%	2012 Peer Group median + 40 basis points	2011 Peer Group median + 65 basis points	2011 Peer Group median + 85 basis points	2012 Peer Group median + 240 basis points
Subjective (discretionary)	40%	N/A	N/A	N/A	Met

(1) Median (50th percentile) RevPAR growth for the 2012 Peer Group, based on publicly available data, was 5.7% for 2012. The Company's RevPAR growth for 2012 was 8.1%.

In assessing the subjective, discretionary element of the Annual LTIP, the Compensation Committee considered, in general, how the NEOs individually and as a group effected transactions that continued the transformation of the Company's portfolio and continued to strengthen the Company's financial position. The Compensation Committee believes that the NEOs performance in 2012 positioned the Company for continued growth in 2013.

The Compensation Committee also considered the following:

- the contributions of the NEOs in closing on the sale of a portfolio of 18 of hotels in secondary and tertiary markets that the Company deemed to be non-core assets in a difficult deal environment, hastening the transformation of the Company's portfolio;
- the contributions of the NEOs in completing the acquisition of hotels in high barrier to entry and major urban markets, including the acquisition of one hotel in Boston and one hotel in Philadelphia and the acquisition of the remaining interest in two hotels in June and August 2012 for which we had an unconsolidated joint venture interest;
- the contributions of the NEOs achieving EBITDA margins for the consolidated hotel portfolio of 40.4% which, according to publicly available information, significantly exceeded the median for the 2012 Peer Group;
- the contributions of the NEOs in completing a public offering of common shares in 2012, which provided equity necessary to execute its strategy of expanding its presence in its existing markets;
- the contributions of the NEOs in entering into a $550 million unsecured credit facility that allows the company to significantly reduce its cost of capital by lowering its weighted average borrowing costs, saving approximately $2.5 million annually;
- the contributions of the NEOs in refinancing or entering into $146 million of new debt financing on four properties while reducing the Company's overall leverage during 2012; and
- the contributions of the NEOs in completing $28 million of renovation and return of investment projects at 17 hotel properties to better position the Company for the lodging cycle recovery and the commencement of development work on two new projects in Miami and New York City with a total value approximating $125 million.

As a result of these contributions and the achievement of the maximum level of performance with respect to the specific performance measures established under the Annual LTIP, the Compensation Committee approved the following awards of restricted common shares for the NEOs in March 2013:

NEO	Dollar Value of Possible Equity Awards (Threshold to Maximum)	Dollar Amount of Annual LTIP Award (Maximum Performance)	Number of Restricted Common Shares Awarded(1)
Hasu P. Shah	$325,000 to $425,000	$425,000	88,174
Jay H. Shah	$950,000 to $1,350,000	$1,350,000	280,083
Neil H. Shah	$950,000 to $1,350,000	$1,350,000	280,083
Ashish R. Parikh	$315,000 to $450,000	$450,000	93,361
Michael R. Gillespie	$130,000 to $180,000	$180,000	37,344

(1) Determined by dividing the dollar amount of the award under the Annual LTIP at the maximum level of performance by $4.82, the per share volume weighted average trading price of the Company's common shares on the NYSE for the 20 trading days prior to and including December 31, 2012. The restricted common shares awarded to the NEOs pursuant to the Annual LTIP vest as follows: 25% on the date of grant and 25% on December 31,2013, 2014 and 2015.

Multi-Year, Long-Term Incentive Program ("Multi-Year LTIP")

On May 7, 2010, the Compensation Committee adopted a multi-year, long-term incentive program ("Multi-Year LTIP") and granted awards pursuant to the program to the NEOs. The awards pursuant to the Multi-Year LTIP consisted of agreements to award common shares where the number of common shares awarded is not determined until the end of a three-year performance period. In the case of the awards pursuant to the Multi-Year LTIP, once the awards are determined and made at the end of the three-year performance period, one-half of the awarded common shares remain subject to time-based forfeiture provisions.

The Compensation Committed adopted the multi-year LTIP because it wanted a simple and clear multi-year program based on long-term (more than one performance cycle) total shareholder return ("TSR"), computed on a compound annualized basis. The Compensation Committee believes TSR is a common metric utilized by publicly traded REITs in multi-year equity incentive programs. Noting that companies vary between reliance on absolute and relative TSR growth, the Compensation Committee, based on the recommendation of FPL, adopted a program that utilizes both absolute and relative TSR growth, with the absolute component having a larger overall weighting. Under the Multi-Year LTIP, if the Company's absolute TSR was negative then awards pursuant to the relative TSR metric would be reduced by 33%.

The Multi-Year LTIP has a three-year performance period, which commenced on January 1, 2010 and ended on December 31, 2012. In March 2013, the Compensation Committee determined, based on information provided by management, that the Company had achieved the maximum level of performance for each of the performance measures under the Multi-Year LTIP. The performance goals and weighting established by the Compensation Committee and the Company's actual performance in relation to the performance goals are as follows:

Metric	Weighting	Threshold	Target	Maximum	Actual Performance
Absolute TSR (compound annualized return)	75%	10.0%	12.0%	14.0%	22.0%
Relative TSR(1)	25%	Peer Group median - 150 basis points	Peer Group median + 50 basis points	Peer Group median + 250 basis points	Peer Group median + 1,390 basis points

(1) Represents compound annualized TSR of the Company compared to median TSR of a peer group consisting of the 2010 Peer Group calculated on a compound annualized basis.

Distributions on the common shares issued under the Multi-Year LTIP accumulated from the beginning of the performance period and are paid in cash when the common shares issued pursuant to the program vest. As a result of the achievement of the maximum level of performance with respect to the specific performance measures established under the Multi-Year LTIP, the Compensation Committee approved the following awards of restricted common shares and distributions for the NEOs in March 2013:

NEO	Threshold	Target	Maximum	Dollar Amount of Multi-Year LTIP Awarded (Maximum Performance)	Number of Restricted Common Shares Awarded(1)	Distributions on Common Shares Awarded(2)
Hasu P. Shah	$ 675,000	$ 900,000	$ 1,125,000	$ 1,125,000	398,936	$ 287,234
Jay H. Shah	$ 1,800,000	$ 2,400,000	$ 3,000,000	$ 3,000,000	1,063,830	$ 765,958
Neil H. Shah	$ 1,800,000	$ 2,400,000	$ 3,000,000	$ 3,000,000	1,063,830	$ 765,958
Ashish R. Parikh	$ 675,000	$ 900,000	$ 1,125,000	$ 1,125,000	398,936	$ 287,234
Michael R. Gillespie	$ 213,750	$ 285,000	$ 356,250	$ 356,250	126,330	$ 90,958

(1) Determined by dividing the dollar amount of the award under the Multi-Year LTIP at the maximum level of performance by $2.82, the per share volume weighted average trading price of the Company's common shares on the NYSE for the 20 trading days prior to and including December 31, 2009. The restricted common shares awarded to the NEOs pursuant to the Multi-Year LTIP vest as follows: 50% on the date of grant and 50% on December 31, 2013.

(2) Payments on distributions on common shares awarded are paid in accordance with the vesting of the common shares awarded to the NEO pursuant to the Multi-Year LTIP as follows: 50% on the date of issuance and 50% on December 31, 2013. Amounts to be paid are determined by multiplying the number of shares awarded under the

Multi-Year LTIP by $0.72, the distributions made to shareholders of record between January 1, 2010 and the date the shares were awarded.

Compensation expense related to the Multi-Year LTIP program has been recognized from the inception of the program on May 7, 2010 through December 31, 2013 in the Company's financial statements and is recognized in 2010 on the Summary Compensation Table in the "Executive Compensation" section below.

Benefits

Benefits are established based upon an assessment of competitive market factors and a determination of what is required to attract and retain talent, as well as provide long-term financial security to the Company's employees and their families. The Compensation Committee periodically considers benefit levels based on competitive influences, as well as the cost of the programs to the Company relative to the value to employees. The Company's primary benefits for executive officers include participation in the Company's health, dental and vision plans, 40l(k) plan and various insurance plans, including disability and life insurance, on the same basis as any other employee. The Company does not match employee contributions to its 401(k) plan, including contributions made by named executive officers.

2012 Realized Compensation

The table below supplements the Summary Compensation Table that appears in the "Executive Compensation" section below and shows the compensation realized for 2012 by each named executive officer.

Name and Principal Position	Salary(1)	Stock Awards(2)	Non-Equity Incentive Plan Compensation (1)	All Other Compensation (1)	Total
Hasu P. Shah	$215,000	$434,379	$ -	$ 2,494	$651,873
Jay H. Shah	$650,000	$1,445,272	$ 877,500	$ 4,365	$2,977,137
Neil H. Shah	$625,000	$1,445,272	$ 843,750	$ 17,540	$2,931,562
Ashish R. Parikh	$405,000	$534,064	$ 445,500	$ 17,540	$1,402,104
Michael R. Gillespie	$270,000	$153,938	$ 182,250	$ 17,540	$623,728

(1) Amounts shown equal the amounts reported in the "Salary," "Non-Equity Incentive Plan Compensation" and "All Other Compensation" columns of the Summary Compensation Table.

(2) Amounts shown represent the value of the stock awards that vested during 2012. The value is calculated by multiplying the number of shares vested by the closing price of the Company's common shares on the vesting dates, as noted in the "Executive Compensation - Option Exercises and Stock Vested Table for 2012" section below.

The difference between this supplemental table and the Summary Compensation Table presented in the "Executive Compensation" section below is primarily the method used to value stock awards. The table above values the stock awards using the closing price of our common shares on the date the shares vest. The amounts shown in the Summary Compensation Table for 2012 for stock awards reflect the grant date fair value of stock awards calculated in accordance with the FASB ASC 718 at the time the stock awards were deemed to be granted for accounting purposes.

Contractual Arrangements

The Company has entered into employment agreements with Hasu P. Shah, Jay H. Shah, Neil H. Shah, Ashish R. Parikh and Michael R. Gillespie. The terms of these employment agreements include provisions related to payments to be made to the officers for events related to changes of control of the Company. These employment agreements are described under "Agreements with Executive Officers and Potential Payments Upon Termination or Change-in-Control" below. The Compensation Committee believes it is appropriate for the Company to have an employment agreement with the executive officers to support stable and highly competent management on a long-term basis.

In early 2012, the Compensation Committee reviewed the continued suitability of the employment and change of control agreements. The Compensation Committee determined that the agreements should be amended to more fully align the interests of the executives and those of the shareholders in certain change of control transactions and to conform to emerging best practices. The amendments reflect the consideration by the Compensation Committee of the Board of the changing institutional investor views with respect to “gross up” provisions in executive employment agreements by making these provisions less favorable to the executive and less costly to the Company in the event of a change of control. As reported in our 2012 Proxy Statement, excise tax obligations resulting from “gross up” provisions in the Company’s executive employment agreements were estimated to be $18.8 million based on December 31, 2011 calculations. The amendments to the agreements include:

for each named executive officer, the elimination of the excise tax indemnification provision with respect to "parachute payments" (as defined in Section 280G(b)(2)(A) of the Internal Revenue Code of 1986) and, in lieu thereof, the addition of a "modified cap" provision that would reduce payments due to an executive in connection with a change of control (as defined in the agreements) to avoid an excise tax liability if and only to the extent that a reduction will allow the named executive officer to receive a greater net after tax amount than executive would receive absent a reduction;

for Jay H. Shah, the reduction of the change of control bonus payable in the event of a termination without cause or such Executive's resignation for good reason (as defined in the agreements) within 12 months following a change of control (as defined in the agreements) from 4 times to 2.99 times Mr. Shah's annual compensation (as defined in the agreements); and

for Neil H. Shah, the reduction of the change of control bonus payable in the event of a termination without cause or such Executive's resignation for good reason (as defined in the agreements) within 12 months following a change of control (as defined in the agreements) from 3 times to 2.99 times Mr. Shah's annual compensation (as defined in the agreements).

The Compensation Committee believes that the employment agreements, as revised, serve the interests of the Company and its shareholders by ensuring that if a hostile or friendly change of control is ever under consideration, its executives will be able to advise the Board of Trustees about the potential transaction in the best interests of shareholders, without being unduly influenced by personal considerations, such as fear of the economic consequences of losing their jobs as a result of a change of control. The change of control agreements include so-called double triggers, which mean that benefits become available to executives under the agreements only upon a change of control followed by termination of the executive without cause or resignation by the executive for good reason. The Compensation Committee believes that a double trigger appropriately protects the legitimate interests of executives in employment security without unduly burdening the Company or shareholder value.

To induce the named executive officers to agree to the substantial reduction in benefits upon certain terminations following a change of control as described above, the Company, upon recommendation of the Compensation Committee of the Board, awarded certain restricted common shares to the named executive officer pursuant to the 2012 Equity Incentive Plan as follows:

Name	Number of Restricted Shares
Hasu P. Shah	62,408
Jay H. Shah	615,167
Neil H. Shah	255,010
Ashish R. Parikh	82,143
Michael R. Gillespie	20,867

None of these restricted shares will vest prior to the third anniversary of the date of issuance. Thereafter, 33.3% of each award of restricted shares will vest on each of the third, fourth and fifth anniversaries of the date of issuance. Vesting will accelerate upon a change of control or if the relevant executive's employment with the Company were to terminate for any reason other than for cause (as defined in the agreements). The grant of these restricted shares are reflected in the Summary Compensation Table for 2012 included in the "Executive Compensation" section below and reflect the grant date fair value of stock awards calculated in accordance with the FASB ASC 718 at the time the stock awards were deemed to be granted for accounting purposes.

Stock Ownership Guidelines

To further align the interests of the Company's trustees and executive officers with the interests of our shareholders, the Board has established minimum share ownership guidelines that apply to all non-management trustees and named executive officers. Non-management trustees are required to own Company shares equal in value to at least five times the annual cash retainer paid to non-management trustees. In addition, the Company's executive officers are required to own Company shares equal in value to a multiple of such executive's base salary as follows: Chairman of the Board: 4 times; Chief Executive Officer: 6 times; President and Chief Operating Officer: 6 times; Chief Financial Officer: 3 times; and Chief Accounting Officer and all other named executive officers: 1 times.

All trustees and executives are expected to achieve this minimum ownership within three years of assuming the relevant positions with the Company. For the purpose of these guidelines, a person shall be deemed to own all Company shares beneficially owned by such person within the meaning of the United States federal securities laws, including for these purposes preferred shares of the Company, common shares of the Company, operating partnership units in Hersha Hospitality Limited Partnership and other securities issued by the Company or its subsidiaries that are exercisable for, convertible into or exchangeable for common shares of the Company.

Compensation-Related Risk

The Compensation Committee oversees the compensation policies and plans for all employees. The Company's senior management, at the request of the Compensation Committee, has assessed the Company's compensation programs and has concluded that they do not create risks that are reasonably likely to have a material adverse effect on the Company.

As part of its annual risk assessment, the Company's senior management, with assistance from the Company's outside counsel, analyzed whether the Company's compensation policies and practices, including non-executive officer compensation practices, could reasonably have a material adverse effect on the Company. This assessment focused primarily on the design of the Company compensation programs and practices for executive officers and employees as it relates to the business risks that the Company faces. Specifically, management considered the fact that employees, other than the named executive officers who participate in the executive compensation program described in this proxy statement, receive only a small percentage of their total compensation in the form of variable, performance-based compensation. Further, performance-based compensation to executive officers is primarily in the form of equity awards, which the Company believes encourages actions for long term shareholder value, rather than short term risk-taking that could materially and adversely affect the Company's business. The Company's senior management also considered the active role played by the Compensation Committee and the overall design of the executive compensation program, which the Company's senior management believes encourages an appropriate level of risk taking, creates long-term shareholder value and avoids unnecessary or excessive levels of enterprise risk.

In addition, the Company's senior management discussed, both internally and with the Company's outside counsel, its assessment of the Company's compensation practices and programs and whether those practices and programs create risks that could reasonably be expected to have a material adverse affect on the Company. Based on its assessment, the Company's senior management has concluded that the Company's compensation policies and practices are not reasonably likely to have a material adverse effect on the Company. Upon completion of the risk assessment, the Company's senior management reported its findings to the Compensation Committee and discussed with the Compensation Committee those findings in light of the disclosure requirements under applicable SEC rules.

2013 Executive Compensation Program

The Compensation Committee, in consultation with FPL, has conducted a comprehensive review of the Company's executive compensation arrangements, including a comparison of compensation practices at several peer companies. As a result of that review, and in preserving the previously stated Compensation Philosophy, on April 15, 2013, the Compensation Committee adopted the 2013 executive compensation program for the NEOs as indicated below.

Base Salary

The Compensation Committee and the independent consultant undertook a review of base salary practices at peer companies. Based on that review, in furtherance of the Committee's philosophy of targeting the 50th percentile of compensation practices at peer companies, and taking into consideration the Company's recent performance, the Committee determined to increase 2012 base salaries for the NEOs by between 4.6% and 5.6% over 2012 levels. Base salaries for 2013 for the NEOs are as follows: Mr. Hasu Shah—$225,000 (a 4.7% increase over 2012); Mr. Jay Shah—$680,000 (a 4.6% increase over 2012); Mr. Neil Shah—$655,000 (a 4.8% increase over 2012); Mr. Parikh—$425,000 (a 4.9% increase over 2012); and Mr. Gillespie—$285,000 (a 5.6% increase over 2012).

2013 Annual Cash Incentive Program ("2013 Annual CIP")

Except for Mr. Hasu Shah, who does not participate in the Company's annual cash bonus plan, each of the NEOs is eligible to receive a cash bonus for 2013 based upon the achievement of certain Company and individual-specific performance goals. Consistent with the 2012 Annual CIP, 80% of the award will be based on the achievement of Company performance goals relative to AFFO per share and partnership unit (30%), an AFFO multiple (30%) and a fixed charge coverage ratio (20%). The final twenty percent of the award will be based on the achievement of individual-specific performance goals. If minimum threshold goals are not met, the NEO could receive no bonus. Minimum payouts to be made to the NEOs for achieving the performance goals range from 25% to 75% of the participating NEOs' 2013 base salary. Maximum payouts to be made to the NEOs for achieving the maximum performance goals range from 75% to 150% of the participating NEOs' 2013 base salary. The Committee retains discretion to determine the actual payout within the range established for each NEO if the Company and individual-specific performance goals are achieved for the 2013 performance year.

The possible ranges of cash bonus compensation under the 2013 Annual CIP are as follows:

NEO	Range of Possible Cash Bonus
Jay H. Shah	$510,000 to $1,020,000
Neil H. Shah	$491,250 to $982,500
Ashish R. Parikh	$212,500 to $531,250
Michael R. Gillespie	$71,250 to $213,750

2013 Annual Long-Term Equity Incentives

Consistent with the 2012 program, the Compensation Committee adopted an annual long-term equity incentive plan ("2013 Annual LTIP") for the NEOs, pursuant to which the NEOs will be eligible to earn equity awards in the form of stock awards or performance share awards. The equity awards for 2013 will be determined and granted to the NEOs in the first quarter of 2014. Forty percent of the award will be made, subject to the sole discretion of the Committee, if the NEO is employed by the Company on the date awards are determined. Thirty percent of the award will be based on RevPAR growth in 2013 on an absolute basis. The final 30% of the award will be based on RevPAR growth in 2013 relative to a group of peer companies. To assess RevPAR growth relative to the peer group, the peer group will comprise Ashford Hospitality Trust, Chatham Lodging Trust, Chesapeake Lodging Trust, DiamondRock Hospitality Co., FelCor Lodging Trust, Inc., Lasalle Hotel Properties, Inc., Pebblebrook Hotel Trust, RLJ Lodging Trust, Strategic Hotels & Resorts, Inc., and Sunstone Hotel Investors, Inc. ("2013 Peer Group"). All of the common shares subject to these equity awards will be granted subject to time-based forfeiture restrictions that will lapse over a four-year period.

The equity awards for the 2013 Annual LTIP will be made pursuant to the Company's 2012 Equity Incentive Plan or any other equity incentive plan approved by the Company's shareholders. The equity awards for 2013 will be based on a specified dollar amount for each NEO divided by the 20-day volume weighted average closing price of the Company's common shares on the New York Stock Exchange as of December 31, 2012. The following table sets forth the potential equity awards for the 2013 Annual LTIP, in terms of dollar value, that each NEO may earn:

NEO	Dollar Value of Possible Equity Awards
Hasu P. Shah	$340,000 to $444,000
Jay H. Shah	$993,000 to $1,411,000
Neil H. Shah	$993,000 to $1,411,000
Ashish R. Parikh	$330,000 to $470,000
Michael R. Gillespie	$136,000 to $188,000

2013 Multi-Year Long-Term Equity Incentives

The Compensation Committee adopted a multi-year, long-term incentive program ("2013 Multi-Year LTIP") and granted awards pursuant to the program to the NEOs. The awards pursuant to the 2013 Multi-Year LTIP consisted of agreements to award common shares where the number of shares awarded is not determined until the end of a three-year performance period. Fifty percent of the award will be based on TSR achieved over the performance period, which commences on January 1, 2013 and ends on December 31, 2015, on an absolute basis. Twenty five percent will be based on TSR achieved over the same performance period relative to the TSR achieved by the 2013 Peer Group. The remaining 25% will be based on RevPAR growth achieved over the same performance period relative to the RevPAR growth achieved by the 2013 Peer Group. Once the awards have been determined and shares have been issued, one-half of the awarded shares will remain subject to time-based forfeiture provisions. The shares awarded for the 2013 Multi-Year LTIP will be determined and issued to the NEOs in the first quarter of 2016.

The equity awards for the 2013 Multi-Year LTIP will be made pursuant to the Company's 2012 Equity Incentive Plan or any other equity incentive plan approved by the Company's shareholders. The number of shares awarded for 2013 Multi-Year LTIP will be based on a specified dollar amount for each NEO divided by the 20-day volume weighted average closing price of the Company's common shares on the New York Stock Exchange as of December 31, 2012. The following table sets forth the potential equity awards for the 2013 Multi-Year LTIP, in terms of dollar value, that each NEO may earn:

NEO	Dollar Value of Possible Equity Awards
Hasu P. Shah	$225,000 to $375,000
Jay H. Shah	$600,000 to $1,000,000
Neil H. Shah	$600,000 to $1,000,000
Ashish R. Parikh	$225,000 to $375,000
Michael R. Gillespie	$71,250 to $118,750

Distributions on the common shares issued under the 2013 Multi-Year LTIP accumulate from the beginning of the performance period and are paid in cash when the common shares issued pursuant to the program vest. It is the Compensation Committee's intention to make the multi-year long term incentive program a rolling program such that a similar program is expected to be put in place in 2014 with a performance period that would commence on January 1, 2014 and end on December 31, 2016.

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis contained in this proxy statement with management and, based on such review and discussion, the Compensation Committee recommends to the Board of Trustees that it be included in this proxy statement.

COMPENSATION COMMITTEE,

Thomas J. Hutchison III (Chair)
Michael A. Leven
Dianna F. Morgan
John M. Sabin

April 19, 2013

EXECUTIVE COMPENSATION

Summary Compensation Table for 2012

The following table presents information relating to total compensation of the named executive officers for the fiscal year ended December 31, 2012.

Name and Principal Position	Year	Salary	Stock Awards(1)	Non-Equity Incentive Plan Compensation (2)	All Other Compensation (3)	Total
Hasu P. Shah	2012	$ 215,000	$ 866,007	$ -	$ 2,494	$ 1,083,501
Chairman of the Board of Trustees	2011	200,000	467,812	-	2,494	670,306
	2010	150,000	1,868,500	-	5,362	2,023,862
Jay H. Shah	2012	$ 650,000	$ 5,031,457	$ 877,500	$ 4,365	$ 6,563,322
Chief Executive Officer	2011	600,000	1,461,908	810,000	4,365	2,876,273
	2010	525,000	5,550,179	656,250	4,330	6,735,759
Neil H. Shah	2012	$ 625,000	$ 3,061,399	$ 843,750	$ 17,540	$ 4,547,689
President and Chief Operating Officer	2011	575,000	1,461,908	776,250	17,540	2,830,698
	2010	500,000	5,550,179	625,000	17,540	6,692,719
Ashish R. Parikh	2012	$ 405,000	$ 1,004,820	$ 445,500	$ 17,540	$ 1,872,860
Chief Financial Officer	2011	375,000	502,899	412,500	17,540	1,307,939
	2010	325,000	1,937,032	325,000	17,540	2,604,572
Michael R. Gillespie	2012	$ 270,000	$ 336,339	$ 182,250	$ 17,540	$ 806,129
Chief Accounting Officer	2011	250,000	187,126	168,750	17,540	623,416
	2010	227,500	625,959	113,750	17,540	984,749

(1) The amounts in "Stock Awards" for 2012 reflect the aggregate grant date fair value of common shares, some of which are subject to time-based forfeiture restrictions, issued to the named executive officers in March 2013 pursuant to the 2012 Annual LTIP following completion of the one-year performance period. The aggregate grant date fair value of these stock awards has been computed in accordance with FASB ASC Topic 718. These amounts are based on the maximum level of performance established by the Compensation Committee, which the Compensation Committee determined had been achieved. The performance levels are described in "Compensation Discussion and Analysis— Components of Executive Compensation." The aggregate grant date fair value of these awards was determined by multiplying the number of common shares granted to the named executive officer by $5.95, the closing price of the Company's common shares on the NYSE on March 20, 2013.

Also included in "Stock Awards" for 2012 is the aggregate grant date fair value of common shares, which are subject to time-based forfeiture restrictions, issued to the named executive officers in April 2012. These shares were granted to induce the NEOs to agree to the substantial reduction in benefits upon certain terminations following a change of control as described "Compensation Discussion and Analysis— Contractual Arrangements." None of these restricted shares will vest prior to the third anniversary of the date of issuance. Thereafter, 33.3% of each award of restricted shares will vest on each of the third, fourth and fifth anniversaries of the date of issuance. The aggregate grant date fair value of these stock awards has been computed in accordance with FASB ASC Topic 718. The aggregate grant date fair value of these awards was determined by multiplying the number of common shares granted to the named executive officer by $5.47, the closing price of the Company's common shares on the NYSE on April 18, 2012.

(2) As described in “Compensation Discussion and Analysis— Components of Executive Compensation” above, the amounts in the “Non-Equity Incentive Plan Compensation” column for 2012 represent the actual amounts paid to the named executive officers other than Mr. Hasu Shah pursuant to the Company’s Annual CIP for 2012. A portion of these amounts were paid to the named executive officers other than Mr. Hasu Shah in December 2012 based on estimates made at that time with the remaining amounts that were earned paid in March 2013 after the performance period had been completed and the actual level of performance had been determined. The estimated possible payouts under this program appear under the column “Estimated Possible Payouts Under Non-Equity Incentive Plan Awards” in the Grants of Plan-Based Awards Table.

(3) Includes insurance premiums paid by the Company for medical, dental and life insurance benefits.

Total compensation for 2012 exceeded total compensation for 2011 primarily due to aggregate grant date fair value of restricted share awards issued pursuant to the 2012 Equity Incentive Plan to induce the named executive officers to agree to the substantial reduction in benefits upon certain terminations following a change of control as described above in the section entitled “Contractual Arrangements.” The amounts in “Stock Awards” for 2012 include the aggregate grant date fair value of these restricted share awards. The aggregate grant date fair value of the right to receive equity awards under the Multi-Year LTIP was $341,372 for Mr. Hasu Shah, $3,364,963 for Mr. Jay Shah, $1,394,905 for Mr. Neil Shah, $449,322 for Mr. Parikh and $114,142 for Mr. Gillespie. None of these restricted shares will vest prior to the third anniversary of the date of issuance. Thereafter, 33.3% of each award of restricted shares will vest on each of the third, fourth and fifth anniversaries of the date of issuance.

Total compensation for 2010 exceeded total compensation for 2011 primarily due to aggregate grant date fair value of performance-based awards under the Multi-Year LTIP. The amounts in “Stock Awards” for 2010 include the aggregate grant date fair value of the right to receive common shares following completion of the three-year performance period under the Multi-Year LTIP. The aggregate grant date fair value of the right to receive equity awards under the Multi-Year LTIP was $1,524,028 for Mr. Hasu Shah, $4,064,070 for Mr. Jay Shah, $4,064,070 for Mr. Neil Shah, $1,524,028 for Mr. Parikh and $482,609 for Mr. Gillespie. These amounts are based on the probable outcome of the performance conditions established by the Compensation Committee in May 2010, which are described in “Compensation Discussion and Analysis— Components of Executive Compensation” above, and assumes the maximum level of performance has been achieved for the Multi-Year LTIP. For a discussion of the assumptions used in determining the grant date fair value of the right to receive equity awards under the Multi-Year LTIP, see Note 9 (“Share-Based Payments”) to the Company’s audited consolidated financial statements included in its Annual Report on Form 10-K for the year ended December 31, 2012.

As described in “Compensation Discussion and Analysis— Components of Executive Compensation” above, the Company does not grant equity awards under the 2012 Annual LTIP or the 2010 Multi-Year LTIP until the applicable performance period has been completed and the actual level of performance achieved has been determined. The performance period under the 2012 Annual LTIP began on January 1, 2012 and was completed on December 31, 2012. On March 7, 2013, the Compensation Committee determined that the named executive officers had achieved the maximum level of performance under the 2012 Annual LTIP and awarded an aggregate of 779,045 restricted common shares to the named executive officers. The performance period under the 2010 Multi-Year LTIP began on January 1, 2010 and ended December 31, 2012. On March 7, 2013, the Compensation Committee determined that the named executive officers had achieved the maximum level of performance under the 2010 Multi-Year LTIP and awarded an aggregate of 3,051,862 restricted common shares to the named executive officers. Issuances under the 2012 Annual LTIP appear under the column “Estimated Future Payouts Under Equity Incentive Plan Awards” in the Grants of Plan-Based Awards Table for 2012.

Grants of Plan-Based Awards Table for 2012

The following table presents information regarding grants of plan-based awards to the named executive officers during the fiscal year ended December 31, 2012. For more information regarding grants of plan-based awards, see “Compensation Discussion and Analysis” above.

			Estimated Possible Payouts Under Non-Equity Incentive Plan Awards(2)			Estimated Future Payouts Under Equity Incentive Plan Awards(3)			A O S A N o S o S (4
Name	Type of Award (1)	Grant Date	Threshold ($)	Target ($)	Maximum ($)	Threshold ($)	Target ($)	Maximum ($)	
Hasu P. Shah	ALTIP	4/16/2012				325,000	375,000	425,000	
	Contract Amendment	4/18/2012							6
Jay H. Shah	ACIP	4/16/2012	487,500	650,000	975,000				
	ALTIP	4/16/2012				950,000	1,200,000	1,350,000	
	Contract Amendment	4/18/2012							6
Neil H. Shah	ACIP	4/16/2012	468,750	625,000	937,500				
	ALTIP	4/16/2012				950,000	1,200,000	1,350,000	
	Contract Amendment	4/18/2012							2
Ashish R. Parikh	ACIP	4/16/2012	202,500	303,750	506,250				
	ALTIP	4/16/2012				315,000	400,000	450,000	
	Contract Amendment	4/18/2012							8
Michael R. Gillespie	ACIP	4/16/2012	67,500	135,000	202,500				
	ALTIP	4/16/2012				130,000	155,000	180,000	
	Contract Amendment	4/18/2012							2

(1) Type of award:

- ACIP—Annual CIP for 2012
- ALTIP—Annual LTIP for 2012

(2) Represents the range of potential cash payouts to be made to the named executive officers other than Mr. Hasu Shah pursuant to the Company’s Annual CIP. Under this program, partial cash payments were made to Messrs. Jay Shah, Neil Shah, Parikh and Gillespie in December 2012, with the remainder paid in March of 2013 in the amounts shown in the “Non-Equity Incentive Plan Compensation” column of the Summary Compensation Table.

(3) Awards pursuant to the 2012 Annual LTIP are denominated in dollars, but are payable in common shares based on the volume-weighted average price of the common shares for the 20 trading days prior to and including December

31, 2012, as reported by the NYSE, or $4.82 per share. On March 20, 2013, the Company issued an aggregate of 779,045 restricted common shares to the named executive officers pursuant to the 2012 Annual LTIP. The restricted common shares were issued pursuant to the Company's 2012 Equity Incentive Plan and are subject to time-based forfeiture restrictions which lapse over the following schedule: 25% upon issuance and 25% on December 31, 2013, 2014, and 2015.

(4) Restricted shares issued pursuant to the 2012 Equity Incentive Plan to induce the named executive officers to agree to the substantial reduction in benefits upon certain terminations following a change of control. None of these restricted shares will vest prior to the third anniversary of the date of issuance. Thereafter, 33.3% of each award of restricted shares will vest on each of the third, fourth and fifth anniversaries of the date of issuance. Vesting will accelerate upon a change of control or if the relevant executive's employment with the Company were to terminate for any reason other than for cause (as defined in the agreements).

(5) For the 2012 Annual LTIP, amount represents the aggregate fair value of the common shares and restricted common shares on the date of issuance, or $5.95 per share, at the maximum level of performance. For the Contract Amendment shares, amount represents the aggregate fair value of the common shares and restricted common shares on the date of issuance, or $5.47 per share. Fair value of these awards has been computed in accordance with FASB ASC Topic 718. See Footnote 1 to the Summary Compensation Table for 2012 for more information.

Outstanding Equity Awards at Fiscal Year-End Table for 2012

The following table presents information concerning outstanding equity awards as of the end of the fiscal year ended December 31, 2012.

		Stock Awards							
		Time Vested Awards			Equity Incentive Plan Awards				
NEO	Award Type	Number of Shares That Have Not Vested (#) (1)		Market Value of Shares That Have Not Vested ($)(2)	Number of Unearned Shares That Have Not Vested (#)			Payout Value of Unearned Shares That Have Not Vested ($)	
Hasu P. Shah	Time Vest	140,702	$	703,510					
	ALTIP				88,174	(3)	$	440,870	(4)
	MYLTIP				398,936	(5)	$	1,994,680	(6)
Jay H. Shah	Time Vest	871,583	$	4,357,915					
	ALTIP				280,083	(3)	$	1,400,415	(4)
	MYLTIP				1,063,830	(5)	$	5,319,150	(6)
Neil H. Shah	Time Vest	511,426	$	2,557,130					
	ALTIP				280,083	(3)	$	1,400,415	(4)
	MYLTIP				1,063,830	(5)	$	5,319,150	(6)
Ashish R. Parikh	Time Vest	176,239	$	881,195					
	ALTIP				93,361	(3)	$	466,805	(4)
	MYLTIP				398,936	(5)	$	1,994,680	(6)
Michael R. Gillespie	Time Vest	48,888	$	244,440					
	ALTIP				37,344	(3)	$	186,720	(4)
	MYLTIP				126,330	(5)	$	631,650	(6)

(1) Represents restricted common shares awarded to the named executive officers on June 1, 2009, March 30, 2011, and March 26, 2012, and April 22, 2012 and vest as follows:

	Issuance				
	June 1, 2009	March 30, 2011	March 26, 2012	April 22, 2012	
Vesting Date	Time Vesting Awards	2010 Annual LTIP	2011 Annual LTIP	Contract Amendment	Total
June 1, 2013	228,609	-	-	-	228,609
December 31, 2013	-	110,169	187,232	-	297,401

December 31, 2014	-	-	187,233	-	187,233
June 1, 2015	-	-	-	345,200	345,200
June 1, 2016	-	-	-	345,200	345,200
June 1, 2017	-	-	-	345,195	345,195
	228,609	110,169	374,465	1,035,595	1,748,838

(2) Calculated by multiplying the number of unvested restricted common shares as of December 31, 2012 by $5.00, which was the closing market price of the Company's common shares on that date.

(3) Represents the number of common shares issuable pursuant to the 2012 Annual LTIP based on achieving maximum performance goals established by the Compensation Committee. On March 20, 2013, the Company granted a total of 779,045 common shares to the named executive officers pursuant to 2012 Annual LTIP program of which 25%, or 194,759 common shares, vested immediately upon issuance. The remaining common shares issued are restricted and vest 25%, or 194,761, on December 31, 2013, 25%, or 194,762, on December 31, 2014, and 25%, or 194,763, on December 31, 2015.

(4) Calculated by multiplying the number of common shares and restricted common shares issuable pursuant to the 2012 Annual LTIP based on achieving maximum performance goals established by the Compensation Committee by $5.00, which was the closing market price of the Company's common shares on December 31, 2012. As discussed elsewhere in this proxy statement, the maximum number of common shares were issued on March 20, 2013. Actual closing market price of the Company's common shares on March 20, 2013, the date the common shares and restricted common shares were issued under the 2012 Annual LTIP, was $5.95 per share.

(5) Represents the number of common shares issuable pursuant to the 2010 Multi-Year LTIP based on achieving maximum performance goals established by the Compensation Committee. On March 20, 2013, the Company granted a total of 3,051,862 common shares to the named executive officers pursuant to 2010 Multi-Year LTIP program of which 50%, or 1,525,931 common shares, vested immediately upon issuance. The remaining 1,525,931common shares issued are restricted and vest on December 31, 2013.

(6) Calculated by multiplying the number of common shares issuable pursuant to the Multi-Year LTIP based on achieving maximum performance goals established by the Compensation Committee by $5.00, which was the closing market price of the Company's common shares on December 31, 2012. The aggregate grant date fair value of the right to receive equity awards under the Multi-Year LTIP, calculated in accordance with FASB ASC 718, was $1,524,028 for Mr. Hasu Shah, $4,064,070 for Mr. Jay Shah, $4,064,070 for Mr. Neil Shah, $1,524,028 for Mr. Parikh and $482,609 for Mr. Gillespie.

Option Exercises and Stock Vested Table for 2012

The following table presents information concerning restricted common shares and performance share awards that vested or were earned for each of the named executive officers during the fiscal year ended December 31, 2012.

	Stock Awards			
Name	Number of Shares Acquired on Vesting (#)		Value Realized on Vesting ($)(1)	
Hasu P. Shah	84,671	$	434,379	(2)
Jay H. Shah	281,925	$	1,445,272	(3)
Neil H. Shah	281,925	$	1,445,272	(4)
Ashish R. Parikh	104,299	$	534,064	(5)
Michael R. Gillespie	29,933	$	153,938	(6)

(1) Represents the aggregate dollar amount realized upon the vesting of restricted common shares. This amount has been calculated by multiplying the number of vested common shares, including vested common shares issued upon the settlement of performance common shares that have been earned, by the closing price of the Company's common shares on the NYSE on the vesting date.

(2) Represents the vesting of 21,459, 27,352, and 35,860 restricted common shares on March 26, 2012, June 1, 2012, and December 31, 2012, respectively.

(3) Represents the vesting of 67,060, 109,403, and 105,462 restricted common shares on March 26, 2012, June 1, 2012, and December 31, 2012, respectively.

(4) Represents the vesting of 67,060, 109,403, and 105,462 restricted common shares on March 26, 2012, June 1, 2012, and December 31, 2012, respectively.

(5) Represents the vesting of 23,068, 43,761, and 37,470 restricted common shares on March 26, 2012, June 1, 2012, and December 31, 2012, respectively.

(6) Represents the vesting of 8,583, 8,206, and 13,144 restricted common shares on March 26, 2012, June 1, 2012, and December 31, 2012.

Agreements with Executive Officers and Potential Payments Upon Termination or Change-in-Control

As described above under the heading "Contractual Arrangements," in April 2012, the Company entered into amended and restated employment agreements with Hasu P. Shah (Chairman of the Board), Jay H. Shah (Chief Executive Officer), Neil H. Shah (President and Chief Operating Officer), Ashish R. Parikh (Chief Financial Officer) and Michael R. Gillespie (Chief Accounting Officer) replacing the prior agreements with each executive. Each agreement is for an initial term through December 31, 2013, and thereafter will renew for successive one year periods unless terminated by either party.

Each employment agreement provides for the payment of a minimum annual base salary to the executive officer, subject to any increase approved by the Board of Trustees. In addition, each executive officer is eligible to receive other incentive compensation, including but not limited to, grants of stock options or common shares of stock. Each of the employment agreements also contains certain confidentiality, non-competition and non-recruitment provisions.

Each of the employment agreements provides for cash payments and the provision of other benefits to the executive officer upon the occurrence of certain triggers. These triggers include the executive officer's voluntary termination, the executive officer's termination without cause (other than a termination without cause during the 12-month period following a change of control), the executive officer's termination with cause, the executive officer's death or disability and the executive officer's termination without cause or resignation for good reason within 12 months of a change of control.

The following tables set forth the total cost that the Company would have incurred and the payments the named executive officers would have received if they were terminated as of December 31, 2012 under the terms of the employment agreements (as amended and restated in April 2012), assuming such agreements were in place as of December 31, 2012:

Voluntary Termination/Termination With Cause

	Cash Payment ($) (1)	Continued Medical and Dental Benefits ($)	Number of Shares to Vest Upon Termination (#)	Value of Shares to Vest Upon Termination ($)	Total Cost of Termination ($)
Hasu P. Shah	$-	$ -	N/A	N/A	$0
Jay H. Shah	$-	$ -	N/A	N/A	$0
Neil H. Shah	$-	$ -	N/A	N/A	$0
Ashish R. Parikh	$-	$ -	N/A	N/A	$0
Michael R. Gillespie	$-	$ -	N/A	N/A	$0

(1) Each employment agreement provides that if the executive officer ceases being an employee of the Company on account of the executive officer's voluntary termination or the executive officer's termination with cause, the

executive officer will not be entitled to any compensation after the effective date of the voluntary termination or termination with cause (except base salary and vacation accrued but unpaid on the effective date of such event).

Death or Disability

	Cash Payment ($) (1)	Continued Medical and Dental Benefits ($)	Number of Shares to Vest Upon Termination (#)	Value of Shares to Vest Upon Termination ($)	Total Cost of Termination ($)
Hasu P. Shah	$17,917	$ -	N/A	N/A	$ 17,917
Jay H. Shah	$54,167	$ -	N/A	N/A	$ 54,167
Neil H. Shah	$52,083	$ -	N/A	N/A	$ 52,083
Ashish R. Parikh	$33,750	$ -	N/A	N/A	$ 33,750
Michael R. Gillespie	$22,500	$ -	N/A	N/A	$ 22,500

(1) Each employment agreement provides that in the event of the death or disability of the executive officer, the Company will continue to pay the executive officer or his heirs, devisees, executors, legatees or personal representatives, as appropriate, the executive officer's base salary then in effect through the month following the month in which such event occurs plus vacation accrued but unpaid as of the termination date.

Termination without Cause

	Cash Payment ($) (1)	Continued Medical and Dental Benefits ($)	Number of Shares to Vest Upon Termination (#) (2)	Value of Shares to Vest Upon Termination ($) (3)	Total Cost of Termination ($)
Hasu P. Shah	$215,000	$ -	627,812	$ 3,139,060	$3,354,060
Jay H. Shah	$650,000	$ -	2,215,496	$ 11,077,480	$11,727,480
Neil H. Shah	$625,000	$ -	1,855,339	$ 9,276,695	$9,901,695
Ashish R. Parikh	$405,000	$ -	668,536	$ 3,342,680	$3,747,680
Michael R. Gillespie	$270,000	$ -	212,562	$ 1,062,810	$1,332,810

(1) Each employment agreement provides that upon a termination without cause (other than a termination without cause during the 12-month period following a change of control), the Company will make a lump sum payment to the executive officer within ten days after such termination equal to the sum of: (1) the executive officer's accrued but unused vacation to the date of termination, plus (2) the amount of the executive officer's monthly base salary then in effect for the lesser of 12 months or the number of months (including a fractional month) remaining in the term of the employment agreement.

(2) Represents the sum of the number of unvested restricted common shares (including the restricted share awards granted on March 20, 2013 pursuant to the 2012 Annual LTIP and the 2010 Multi-Year LTIP). The amount presented excludes the number of common shares issuable pursuant to the 2013 Annual LTIP and the 2013 Multi-Year LTIP as those programs were not in existence as of December 31, 2012.

(3) Calculated by multiplying the number of unvested restricted common shares and unearned performance share

awards pursuant to the 2012 Annual LTIP and 2010 Multi-Year LTIP as of December 30, 2012 by $5.00, which was the closing market price of the Company’s common shares on that date.

Termination without Cause / Resignation for Good Reason (Following a Change in Control)

	Cash Payment ($) (1)	Continued Medical and Dental Benefits ($) (1)	Number of Shares to Vest Upon Termination (#)(2)	Value of Shares to Vest Upon Termination ($) (1)(3)	Total Cost of Termination ($)(4)(5)
Hasu P. Shah	$1,311,740	$ 3,671	539,638	$ 2,698,190	$4,013,601
Jay H. Shah	$9,045,991	$ 2,427	1,935,413	$ 9,677,065	$18,725,483
Neil H. Shah	$8,859,116	$ 26,239	1,575,256	$ 7,876,280	$16,761,635
Ashish R. Parikh	$2,756,110	$ 26,239	575,175	$ 2,875,875	$5,658,224
Michael R. Gillespie	$659,220	$ 26,239	175,218	$ 876,090	$1,561,549

(1) Each employment agreement provides that upon a termination without cause or a resignation for good reason within 12 months following a change of control, the Company will fully vest the executive officer in any outstanding share awards and stock options, in each case that have not previously vested or become exercisable. The 2010 Multi-Year LTIP provided for the right to receive common shares at the maximum performance level upon termination without cause or a resignation for good reason within 12 months following a change of control. The 2013 Multi-Year LTIP provides for the right to receive common shares based on the performance level achieved to date upon termination without cause or a resignation for good reason within 12 months following a change of control. In addition, the Company will pay to the executive officer, in a lump sum, the following:

the executive officer's base salary and expenses reimbursable, each through the date of the termination;

a change of control bonus equal to a multiple of the sum of: (i) the executive officer's then annual base salary, (ii) the maximum annual bonus that the executive officer could earn for the year that includes the date of termination (or if no maximum bonus amount has been set, the executive officer's target bonus for that year) and (iii) the fair market value (determined as of the date of the change of control) of the share award(s) received by the executive officer for the year that includes the date of termination (or if no share awards were made in that year, the next preceding year in which the effected executive officer received a share award). For purposes of calculating the change of control bonus, the following multiples apply: Hasu P. Shah–2x; Jay H Shah–2.99x; Neil H. Shah–2.99x; Ashish R. Parikh–2x; and Michael R. Gillespie–1x; and

the premiums paid for the executive officer's medical and dental insurance benefits for a period of 18 months after termination.

The change of control bonus was calculated for each named executive officer by taking the sum of (i) each executive's 2012 annual base salary, (ii) the maximum annual bonus for 2012, and (iii) the fair value of the maximum number of common shares issuable under the 2012 Annual LTIP (which were issued in March 2012), and multiplying that sum by each named executive officer's defined multiple. The fair value of the maximum number of common shares issuable under the 2012 Annual LTIP was based on a per share value of $5.00, which was the closing market price of the Company's common shares on December 30, 2012.

(2) Represents the sum of the number of unvested restricted common shares (excluding the restricted share awards granted on March 20, 2013 pursuant to the 2012 Annual LTIP). The amount presented excludes the number of common shares issuable pursuant to the 2013 Annual LTIP and the 2013 Multi-Year LTIP as those programs were

not in existence as of December 31, 2012.

(3) Calculated by multiplying the number of shares to vest upon termination by $5.00, which was the closing market price of the Company's common shares as of December 30, 2012.

(4) The benefits payable to the named executive officers on account of a change in control, including on account of a termination without cause or resignation with good reason, within 12 months after a change in control, could constitute excess parachute payments under Section 280G the Code. A named executive officer who receives excess parachute payments would be liable for the 20% excise tax on a portion of the parachute payments, and the Company would not be permitted to claim a federal income tax deduction for a portion of the parachute payments. The amended and restated employment agreements between the Company and each of the named executive officers provides that the Company will not indemnify the executive for any parachute payment excise tax liability. However, the total cash amounts payable to a named executive officer may be reduced if and only to the extent that a reduction will allow the named executive officer to receive a greater net after tax amount than executive would receive absent such reduction.

(5) Under the prior employment agreements, the total cost of termination would have been higher on account of the excise tax indemnification provisions with respect to "parachute payments" (as defined in Section 280G(b)(2)(A) of the Internal Revenue Code of 1986), which amounts were eliminated and replaced with a modified cap as described above under "Compensation, Discussion and Analysis—Contractual Arrangements." In addition, the number of shares to vest upon termination and the value of shares to vest upon termination would have been lower as the restricted common share s granted in April 2012 would not have been granted to the executives.

PROPOSAL TWO
ADVISORY VOTE ON EXECUTIVE COMPENSATION

The Dodd-Frank Wall Street Reform and Consumer Protection Act requires that the Company provide shareholders with the opportunity to vote to approve, on a nonbinding, advisory basis, the compensation of the Company's named executives officers as disclosed in this proxy statement in accordance with the compensation disclosure rules of the SEC.

This vote is advisory, which means that the vote on executive compensation is not binding on the Company, the Board of Trustees or any of its committees. The vote on this resolution is not intended to address any specific element of compensation, but rather relates to the overall compensation of the Company's named executive officers, as described in this proxy statement in accordance with the compensation disclosure rules of the SEC.

As described in greater detail under the heading "Compensation Discussion and Analysis," the Company seeks to maintain an executive compensation program that is directly tied to maximizing long-term shareholder value. To achieve this goal, the three primary tenants of the Company's executive compensation philosophy are:

align compensation structure with business growth strategies;

pay for performance; and

pay competitively to attract, motivate and retain talented executives.

To ensure that the Company's executive compensation program was structured accordingly, at the beginning of 2012, the Compensation Committee retained FPL as its independent compensation consultant to assist the committee in studying the Company's executive compensation structure as well as those of the Company's peer companies. To analyze the competiveness of the Company's executive compensation program, the Compensation Committee focused on a group of the six most similar publicly traded hotel REITs. The Compensation Committee enlarged that group by adding one newly publicly traded hotel REITs. Seeking to compensate the named executive officers at approximately the median (50th percentile) of the peer group companies, and to achieve the compensation goals describe above, the Compensation Committee implemented the following:

Developed a performance based cash bonus plan tied 80% to achievement of key financial metrics, tied to earnings and balance sheet strength, and 20% to each executive's specific performance goals. Target awards under the plan were geared toward the median of the peer group companies.

Developed one year and multi-year long term incentive plans that are both performance and service based with target awards tied to the median of the peer group companies.

Based the awards under the one year long term incentive plan 60% on RevPAR growth (both absolute and relative to our peer).

Based awards under the multi year long term incentive plan 100% on total shareholder return (TSR), 75% of which is based on the Company's absolute TSR over a three year performance period and the remainder of which is focused on the Company's TSR over a three year performance period relative to the peer group.

Set base salary for all NEOs except for one below the median salary for the comparable position in the peer group companies.

At the outset of 2012, the Compensation Committee believed this was the right compensation structure to incentivize the NEOs to drive performance and shareholder return for the Company. In hindsight, the Company achieved all the objectives and more.

2012 continued to be a transformative year for the Company and lodging fundamentals in the markets in which the Company is focused continued to improve. During 2012, management took steps to better position the Company and its portfolio to take advantage of these improving conditions. Management further repositioned the Company's portfolio to focus more on high barrier to entry and major urban markets—New York, Boston, Miami and Philadelphia in particular—which the Company believes will lead the broader economic recovery and the lodging industry recovery in particular. We acquired a total of $163 million of hotel assets in 2012 and we continued our portfolio transformation, closing on the sale of the 18 non-core hotels for $155 million in, what was at the time, a difficult deal environment. Management also oversaw more than $28 million in renovation and return on investment projects at 17 hotel properties to better position the Company for the lodging cycle recovery and the commencement of development work on two new projects in Miami and New York City with a total value approximating $125 million in an effort to take advantage of what is expected to be strong market conditions and operating fundamentals in 2013 and beyond.

In addition, we completed a public offering of common shares, which provided equity necessary to execute our strategy of expanding the its presence in its existing markets. We entered into a $550 million unsecured credit facility that allows the company to significantly reduce its cost of capital by lowering its weighted average borrowing costs, saving approximately $2.5 million annually. We also refinanced or entered into $146 million of new debt financing on four properties while reducing the Company's overall leverage during 2012.

These efforts to improve the Company's overall capitalization and reposition the Company's portfolio have shown results. During 2012, the Company:

grew ADR by 5.5%;

grew occupancy by 180 basis points to 73.8%;

grew RevPAR by 8.1% across the consolidated hotel portfolio, which outpaced the median RevPAR growth of the peer group by 241 basis points;

grew AFFO by 10.7%, from approximately $69 million to $76 million;

maintained the Company's fixed charge coverage ratio of 2.10x; and

reduced the Company's overall leverage ratio from a Debt to EBITDA ratio of 6.6x to 5.3x.

As a result of these achievements, the Company achieved the highest EBITDA in its history and the highest EBITDA margins in the sector. As described in more detail under "Compensation Discussion and Analysis," the Company achieved the performance metrics set by the Compensation Committee, and each NEO achieved his personal performance objectives. As a result, more than 74% of the actual total compensation paid to the NEOs for 2012 was performance based, and more than 45% of the actual total compensation paid to the NEOs for 2012 was in the form of equity awards.

For these reasons and others, the Board of Trustees believes the Company's executive compensation program is meeting the objectives of the program—the NEOs are driving the Company's key performance metrics and providing outsized TRS to the Company's shareholders. Accordingly, the Board of Trustees unanimously recommends that you vote "FOR" the following resolution on executive compensation:

RESOLVED, that the Company's shareholders approve, on an advisory basis, the compensation of the named executive officers, as disclosed in the Company's Proxy Statement for the 2013 Annual Meeting of Shareholders pursuant to the compensation disclosure rules of the SEC, including the Compensation Discussion and Analysis, the Summary Compensation Table and the other related tables and disclosure.

The Board of Trustees unanimously recommends a vote "FOR" the approval of the compensation of the company's named executive officers as disclosed in this proxy statement.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Review and Approval of Related Party Transactions

The Acquisition Committee of the Board of Trustees, which was comprised of four independent trustees at December 31, 2012, considers questions of possible conflicts of interest with regard to related party transactions and attempts to ensure that proper safeguards are in place and are being followed when the Company enters into related party transactions. This policy is set forth in the Acquisition Committee's written charter, which is available on the Company's website. A majority of the members of the Acquisition Committee must approve the terms of each acquisition from or loan to a related party; however, this requirement is not expressly set forth in the Acquisition Committee's written charter.

The Board of Trustees has a policy regarding the approval of any "related person transaction," which is defined as any transaction or series of transactions in which the Company or any of its subsidiaries is to be a participant, the amount involved exceeds $120,000, and a "related person" (as defined in Item 404 of Regulation S-K promulgated by the SEC) has a direct or indirect material interest. Related person transactions must be approved by a majority of the Company's independent trustees; however, if the related person transaction involves an acquisition from or development loan to a related person, the transaction will be referred to the Acquisition Committee for its approval as described above. The Board of Trustee's policy requires any independent trustee with a direct or indirect interest in the transaction to excuse himself from any consideration of the related person transaction in which he has an interest.

Transactions with Trustees and Officers

Hotel Acquisitions from Related Persons

In connection with the Company's initial public offering, the Company entered into an option agreement with the following members of the Company's management team: Hasu Shah, Jay Shah, Neil Shah, David Desfor and Kiran Patel. Pursuant to this agreement, the Company had the option to purchase any hotel owned or developed by these individuals or their affiliates that was within fifteen miles of any of the Company's hotels or any hotel subsequently acquired by the Company for two years after such acquisition or development. In September 2003, the parties to this agreement amended the option agreement so that (a) the right of first refusal now applies to all hotels owned or developed by the parties, regardless of proximity to the Company's hotels, and (b) the right of first refusal applies to each party until one year after such party ceases to be an officer or trustee. The option agreement, as amended, terminates with respect to each of the affiliates covered by the agreement one year after each such affiliate ceases to be a trustee, officer, partner of employee of the Company. Since January 1, 2010, the Company did not acquire, or agree to acquire, hotels from entities controlled by related persons. As of the date of this proxy statement, the Company does not have any plans to acquire any hotels from affiliates of the Company pursuant to the option agreement or otherwise.

Development Loans Made to Related Persons

Historically, the Company has made secured mezzanine and development loans to hotel developers, including entities in which related persons own an interest. As of March 31, 2013, the Company had approximately $2.0 million of development loans outstanding to entities in which related persons own an interest.

The following table sets forth additional information regarding development loans made by the Company to entities controlled by related persons since January 1, 2012 and development loans made to entities controlled by related persons prior to January 1, 2012 that were outstanding during 2012:

		Largest Aggregate Amount of Principal Outstanding during the year ended December 31, 2012	Amount of Principal Outstanding as of March 31, 2013	Amount of Principal Funded Since January 1, 2012	Interest Rate	Amount of Interest Accrued during the year ended December 31, 2012
Hyatt 48Lex (Manhattan, NY)	44 Lexington Holding, LLC(1)	$ 15,121,674	$ 1,978,180	$ 276,694	9.0 %	$ 1,485,234
Renaissance by Marriott (Woodbridge, NJ)	Hersha Woodbridge Associates, LLC(2)	$ 5,000,000	$ -	$ -	9.0 %	$ 326,708
Hilton Garden Inn (Dover, DE)	44 Aasha Hospitality, LLC(3)	$ 1,000,000	$ -	$ -	10.0 %	$ 27,669
Element (Ewing, NJ)	American Properties at Scotch Road, LLC(4)	$ 2,000,000	$ -	$ -	11.0 %	$ 67,884

(1) On May 30, 2008, the Company made a Development Loan to 44 Lexington Holding, LLC, an entity in which Hasu P. Shah, Jay H. Shah, and Neil H. Shah collectively owned a 37.0% interest. The Company amended this loan to allow the borrower to elect, quarterly, to pay accrued interest in-kind by adding the accrued interest to the principal balance of the loan. Amount of principal funded since January 1, 2012 represents accrued interest paid in-kind. Effective June 1, 2012, the Company amended this loan to cease the borrower's election to pay accrued interest in-kind and reduce the interest rates from 11% to 9%.

(2) On April 1, 2008, the Company made a Development Loan to Hersha Woodbridge Associates, LLC, an entity in which Hasu P. Shah, Jay H. Shah, Neil H. Shah, Ashish R. Parikh, David L. Desfor, and Kiran P. Patel collectively owned a 75.0% interest. Effective June 1, 2012, the Company amended this loan to reduce the interest rates from 11% to 9%.

(3) On November 1, 2008, the Company made a Development Loan to 44 Aasha Hospitality, LLC, an entity in which Hasu P. Shah, Jay H. Shah, Neil H. Shah, Ashish R. Parikh, David L. Desfor, and Kiran P. Patel collectively owned a 31.5% interest.

(4) On August 6, 2008, the Company made a Development Loan to American Properties at Scotch Road, LLC, an entity in which Jay H. Shah and Neil H. Shah collectively owned a 50.0% interest.

Management Agreements with HHMLP

The Company's wholly owned taxable REIT subsidiary ("TRS"), 44 New England, engages eligible independent contractors, including Hersha Hospitality Management LP ("HHMLP"), as the property managers for hotels it leases from the Company pursuant to management agreements. The Company's management agreements with HHMLP generally provide for five-year terms and are subject to early termination upon the occurrence of defaults and certain other events described therein. As required under the REIT qualification rules, HHMLP must qualify as an "eligible independent contractor" during the term of the management agreements. Under the management agreements, HHMLP generally pays the operating expenses of the Company's hotels from hotel revenue. All operating expenses or other expenses incurred by HHMLP in performing its authorized duties are reimbursed or borne by the Company's TRS to the extent the operating expenses or other expenses are incurred within the limits of the applicable approved hotel operating budget. HHMLP is not obligated to advance any of its own funds for operating expenses of a hotel or to incur any liability in connection with operating a hotel. Management agreements with other unaffiliated hotel management companies have similar terms.

As of December 31, 2012, HHMLP managed 57 of the properties leased to the Company's TRS. For its services, HHMLP receives a base management fee, and if a hotel exceeds certain thresholds, an incentive management fee. The base management fee for a hotel is due monthly and is equal to 3% of gross revenues associated with each hotel managed for the related month. The incentive management fee, if any, for a hotel is due annually in arrears on the ninetieth day following the end of each fiscal year and is based upon the financial performance of the hotel. For the year ended December 31, 2012 the Company paid no incentive management fees to HHMLP. For the year ended December 31, 2012, base management fees incurred totaled $10.8 million. Hasu P. Shah, Jay H. Shah, Neil H. Shah, David L. Desfor and Kiran P. Patel, executive officers and/or trustees of the Company, collectively own a 34.2% interest in HHMLP.

Accounting and Information Technology Services Provided by HHMLP

HHMLP provides accounting and information technology services for the Company. Monthly fees for accounting services are between $2,000 and $3,000 per wholly owned property. Monthly information technology fees are between $1,000 and $2,000 per wholly owned property and for the corporate headquarters. For the year ended December 31, 2012, the Company incurred accounting fees of $1.7 million and information technology fees of $0.5 million.

Capital Expenditure Services Provided by HHMLP

HHMLP charges a 5% fee on all capitalized expenditures and pending renovation projects at the properties as compensation for procurement services related to capital expenditures and for project management of renovation projects. For the year ended December 31, 2012, the Company incurred fees of approximately $1.1 million, which were paid to HHMLP.

Transactions Involving IRSA and REIG

In connection with a registered direct offering of 5,700,000 common shares to REIG in August 2009, the Company also entered into a series of agreements with REIG and IRSA, including, among others, an investor rights and option agreement, a trustee designation agreement and a registration rights agreement. Each of the agreements the Company entered into with REIG is described below.

Investor Rights and Option Agreement; Preemptive Rights

Pursuant to the investor rights and option agreement, the Company granted REIG an option to purchase an additional 5,700,000 common shares from the Company at an exercise price of $3.00 per share, subject to certain adjustments. REIG's purchase option is exercisable, in whole or in part, at any time prior to August 4, 2014. On February 13, 2012, the Company issued an aggregate of 2,521,561 common shares to REIG. The Company issued these common shares to REIG pursuant to the investor rights and option agreement, dated August 4, 2009, by and among the Company, REIG and IRSA, in order to cancel, in full, REIG's option to purchase up to 5,700,000 common shares at an exercise price of $3.00 per share. As noted below, the Company had previously registered the resale of the common shares issuable to REIG in cancellation of its purchase option.

The Company also granted REIG preemptive rights under the investor rights and option agreement. Pursuant to the exercise of these preemptive rights, REIG and certain of its affiliates purchased additional common shares in underwritten public offerings completed in January, March and October 2010. REIG and its affiliates purchased these common shares at the same public offering price paid by other investors. REIG and its affiliates did not exercise preemptive rights under this agreement in 2012.

Trustee Designation Agreement

The Company also entered into a trustee designation agreement with REIG and IRSA, pursuant to which the Company had appointed Daniel R. Elsztain, Chief Real Estate Officer of IRSA, to the Company's Board of Trustees as a Class I Trustee. The trustee designation agreement also permits IRSA to designate one of two non-voting observers to attend any meeting of the Company's Board of Trustees if Mr. Elsztain is unable to attend. On December 3, 2012, Mr. Elsztain resigned from the Board of Trustees.

Registration Rights

Pursuant to a registration rights agreement that the Company entered into with REIG and IRSA in connection with the August 2009 registered direct offering, which was amended and restated in August 2010, the Company has registered common shares held by or issuable to REIG and certain of its affiliates, including the common shares issued to REIG in February 2012 upon cancellation of REIG's purchase option. The Company has incurred nominal expense in connection with the registration of these common shares. The Company has agreed to indemnify REIG and certain of its affiliates against various liabilities, including liabilities under the Securities Act.

AUDIT COMMITTEE REPORT

The Audit Committee of the Board of Trustees is composed of four trustees, all of whom are independent under the standards of the NYSE and the SEC, and the Audit Committee operates under a written charter adopted by the Board of Trustees. The Audit Committee reviews audit fees and recommends to the Board of Trustees the selection of the Company's independent accountants. Management is responsible for the Company's internal controls and the financial reporting process. The independent accountants are responsible for performing an independent audit of the Company's consolidated financial statements in accordance with the Public Company Accounting Oversight Board (the "PCAOB") standards and for issuing a report thereon. The Audit Committee's responsibility is to monitor and oversee these processes and to report thereon to the Board of Trustees. In this context, the Audit Committee has met and held discussions with management and KPMG LLP, the Company's independent registered public accounting firm for the 2012 fiscal year.

Management represented to the Audit Committee that the Company's consolidated financial statements were prepared in accordance with generally accepted accounting principles, and the Audit Committee has reviewed and discussed the audited consolidated financial statements with management and KPMG LLP.

The Audit Committee has discussed with KPMG LLP the matters required to be discussed by the requirements of the PCAOB.

The Audit Committee also has received the written disclosures and the letter from KPMG LLP required by the applicable requirements of the PCAOB relating to KPMG LLP's communications with the Audit Committee concerning independence, and has discussed with KPMG LLP that firm's independence.

Based upon the Audit Committee's review and discussions with management and KPMG LLP referred to above, the Audit Committee recommended that the Board of Trustees include the audited consolidated financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2012 filed with the Securities and Exchange Commission.

THE AUDIT COMMITTEE

John M. Sabin (Chair)
Thomas J. Hutchinson III
Donald J. Landry
Dianna F. Morgan

April 19, 2013

INFORMATION ABOUT THE COMPANY'S INDEPENDENT AUDITORS

The Board of Trustees, upon the recommendation of the Audit Committee, engaged KPMG LLP to serve as the Company's independent auditors for the 2012 fiscal year. The Company anticipates that two representatives from KPMG LLP will attend the annual meeting and these persons will have an opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

The Audit Committee reviews with management and the independent accountants the results of the independent accountants' review of the unaudited financial statements that are included in the Company's quarterly reports on Form 10-Q. The Audit Committee also reviews the fees charged by the Company's independent accountants. During the fiscal years ended December 31, 2012 and 2011, KPMG LLP billed the Company the fees set forth below in connection with services rendered by that respective firm to the Company.

KPMG LLP was Hersha's independent registered public accounting firm for the 2012 and 2011 fiscal years and billed, or expects to bill, the following fees for fiscal 2012 and fiscal 2011:

Audit Fees. For professional services rendered by KPMG LLP for the audit of the Company's annual financial statements, reviews of the financial statements included in the Company's Quarterly Reports on Form 10-Q, and other services provided in connection with statutory and regulatory filings, and an audit of internal control over financial reporting, KPMG LLP billed the Company $697,500 with respect to 2012 and $665,000 with respect to 2011. For professional services rendered by KPMG LLP provided in connection with the audit of a significant subsidiary, comfort letters and SEC registration statements, KPMG LLP billed the Company $119,000 with respect to 2012 and $85,000 with respect to 2011.

Tax Fees. For professional services rendered by KPMG LLP for tax compliance, tax advice and tax planning matters, KPMG LLP billed the Company fees in the aggregate amount of $186,200 with respect to2012 and $195,900 with respect to 2011. These tax services related to the preparation of the Company's state and federal tax returns, and tax advice on structuring loans and joint venture and review of dividend calculations.

Audit Related and All Other Fees. KPMG LLP did not render or charge the Company for any other services not included in audit fees or tax fees as disclosed above with respect to 2012 or 2011.

Consistent with SEC policies regarding auditor independence, the Audit Committee has responsibility for appointing, setting compensation and overseeing the work of the independent auditor. In recognition of this responsibility, the Audit Committee has established a policy that it must pre-approve all audit and permissible non-audit services provided by the independent auditor prior to engagement of the auditor for each such service, and all such services were pre-approved by the Audit Committee. Except as disclosed above, there were no non-audit services provided by KPMG LLP in 2012.

PROPOSAL THREE
RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS

KPMG LLP currently serves as the Company's independent registered public accounting firm, and that firm conducted the audit of the Company's consolidated financial statements as of and for the year ended December 31, 2012. The Audit Committee has appointed KPMG LLP to serve as its independent registered public accounting firm to conduct an audit of the Company's consolidated financial statements as of and for the year ending December 31, 2013 and the Company's system of internal controls over financial reporting.

Selection of the Company's independent registered public accounting firm is not required to be submitted to a vote of shareholders for ratification. In addition, the Sarbanes-Oxley Act of 2002 requires the Audit Committee to be directly responsible for the appointment, compensation and oversight of the audit work of the independent auditors. However, the Board of Trustees is submitting this matter to shareholders as a matter of good corporate practice. If shareholders fail to vote on an advisory basis in favor of the selection, the Audit Committee will reconsider whether to retain KPMG LLP, and may retain that firm or another without re-submitting the matter to the Company's shareholders. Even if shareholders vote on an advisory basis in favor of the appointment, the Audit Committee may, in its discretion, direct the appointment of different independent auditors at any time during the year if it determines that such a change would be in the best interests of the Company.

Unless you direct otherwise, proxies will be voted for the proposal.

The Board of Trustees unanimously recommends a vote "FOR" this proposal.

SHAREHOLDER PROPOSALS AND NOMINATIONS FOR THE 2014 ANNUAL MEETING

Under the regulations of the SEC, any shareholder desiring to make a proposal to be acted upon at the 2014 annual meeting of shareholders must present such proposal to the Company at its principal office in Harrisburg, Pennsylvania not later than December 21, 2013, in order for the proposal to be considered for inclusion in the Company's proxy statement. The Company will not consider proposals received after December 21, 2013 for inclusion in the Company's proxy materials for the Company's 2014 annual meeting of shareholders.

The Company's Bylaws provide that, in addition to any other applicable requirements, for business to be properly brought before the annual meeting by a shareholder, but not included in the Company's proxy statement, the shareholder must give timely notice in writing not earlier than 150 days nor later than 120 days prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event the annual meeting is advanced by more than 30 days or delayed by more than 60 days, notice must be received not earlier than the 150th day prior to the date of the annual meeting and not later than the close of business on the later of the 120th day prior to the date of the annual meeting and the 10th day following the day on which the Company first publicly announces the date of the annual meeting. As to each matter, the notice must contain the information specified in the Bylaws regarding the shareholder giving the notice and the business proposed to be brought before the annual meeting.

The Company's Bylaws provide that a shareholder of record, both at the time of the giving of the required notice set forth in this sentence and at the time of the 2012 annual meeting, entitled to vote at the annual meeting may nominate persons for election to the Board of Trustees by mailing written notice to the Corporate Secretary of the Company not more than 150 days nor less than 120 days prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event the annual meeting is advanced by more than 30 days or delayed by more than 60 days, notice must be received not earlier than the 150th day prior to the date of the annual meeting and not later than the close of business on the later of the 120th day prior to the date of the annual meeting and the 10th day following the day on which the Company first publicly announces the date of the annual meeting. The notice must contain the information specified in the Bylaws regarding the shareholder giving the notice and each person whom the shareholder wishes to nominate for election as a trustee. The notice must be accompanied by the written consent of each proposed nominee to serve as one of the Company's trustees, if elected.

OTHER MATTERS

The Board of Trustees knows of no other business to be brought before the annual meeting. If any other matters properly come before the annual meeting, the proxies will be voted on such matters in accordance with the judgment of the persons named as proxies therein, or their substitutes, present and acting at the meeting.

ANNUAL REPORT ON FORM 10-K

The Company will furnish to each beneficial owner of common shares entitled to vote at the annual meeting, upon written request to Ashish Parikh, the Company's Chief Financial Officer, at 44 Hersha Drive, Harrisburg, Pennsylvania 17102, Telephone (717) 236-4400, a copy of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012, including the financial statements and financial statement schedules filed by the Company with the SEC.

By Order of the Board of Trustees,

/s/ David L. Desfor

David L. Desfor

April 19, 2013 Corporate Secretary

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HERSHA HOSPITALITY TRUST
44 HERSHA DRIVE
HARRISBURG, PA 17102

VOTE BY INTERNET - www.proxyvote.com
Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

Electronic Delivery of Future PROXY MATERIALS
If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903
Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL
Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

The Board of Trustees unanimously recommends you vote FOR the following:

		For	Against	Abstain
1.	Election of Trustees.			
1a.	Hasu P. Shah	o	o	o
1b.	Dianna F. Morgan	o	o	o
1c.	Kiran P. Patel	o	o	o
1d.	John M. Sabin	o	o	o

The Board of Trustees unanimously recommends you vote FOR proposals 2 and 3. For Against Abstain	For	Against	Abstain
2. The approval, on an advisory basis, of the compensation of the named executive officers	o	o	o
3. The ratification of KPMG LLP as the independent auditors	o	o	o

NOTE: In their discretion, the Proxies are authorized to vote upon such other business and matters incident to the conduct of the meeting as may properly come before the meeting or any postponements or adjournments thereof and for the election of a person to serve as a trustee if any of the nominees above declines or is unable to serve.

Please sign name exactly as it appears on the share certificate. Only one of several joint owners or co-owners need sign. Fiduciaries should give full title.

Signature [PLEASE SIGN WITHIN BOX] Date Signature (Joint Owners) Date

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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting: The Notice of Annual Meeting of Shareholders, Proxy Statement, and 2012 Annual Report to Shareholders is/are available at www.proxyvote.com .

HERSHA HOSPITALITY TRUST
This proxy is solicited on behalf of the Board of Trustees
for the Annual Meeting of Shareholders
May 23, 2013, 9:00 a.m., Eastern Time

The undersigned shareholder, revoking all prior proxies, hereby appoints David L. Desfor and Ashish R. Parikh, or either of them, as proxies (the "Proxies"), each with full power of substitution, to attend the annual meeting of shareholders of Hersha Hospitality Trust (the "Company") to be held on May 23, 2013, at 299 Park Avenue, 40th floor, Conference Room 40-I, New York, NY 10171, at 9:00 a.m., Eastern Time, and at any adjournments and postponements thereof, to cast on behalf of the undersigned all votes that the undersigned is otherwise entitled to cast at such meeting and otherwise represent the undersigned at the meeting with all powers possessed by the undersigned if personally present at such meeting. Receipt of the Notice of Annual Meeting of Shareholders, the Proxy Statement and the 2012 Annual Report to Shareholders is hereby acknowledged.

This proxy, when properly executed, will be voted in the manner directed herein by the undersigned. If this proxy is executed but no direction is made, this proxy will be voted (i) "for" the election of each nominee for trustee, (ii) "for" the approval, on an advisory basis, of the compensation of the named executive officers, and (iii) "for" the ratification of KPMG LLP as the independent auditors. The votes entitled to be cast by the undersigned will be cast in the discretion of the Proxies, or either of them, on any other matter that may properly come before the meeting or any adjournment or postponement thereof and for the election of a person to serve as a trustee if any of the nominees named in the Proxy Statement declines or is unable to serve.

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE