

ASHFORD HOSPITALITY TRUST INC

Form 10-K/A

August 24, 2005

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-K/A (Amendment No. 2)**

(MARK ONE)

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

**FOR THE FISCAL YEAR ENDED DECEMBER 31, 2004
OR**

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

**FOR THE TRANSITION PERIOD FROM _____ TO _____
COMMISSION FILE NUMBER: 001-31775
ASHFORD HOSPITALITY TRUST, INC.
(Exact name of registrant as specified in its charter)**

MARYLAND
(State or other jurisdiction of
incorporation or organization)

86-1062192
(I.R.S. Employer
Identification No.)

14185 DALLAS PARKWAY, SUITE 1100, DALLAS,
TEXAS

75254

(Address of principal executive offices)

(Zip Code)

(972) 490-9600

(Registrant's telephone number, including area code)
Securities registered pursuant to Section 12(b) of the Act:
COMMON STOCK, \$0.01 PAR
PREFERRED STOCK, SERIES A, \$0.01 PAR
Securities registered pursuant to Section 12(g) of the Act:

NONE

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes No
The aggregate market value of the common stock of the registrant held by non-affiliates of the registrant, computed by reference to the price at which the registrant's common stock was last sold on the last business day of the registrant's most recently completed second fiscal quarter, was approximately \$202.8 million. As of March 15, 2005, the registrant had issued and outstanding 36,160,447 shares of common stock.

DOCUMENTS INCORPORATED BY REFERENCE

No items are incorporated by reference in this Form 10-K/A. The Registrant's definitive Proxy Statement pertaining to the 2005 Annual Meeting of Stockholders (the Proxy Statement), filed or to be filed not later than 120 days after the end of the fiscal year pursuant to Regulation 14A, is incorporated herein by reference into Part III of the original filing.

EXPLANATORY NOTE

This Form 10-K/A constitutes Amendment No. 2 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2004. This Form 10-K/A is being filed solely to include exhibits that were inadvertently excluded with the Form 10-K/A (Amendment # 1), filed August 10, 2005. The original Form 10-K/A (Amendment #1) was filed solely to revise Part II, Item 9A, Controls and Procedures, and clarifies that the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's internal control over financial reporting was effective as of December 31, 2004.

All other information in the original Form 10-K filing, including the financial statements, is unchanged. This Form 10-K/A amends only the items specified above and does not otherwise update the disclosures in the original filing or reflect events occurring after the original filing.

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| <u>Exhibit Number</u> | <u>Description of Exhibit</u> | |
| *31.1 | Certification of the Chief Executive Officer Required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended | |
| *31.2 | Certification of the Chief Financial Officer Required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended | |
| *31.3 | Certification of the Chief Accounting Officer Required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended | |
| *32.1 | Certification of the Chief Executive Officer Required by Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended (In accordance with Sec Release 33-8212, this exhibit is being furnished, and is not being filed as part of this report or as a separate disclosure document, and is not being incorporated by reference into any Securities Act of 1933 registration statement.) | |
| *32.2 | Certification of the Chief Financial Officer Required by Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended (In accordance with Sec Release 33-8212, this exhibit is being furnished, and is not being filed as part of this report or as a separate disclosure document, and is not being incorporated by reference into any Securities Act of 1933 registration statement.) | |
| *32.3 | Certification of the Chief Accounting Officer Required by Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended (In accordance with Sec Release 33-8212, this exhibit is being furnished, and is not being filed as part of this report or as a separate disclosure document, and is not being incorporated by | |

reference into any Securities Act of 1933 registration statement.)

Certification of CEO

Certification of CFO

Certification of CAO

Certification of CEO

Certification of CFO

Certification of CAO

* filed herewith

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PART II

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Director and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f). Under the supervision and with the participation of our management, including our Chief Executive Officer and Director and our Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2004 based on the framework in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on that evaluation, our management, including our Chief Executive Officer and Chief Financial Officer, concluded that our internal control over financial reporting was effective as of December 31, 2004.

Our management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of certain acquired businesses, which were excluded from the scope of our assessment, but are included in our 2004 consolidated financial statements. Such acquired businesses are listed below: SpringHill Suites hotel in Baltimore, Maryland.

Four hotel properties acquired from Day Hospitality Group.

Nine hotel properties acquired from Dunn Hospitality Group.

Hyatt Orange County hotel in Anaheim, California.

These businesses constituted approximately \$188.6 million and \$179.0 million of total and net assets, respectively, as of December 31, 2004 and approximately \$19.3 million and \$3.7 million of revenues and operating income, respectively, for the year then ended.

Management's assessment of the effectiveness of our internal control over financial reporting as of December 31, 2004 has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their report which is included elsewhere herein.

Changes in Internal Control over Financial Reporting

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

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SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized on August 24, 2005.

ASHFORD HOSPITALITY TRUST, INC.

By: /s/ MONTGOMERY J. BENNETT
Montgomery J. Bennett
Chief Executive Officer

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, this report has been signed below on behalf of the Registrant in the capacities and on the dates indicated.

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