Section 1: 10-Q (10-Q)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the Quarterly Period Ended September 30, 2019

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: 001-34087

CONDOR HOSPITALITY TRUST, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of incorporation or organization)

52-1889548
(IRS Employer Identification Number)

4800 Montgomery Lane Ste. 220, Bethesda, MD 20814
(Address of principal executive offices)
Telephone number: (402) 371-2520

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol	Name of each exchange on which registered
Common stock, par value $0.01 per share	CDOR	NYSE American

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES ☒ NO ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). YES ☒ NO ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definitions of "large accelerated file," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12-b2 of the Exchange Act.

Large accelerated filer ☐
Non-accelerated filer ☐
Accelerated filer ☐
Small reporting company ☒
Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act YES ☐ NO ☐

Indicate by check mark whether the registrant is a shell company (as described in Rule 12b-2 of the Exchange Act).YES ☐ NO ☒

As of November 8, 2019 there were 11,920,217 shares of common stock, par value $.01 per share, outstanding.

Condor Hospitality Trust, Inc. and Subsidiaries
Table of Contents

		Page Number
Part I.	**FINANCIAL INFORMATION**	
Item 1.	Financial Statements	
	Consolidated Balance Sheets as of September 30, 2019 and December 31, 2018	3
	Consolidated Statements of Operations for the Three and Nine Months ended September 30, 2019 and 2018	4
	Consolidated Statements of Equity for the Three and Nine Months ended September 30, 2019 and 2018	5
	Consolidated Statements of Cash Flows for the Nine Months ended September 30, 2019 and 2018	7
	Notes to Consolidated Financial Statements	8
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	31
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	45
Item 4.	Controls and Procedures	46
Part II.	**OTHER INFORMATION**	
Item 1.	Legal Proceedings	46
Item 1A.	Risk Factors	47
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	47
Item 3.	Defaults Upon Senior Securities	47
Item 4.	Mine Safety Disclosures	47
Item 5.	Other Information	48
Item 6.	Exhibits	48

PART I. FINANCIAL INFORMATION

Condor Hospitality Trust, Inc. and Subsidiaries
Consolidated Balance Sheets
(Unaudited - In thousands, except share and per share data)

	As of	
	September 30, 2019	**December 31, 2018**
Assets		
Investment in hotel properties, net	$ 224,376	$ 230,178
Investment in unconsolidated joint venture	4,649	5,866
Cash and cash equivalents	5,046	4,151
Restricted cash, property escrows	6,906	5,005
Accounts receivable, net	1,500	1,290
Prepaid expenses and other assets	1,131	2,227
Derivative assets, at fair value	428	639
Investment in hotel properties held for sale, net	-	4,092
Total Assets	$ 244,036	$ 253,448
Liabilities and Equity		
Liabilities		
Accounts payable, accrued expenses, and other liabilities	$ 7,993	$ 5,336
Dividends and distributions payable	145	2,330
Derivative liabilities, at fair value	498	-
Convertible debt, at fair value	1,199	1,000
Long-term debt, net of deferred financing costs	134,017	135,810
Long-term debt related to hotel properties held for sale, net of deferred financing costs	-	1,120
Total Liabilities	143,852	145,596
Equity		
Shareholders' Equity		
Preferred stock, 40,000,000 shares authorized:		
6.25% Series E, 925,000 shares authorized, $.01 par value, 925,000 shares outstanding, liquidation preference of $9,394 and $9,250	10,050	10,050
Common stock, $.01 par value, 200,000,000 shares authorized; 11,916,309 and 11,886,003 shares outstanding	119	119
Additional paid-in capital	232,627	231,805
Accumulated deficit	(143,277)	(134,970)
Total Shareholders' Equity	99,519	107,004
Noncontrolling interest in consolidated partnership (Condor Hospitality Limited Partnership), redemption value of $623 and $435	665	848
Total Equity	100,184	107,852
Total Liabilities and Equity	$ 244,036	$ 253,448

See accompanying notes to consolidated financial statements.

Condor Hospitality Trust, Inc. and Subsidiaries
Consolidated Statements of Operations
(Unaudited - In thousands, except per share data)

	Three months ended September 30,		Nine months ended September 30,	
	2019	2018	2019	2018
Revenue				
Room rentals and other hotel services	$ 14,666	$ 15,462	$ 46,746	$ 49,975
Operating Expenses				
Hotel and property operations	9,718	10,148	29,266	31,318
Depreciation and amortization	2,405	2,423	7,161	7,126
General and administrative	1,210	1,599	4,445	5,073
Acquisition and terminated transactions	1	96	15	186
Equity transaction and strategic alternatives	1,052	-	1,886	-
Total operating expenses	14,386	14,266	42,773	43,703
Operating income	280	1,196	3,973	6,272
Net gain (loss) on disposition of assets	(14)	3,716	9	5,587
Equity (loss) in earnings of joint venture	(84)	(41)	595	251
Net gain (loss) on derivatives and convertible debt	(223)	116	(916)	719
Other expense, net	(27)	(23)	(80)	(57)
Interest expense	(1,912)	(2,154)	(6,169)	(6,173)
Impairment recovery, net	-	-	-	93
Earnings (loss) before income taxes	(1,980)	2,810	(2,588)	6,692
Income tax expense	(8)	(132)	(655)	(315)
Net earnings (loss)	(1,988)	2,678	(3,243)	6,377
Loss (earnings) attributable to noncontrolling interest	10	(20)	17	(47)
Net earnings (loss) attributable to controlling interests	(1,978)	2,658	(3,226)	6,330
Dividends declared and undeclared on preferred stock	(145)	(145)	(434)	(434)
Net earnings (loss) attributable to common shareholders	$ (2,123)	$ 2,513	$ (3,660)	$ 5,896
Earnings (Loss) per Share				
Total - Basic Earnings (Loss) per Share	$ (0.18)	$ 0.21	$ (0.31)	$ 0.50
Total - Diluted Earnings (Loss) per Share	$ (0.18)	$ 0.21	$ (0.31)	$ 0.49

See accompanying notes to consolidated financial statements.

Condor Hospitality Trust, Inc. and Subsidiaries
Consolidated Statements of Equity
(Unaudited - In thousands, except per share amounts)

	Three months ended September 30, 2018								
	Shares of Preferred stock	**Preferred stock**	**Shares of Common stock**	**Common stock**	**Additional paid-in capital**	**Accumulated deficit**	**Total Shareholders' equity**	**Noncontrolling interest**	**Total equity**
Balance at June 30, 2018	925	$ 10,050	11,882	$ 119	$ 231,474	$ (131,739)	$ 109,904	$ 1,449	$111,353
Stock-based compensation	-	-	2	-	232	-	232	-	232
Issuance of common stock	-	-	-	-	2	-	2	-	2
Dividends and distributions declared									
Common Stock ($0.195 per share)	-	-	-	-	-	(2,317)	(2,317)	-	(2,317)
Series E Preferred Stock	-	-	-	-	-	(145)	(145)	-	(145)
Common Units ($0.00375 per unit)	-	-	-	-	-	-	-	(18)	(18)
Redemption of common units	-	-	-	-	42		42	(202)	(160)
Net earnings	-	-	-	-	-	2,658	2,658	20	2,678
Balance at September 30, 2018	925	$ 10,050	11,884	$ 119	$ 231,750	$ (131,543)	$ 110,376	$ 1,249	$111,625

	Three months ended September 30, 2019								
	Shares of Preferred stock	**Preferred stock**	**Shares of Common stock**	**Common stock**	**Additional paid-in capital**	**Accumulated deficit**	**Total Shareholders' equity**	**Noncontrolling interest**	**Total equity**
Balance at June 30, 2019	925	$ 10,050	11,911	$ 119	$ 232,405	$ (141,154)	$ 101,420	$ 771	$102,191
Stock-based compensation	-	-	4	-	126	-	126	-	126
Dividends and distributions undeclared									
Series E Preferred Stock	-	-	-	-	-	(145)	(145)	-	(145)
Redemption of common units	-	-	2	-	96	-	96	(96)	-
Net loss	-	-	-	-	-	(1,978)	(1,978)	(10)	(1,988)
Balance at September 30, 2019	925	$ 10,050	11,917	$ 119	$ 232,627	$ (143,277)	$ 99,519	$ 665	$100,184

See accompanying notes to consolidated financial statements.

Condor Hospitality Trust, Inc. and Subsidiaries
Consolidated Statements of Equity
(Unaudited - In thousands, except per share amounts)

	Nine months ended September 30, 2018								
	Shares of Preferred stock	**Preferred stock**	**Shares of Common stock**	**Common stock**	**Additional paid-in capital**	**Accumulated deficit**	**Total Shareholders' equity**	**Noncontrolling interest**	**Total equity**
Balance at December 31, 2017	925	$ 10,050	11,834	$ 118	$ 230,727	$ (130,489)	$ 110,406	$ 1,408	$111,814
Stock-based compensation	-	-	22	-	722	-	722	-	722
Issuance of common stock	-	-	28	1	259	-	260	-	260
Issuance of common units	-	-	-	-	-	-	-	50	50
Dividends and distributions declared									
Common Stock ($0.585 per share)	-	-	-	-	-	(6,950)	(6,950)	-	(6,950)
Series E Preferred Stock	-	-	-	-	-	(434)	(434)	-	(434)
Common Units ($0.011 per unit)	-	-	-	-	-	-	-	(54)	(54)
Redemption of common units	-	-	-	-	42	-	42	(202)	(160)
Net earnings	-	-	-	-	-	6,330	6,330	47	6,377
Balance at September 30, 2018	925	$ 10,050	11,884	$ 119	$ 231,750	$ (131,543)	$ 110,376	$ 1,249	$111,625

	Nine months ended September 30, 2019								
	Shares of Preferred stock	**Preferred stock**	**Shares of Common stock**	**Common stock**	**Additional paid-in capital**	**Accumulated deficit**	**Total Shareholders' equity**	**Noncontrolling interest**	**Total equity**
Balance at December 31, 2018	925	$ 10,050	11,886	$ 119	$ 231,805	$ (134,970)	$ 107,004	$ 848	$ 107,852
Stock-based compensation	-	-	29	-	720	-	720	-	720
Dividends and distributions declared and undeclared									
Common Stock ($0.39 per share)	-	-	-	-	-	(4,647)	(4,647)	-	(4,647)
Series E Preferred Stock	-	-	-	-	-	(434)	(434)	-	(434)
Common Units ($0.0075 per unit)	-	-	-	-	-	-	-	(22)	(22)
Redemption of common units	-	-	2	-	102	-	102	(144)	(42)
Net loss	-	-	-	-	-	(3,226)	(3,226)	(17)	(3,243)
Balance at September 30, 2019	925	$ 10,050	11,917	$ 119	$ 232,627	$ (143,277)	$ 99,519	$ 665	$100,184

See accompanying notes to consolidated financial statements.

Condor Hospitality Trust, Inc. and Subsidiaries
Consolidated Statements of Cash Flows
(Unaudited – In thousands)

	Nine months ended September 30,	
	2019	2018
Cash flows from operating activities:		
Net earnings (loss)	$ (3,243)	$ 6,377
Adjustments to reconcile net earnings (loss) to net cash provided by operating activities:		
Depreciation and amortization expense	7,161	7,126
Net gain on disposition of assets	(9)	(5,587)
Net (gain) loss on derivatives and convertible debt	916	(719)
Equity in earnings of joint venture	(595)	(251)
Distributions from cumulative earnings of joint venture	170	187
Amortization of deferred financing costs	981	1,080
Impairment recovery, net	-	(93)
Stock-based compensation expense	901	912
Provision for deferred taxes	613	294
Changes in operating assets and liabilities:		
(Increase) decrease in assets	477	(623)
Increase in liabilities	2,233	532
Net cash provided by operating activities	9,605	9,235
Cash flows from investing activities:		
Additions to hotel properties	(1,229)	(1,527)
Distributions in excess of cumulative earnings from joint venture	1,643	1,173
Hotel acquisitions	-	(35,643)
Net proceeds from sale of hotel assets	4,186	19,690
Net cash provided by (used in) investing activities	4,600	(16,307)
Cash flows from financing activities:		
Deferred financing costs	(415)	(147)
Proceeds from long-term debt	1,500	35,318
Principal payments on long-term debt	(4,979)	(19,930)
Proceeds from common stock issuance	-	260
Redemption of common units	(42)	(160)
Tax withholdings on stock compensation	(181)	(190)
Cash dividends paid to common shareholders	(6,965)	(6,941)
Cash dividends paid to common unit holders	(34)	(54)
Cash dividends paid to preferred shareholders	(289)	(434)
Other items	(4)	-
Net cash provided by (used in) financing activities	(11,409)	7,722
Increase in cash, cash equivalents, and restricted cash	2,796	650
Cash, cash equivalents, and restricted cash beginning of period	9,156	10,335
Cash, cash equivalents, and restricted cash end of period	$ 11,952	$ 10,985
Supplemental cash flow information:		
Interest paid	$ 5,197	$ 5,052
Income taxes paid, net of refunds	$ 67	$ 66
Schedule of noncash investing and financing activities:		
Fair value of operating partnership common units issued in acquisitions	$ -	$ 50

See accompanying notes to consolidated financial statements.

NOTE 1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Description of Business

Condor Hospitality Trust, Inc. ("Condor"), a Maryland corporation, is a self-administered real estate investment trust ("REIT") for federal income tax purposes that specializes in the investment and ownership of high-quality select-service, limited-service, extended stay, and compact full service hotels. As of September 30, 2019, the Company owned 15 hotels in eight states, including one hotel owned through an 80% interest in an unconsolidated joint venture (the "Atlanta JV"). References to the "Company", "we," "our," and "us" herein refer to Condor Hospitality Trust, Inc., including, as the context requires, its direct and indirect subsidiaries.

The Company, through its wholly owned subsidiary Condor Hospitality REIT Trust, owns a controlling interest in Condor Hospitality Limited Partnership (the "operating partnership"), for which we serve as general partner. The operating partnership, including its various subsidiaries, holds substantially all of the Company's assets (with the exception of the furniture and equipment of all properties held by TRS Leasing, Inc.) and conducts all of its operations. At September 30, 2019, the Company owned 99.5% of the common operating units ("common units") of the operating partnership with the remaining common units owned by other limited partners.

In order for the income from our hotel property investments to constitute "rents from real properties" for purposes of the gross income tests required by the Internal Revenue Service ("IRS") for REIT qualification, the income we earn cannot be derived from the operation of any of our hotels. Therefore, the operating partnership and its subsidiaries lease our hotel properties to the Company's wholly owned taxable REIT subsidiary, TRS Leasing, Inc., and its wholly owned subsidiaries (the "TRS"). The TRS in turn engages third-party eligible independent contractors to manage the hotels. The operating partnership, the TRS, and their respective subsidiaries are consolidated into the Company's financial statements.

Historically, as a result of the geographic areas in which we operate, the operations of our hotels have been seasonal in nature. Generally, occupancy rates, revenue, and operating income have been greater in the second and third quarters of the calendar year than in the first and fourth quarters, with the exception of our hotels located in Florida, which experience peak demand in the first and fourth quarters annually.

Agreement and Plan of Merger

On July 19, 2019, the Company, the operating partnership, NHT Operating Partnership, LLC ("Parent"), NHT REIT Merger Sub, LLC ("Merger Sub") and NHT Operating Partnership II, LLC ("Merger OP," and together with Parent and Merger Sub, the "Parent Parties"), entered into an Agreement and Plan of Merger (as amended from time to time, the "Merger Agreement"). The Merger Agreement provides that, upon the terms and subject to the conditions set forth therein, Merger OP will merge with and into the operating partnership (the "Partnership Merger"), and, Merger Sub will merge with and into the Company (the "Company Merger" and, together with the Partnership Merger, the "Mergers"). Upon completion of the Partnership Merger, Merger OP will survive and the separate existence of the operating partnership will cease. Upon completion of the Company Merger, the Company will survive and the separate existence of Merger Sub will cease. The Mergers and the other transactions contemplated by the Merger Agreement were unanimously approved by the Company's Board of Directors (the "Company Board").

Pursuant to the terms and conditions in the Merger Agreement, upon completion of the Company Merger, each share of the Company's common stock (other than treasury shares and shares held by the Parent Parties, which will be cancelled and retired and will cease to exist with no consideration being delivered in exchange therefor), par value $0.01 per share (the "Company common stock"), will be converted into the right to receive $11.10 per share in cash, and each share of 6.25% Series E Cumulative Convertible Preferred Stock ("Series E Preferred Stock") will be converted into the right to receive $10.00 in cash, each without interest and less any applicable withholding taxes. Upon completion of the Partnership Merger, each common unit of partnership interest in the operating partnership

(excluding operating partnership common units held by the general partner of the operating partnership) will be converted into the right to receive $0.21346 in cash, without interest and less any applicable withholding taxes.

Pursuant to the terms and conditions of the Merger Agreement, each of the outstanding awards granted pursuant to the Company's equity incentive plans will automatically become fully vested and all restrictions thereon will lapse, and thereafter, all Company common stock represented thereby will be considered outstanding for all purposes under the Merger Agreement and will only have the right to receive an amount equal to $11.10 in cash, without interest and less any applicable withholding taxes.

Pursuant to the terms of the Merger Agreement, the Company has agreed to exercise its right to acquire the remaining 20% equity interest of the Atlanta JV that it does not own, pursuant to the terms of the Atlanta JV organizational documents, with the purchase to be financed from the Company's line of credit under its credit facility. The acquisition of the remaining 20% equity interest of the Atlanta JV is expected to occur prior to the closing of the Mergers.

The Merger Agreement contains customary representations, warranties and covenants, including, among others, covenants by the Company to in all material respects carry on its business in the ordinary course of business consistent with past practice, subject to certain exceptions, during the period between the execution of the Merger Agreement and the consummation of the Mergers. The obligations of the parties to consummate the Mergers are not subject to any financing condition or the receipt of any financing by Parent, Merger Sub or Merger OP.

The consummation of the Mergers is subject to certain customary closing conditions, including, among others, adoption and approval of the Merger Agreement and the transactions contemplated by the Merger Agreement, including, without limitation, the Company Merger (collectively, the "Merger Proposal") by the affirmative vote of (1) a majority of the votes entitled to be cast by the holders of the Company common stock, and (2) the holders of 75% of the outstanding Series E preferred stock, voting as separate classes (the "Company Shareholder Approval"). A shareholders' meeting was held on September 23, 2019 at which Company Shareholder Approval was obtained.

The Merger Agreement restricts the Company's ability to solicit other acquisition proposals (as defined in the Merger Agreement), or to provide information to or engage in discussions with third parties regarding other acquisition proposals. Subject to certain conditions, the Company Board of Directors was permitted to change its recommendation with respect to the Merger Proposal in response to a superior proposal (as defined in the Merger Agreement) and, upon payment of a $9,540 termination fee, to terminate the Merger Agreement and enter into an agreement with respect to a superior proposal; provided such superior proposal occurred no later than August 18, 2019. However, no such proposal was received by that date.

Upon a termination of the Merger Agreement, under certain circumstances, the Company will be required to pay a termination fee to Parent of $9,540. In certain other circumstances, Parent will be required to pay the Company a termination fee of $11,925 upon termination of the Merger Agreement.

If the Company notifies Parent that it is prepared to close and all conditions to Parent's obligations to close are met, then Parent, at its option, may extend the closing time for a 30-day period (or such shorter period so as not to extend beyond December 31, 2019), provided, that no Parent Party is then in breach of the Merger Agreement in any material respect. Parent may exercise an extension up to three times during the term of the Merger Agreement.

During the term of the Merger Agreement, the Company may not pay cash dividends to holders of the Company common stock or the Series E Preferred Stock, except the Company is permitted to declare and pay a dividend to shareholders during the month in which an extension option for the closing of the transactions contemplated by the Merger Agreement is exercised by Parent, subject to limitations as set forth in the Merger Agreement and the disclosure schedule delivered therewith that sets forth a limitation on the amount of any such dividends, and is based on available prior month adjusted funds from operations as calculated pursuant to the Merger Agreement. The holders of the Series E Preferred Stock have agreed to waive accrual of any unpaid dividends between signing and closing.

On September 13, 2019, the Company and the other parties to the Merger Agreement entered into Amendment No. 1 (the "Amendment") to the Merger Agreement.

In connection with the execution of the Debt Commitment Letter (defined below), Key (defined below) requested that customary provisions be added to the Merger Agreement regarding remedies of the Company against Key. Pursuant to Section 8.1 of the Merger Agreement, the Company, the operating partnership and the Parent Parties previously agreed that they would execute an amendment to add these customary provisions to the Merger Agreement in connection with the securing of committed financing. Other than as expressly modified by the Amendment, the Merger Agreement remains in full force and effect as originally executed.

On September 13, 2019, pursuant to Section 5.22 of the Merger Agreement, Parent delivered to the Company a commitment letter executed by KeyBank National Association ("Key"), together with all schedules and exhibits thereto (as modified, amended or supplemented from time to time, the "Debt Commitment Letter"), pursuant to which Key has committed to provide an approximately $181,260 senior secured term loan facility, on the terms and subject to the conditions set forth in the Debt Commitment Letter, for the purpose of funding a portion of the merger consideration and the obligations of the Parent Parties set forth in the Merger Agreement. The Debt Commitment Letter is customary in form and substance, and does not include any condition that is a "diligence out." Accordingly, the amount set forth in the equity commitment letter delivered by Parent in connection with the Merger Agreement (the "Equity Commitment Letter") was automatically and irrevocably reduced from $308,200 to $126,940. Key's obligation to provide the debt financing under the Debt Commitment Letter is subject to customary conditions, including the following:

- the concurrent closing of the Mergers in accordance in all material respects with the Merger Agreement;
- the negotiation, execution and delivery of definitive documentation with respect to the debt financing consistent with the terms of the Debt Commitment Letter and which contain other provisions customary for this type of financing transaction;
- the absence of a Company Material Adverse Effect (as defined in the Merger Agreement) since September 13, 2019;
- the funding of the equity commitment pursuant to, and on the conditions set forth in, the Equity Commitment Letter; and
- all actions or documents necessary to establish that Key will have a perfected first-priority lien and security interest (subject to liens permitted under the loan documents) in the collateral granted by Parent and under the credit facility, including, without limitation, repayment of any existing indebtedness secured by the collateral, shall have been taken or executed and delivered.

The commitment of Key under the Debt Commitment Letter expires on November 15, 2019, and may be extended to January 8, 2020, subject to Parent continuing to satisfy all conditions contained in the Debt Commitment Letter and payment of a fee equal to 0.15% of the commitment amount.

Basis of Presentation

The consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") and include the accounts of the Company, as well as the accounts of the operating partnership and its subsidiaries and our wholly owned TRS and its subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

We evaluate each of our investments and contractual relationships to determine whether they meet the guidelines for consolidation. Entities are consolidated if the determination is made that we are the primary beneficiary in a variable interest entity ("VIE") or we maintain control of the asset through our voting interest or other rights in the operation of the entity. The Company has concluded that our operating partnership meets the criteria to be considered a VIE of which the Company is the primary beneficiary and, accordingly, the Company consolidates the operating

partnership. The Company's sole significant asset is its investment in the operating partnership, and consequently, substantially all of the Company's assets and liabilities represent those assets and liabilities of the operating partnership. All of the Company's debt is an obligation of the operating partnership.

The accompanying unaudited consolidated financial statements have been prepared in accordance with U.S. GAAP for interim financial information and with the general instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and notes required by U.S. GAAP for complete financial statements. These unaudited consolidated financial statements include all adjustments considered necessary for a fair presentation of the consolidated financial statements for the periods presented. Interim results are not necessarily indicative of full-year performance for the year ending December 31, 2019 or any future period. These consolidated financial statements should be read in conjunction with the audited consolidated financial statements and accompanying notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2018.

Estimates, Risks, and Uncertainties

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that effect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements as well as revenue and expenses recognized during the reporting period. Actual results could differ from those estimates. Because the state of the economy and the real estate market can significantly impact hotel operating performance and the estimated fair value of our assets, it is possible that the estimates and assumptions that have been utilized in the preparation of the consolidated financial statements could change.

Investment in Hotel Properties

At the time of acquisition, the Company allocates the purchase price of assets to asset classes based on the fair value of the acquired real estate, furniture, fixtures, and equipment, and intangible assets, if any, and the fair value of liabilities assumed, including debt. Acquisition date fair values are determined based on replacement costs, appraised values, and estimated fair values using methods similar to those used by independent appraisers including discounted cash flows and capitalization rates.

Effective January 1, 2018, we adopted Financial Accounting Standards Board ("FASB") Accounting Standards Update ("ASU") No. 2017-01, *Clarifying the Definition of a Business*. As such, if substantially all of the fair value of the gross assets acquired are concentrated in a single identifiable asset or group of similar identifiable assets, the set is not considered a business. When we conclude that an acquisition meets this threshold, acquisition costs will be capitalized as part of our allocation of the purchase price of the acquired hotel properties. This guidance is applied prospectively. We concluded that all hotel acquisitions completed in 2018 were the acquisition of assets and as such acquisition costs were capitalized as part of these transactions (see Note 3).

The Company's investments in hotel properties are recorded at cost and are depreciated using the straight-line method over an estimated useful life of 15 to 40 years for buildings and improvements and 3 to 12 years for furniture and equipment.

Renovations and/or replacements that improve or extend the life of the hotel properties are capitalized and depreciated over their useful lives. Repairs and maintenance are expensed as incurred.

The initial fees incurred to enter into the franchise agreements are capitalized and amortized over the life of the franchise agreements using the straight-line method. Amortization expense is included in depreciation and amortization in the consolidated statements of operations.

On an ongoing basis, the Company reviews the carrying value of each held for use hotel to determine if certain circumstances, known as triggering events, exist indicating impairment to the carrying value of the hotel or that depreciation periods should be modified. These triggering events include a significant change in the cash flows of or a significant adverse change in the business climate for a hotel. If facts or circumstances support the possibility

of impairment, the Company will prepare an estimate of the undiscounted future cash flows, without interest charges, of the specific hotel and determine if the investment in such hotel is recoverable based on these undiscounted future cash flows. If the investment is not recoverable based on this analysis, an impairment charge will be taken, if necessary, to reduce the carrying value of the hotel to the hotel's estimated fair value.

Investment in Joint Venture

If it is determined that we do not have a controlling interest in a joint venture, either through our financial interest in a VIE or through our voting interest in a voting interest entity ("VOE") and we have the ability to provide significant influence, the equity method of accounting is used. Under this method, the investment, originally recorded at cost, is adjusted to recognize our share of net earnings or losses of the affiliate as they occur, with losses limited to the extent of our investment in, advances to, and commitments to the investee. Pursuant to our Atlanta JV agreement, allocations of the profits and losses of our Atlanta JV may be allocated disproportionately to nominal ownership percentages due to specified preferred return rate thresholds.

Distributions received from a joint venture are classified in the consolidated statements of cash flows using the cumulative distributions approach. Distributions are classified as cash inflows from operating activities unless cumulative distributions, including those from prior periods not designated as a return of investment, exceed cumulative recognized equity in earnings of the joint venture. Excess distributions are classified as cash inflows from investing activities as a return of investment.

On an annual basis or at interim periods if events and circumstances indicate that the investment may be impaired, the Company reviews the carrying value of its investment in unconsolidated joint venture to determine if circumstances indicate impairment to the carrying value of the investment that is other than temporary. The investment is considered impaired if its estimated fair value is less than the carrying amount of the investment and that impairment is other than temporary.

Assets Held for Sale and Discontinued Operations

A hotel is considered held for sale (a) when a contract for sale is entered into, a substantial, nonrefundable deposit has been committed by the purchaser, and sale is expected to occur within one year, or (b) if management has committed to and is actively engaged in a plan to sell the property, the property is available for sale in its current condition, and it is probable the sale will be completed within one year. If a hotel is considered held for sale as of the most recent balance sheet presented or was sold prior to that balance sheet date, the hotel property and the debt it collateralizes are shown as held for sale in all periods presented. Depreciation of our hotels is discontinued at the time they are considered held for sale.

Only disposals representing a strategic shift in operations that have a major effect on an entity's operations and financial results are presented as discontinued operations. None of the dispositions completed in 2018 or 2019 to date have met this definition, and we anticipate that most of our hotel dispositions will not be classified as discontinued operations as most will not fit this definition.

At the end of each reporting period, if the fair value of a held for sale property less costs to sell is lower than the carrying value of the hotel, the Company will record an impairment loss. Impairment losses on held for sale properties may be subsequently recovered up to the amount of the cumulative impairment losses taken while the property is held for sale should future revisions to fair value estimates be required. If active marketing ceases or the property no longer meets the criteria to be classified as held for sale, the property is reclassified to held for use and measured at the lower of its (a) carrying amount before the property was classified as held for sale, adjusted for any depreciation expense that would have been recognized had the property been continuously classified as held for use, or (b) its fair value at the date of the decision not to sell.

Cash and Cash Equivalents and Restricted Cash

Cash and cash equivalents includes cash and highly liquid investments with original maturities of three months or less when acquired, and are carried at costs which approximates fair value.

Restricted cash consists of cash held in escrow for the replacement of furniture and fixtures or for real estate taxes and property insurance as required under certain loan agreements.

Revenue Recognition

Revenue consists of amounts derived from hotel operations, including the sales of rooms, food and beverage, and other ancillary services. Room revenue is recognized over a customer's hotel stay at the daily contract rate. Revenue from food and beverage and other ancillary services is generated when a customer chooses to purchase goods or services separately from a hotel room and revenue is recognized on these distinct goods and services at the contract rate at the point in time or over the time period that goods or services are provided to the customer and the related performance obligations are fulfilled. Certain ancillary services are provided by third parties and the Company assesses whether it is the principal or agent in these arrangements. If the Company is the agent, revenue is recognized based upon the commission earned from the third party. If the Company is the principal, the Company recognizes revenue based upon the gross sales price. Accounts receivable primarily represents receivables from hotel guests who occupy hotel rooms and utilize hotel services. The Company maintains an allowance for doubtful accounts sufficient to cover estimated potential credit losses.

Sales, use, occupancy, and similar taxes collected from customers and remitted to governmental authorities are accounted for on a net basis and therefore are excluded from revenue in the consolidated statements of operations.

Hotel operating revenues can be disaggregated into the following categories to demonstrate how economic factors affect the nature, amount, timing, and uncertainty of revenue and cash flows:

	Three months ended September 30,		Nine months ended September 30,	
	2019	2018	2019	2018
Rooms	$ 13,798	$ 14,710	$ 44,413	$ 47,598
Food and beverages	318	352	1,073	1,138
Other	550	400	1,260	1,239
Total revenue	$ 14,666	$ 15,462	$ 46,746	$ 49,975

Income Taxes

The Company qualifies and intends to continue to qualify as a REIT under the applicable provisions of the Internal Revenue Code (the "Code"), as amended. In general, under such Code provisions, an entity which has made the required election and, in the taxable year, meets certain requirements and distributes to its shareholders at least 90% of its REIT taxable income, will not be subject to federal income tax to the extent of the income currently distributed to shareholders. A REIT will incur a 100% tax on the net gain derived from any sale or other disposition of property that the REIT holds primarily for sale to customers in the ordinary course of a trade or business. We do not believe any of our hotels were held primarily for sale in the ordinary course of our trade or business. However, if the IRS would successfully assert that we held such hotels primarily for sale in the ordinary course of our business, the gain from such sales could be subject to a 100% prohibited transaction tax.

Taxable income from non-REIT activities managed through the TRS is subject to federal, state, and local income taxes. We account for the federal income taxes of our TRS using the asset and liability method. Under this method, deferred income taxes are recognized for temporary differences between the financial reporting bases of assets and liabilities of the TRS and their respective tax bases and for operating loss and tax credit carryforwards based on enacted tax rates expected to be in effect when such amounts are realized or settled. However, deferred tax assets are recognized only to the extent that it is more likely than not that they will be realized based on the consideration of available evidence, including tax planning strategies and projections for future taxable income over the periods in

which the remaining deferred tax assets are deductible. In assessing the realizability of deferred tax assets, the Company considers whether it is more likely than not (defined as a likelihood of more than 50%) that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income.

Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements are utilized to determine the value of certain liabilities and equity instruments, to perform impairment assessments, to account for hotel acquisitions, in the valuation of stock-based compensation, and for disclosure purposes. Fair value measurements are classified into a three-tiered fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

Level 1: Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Directly or indirectly observable inputs other than quoted prices included in Level 1. Level 2 inputs may include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, and model-derived valuations whose inputs are observable.

Level 3: Unobservable inputs for which there is little or no market data, which require a reporting entity to develop its own assumptions.

Our estimates of fair value are determined using available market information and appropriate valuation methods. Considerable judgment is necessary to interpret market data and develop estimated fair value. The use of different market assumptions or valuation techniques may have a material effect on estimated fair value measurements. We classify assets and liabilities in the fair value hierarchy based on the lowest level of input that is significant to the fair value measurement.

With the exception of fixed rate debt (see Note 8) and other financial instruments carried at fair value, the carrying amounts of the Company's financial instruments approximates their fair values due to their short-term nature or variable market-based interest rates.

Fair Value Option

Under U.S. GAAP, the Company has the irrevocable option to report most financial assets and financial liabilities at fair value on an instrument by instrument basis, with changes in fair value reported in net earnings. This option was elected for the treatment of the Company's convertible debt entered into on March 16, 2016 (see Note 7).

Recently Adopted Accounting Standards

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers*, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU replaced most existing revenue recognition guidance in U.S. GAAP when it became effective. The standard was effective for the Company on January 1, 2018 and was adopted on that date using the modified retrospective transition method. Due to the short-term nature of the Company's revenue streams, the adoption of this standard had no impact on the Company's revenue or net income, and therefore, no adjustment was recorded to the Company's opening accumulated deficit. The adoption of this standard resulted in additional disclosures. Furthermore, for real estate sales to third parties, primarily a result of disposition of real estate in exchange for cash with few contingencies, the standard did not impact the recognition of our accounting for these sales.

In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Payment*, which clarifies and provides specific guidance on eight cash flow classification issues with an objective to reduce the current diversity in practice. This guidance is effective for the Company for years

beginning after December 15, 2017. The Company has adopted ASU 2016-15 for the year beginning on January 1, 2018. The adoption of ASU 2016-15 did not have a material impact on our consolidated financial statements.

In November 2016, the FASB issued ASU No. 2016-18, *Statement of Cash Flows (Topic 230): Restricted Cash,* which clarifies how companies should present restricted cash and restricted cash equivalents in the statement of cash flows. This guidance requires companies to show the changes in the total of cash, cash equivalents, and restricted cash equivalents in the statement of cash flows. This guidance is effective for the Company for years beginning after December 15, 2017, including interim periods within those years. The Company has adopted ASU 2016-18 for the year beginning on January 1, 2018. The adoption of ASU No. 2016-18 changed the presentation of the consolidated statements of cash flows for the Company to include changes to cash and cash equivalents and restricted cash for all periods presented.

In January 2017, the FASB issued ASU 2017-01, *Business Combinations (Topic 805): Clarifying the Definition of a Business*, which clarifies the definition of a business to assist entities with evaluating whether transactions should be accounted for as acquisitions of assets or business combinations. As a result of the standard, we anticipate that the majority of our hotel purchases will be considered asset purchases as opposed to business combinations and as such the related acquisition costs will be capitalized. However, the determination will be made on a transaction-by-transaction basis. This standard is applied on a prospective basis and, therefore, it does not affect the accounting for any of our previous transactions. This standard was effective for annual periods beginning after December 15, 2017, although early adoption is permitted. The Company has adopted ASU 2017-01 for the year beginning on January 1, 2018.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*, which superseded most existing lease guidance in U.S. GAAP. ASU 2016-02 requires, among other changes to the lease accounting guidance, lessees to recognize most leases on-balance sheet via a right of use asset and lease liability and additional qualitative and quantitative disclosures. In July 2018, the FASB issued ASU 2018-10, *Codification Improvements to Topic 842, Leases*, to clarify how to apply certain aspects of the new leases standard, and ASU 2018-11, *Leases (Topic 842): Targeted Improvements*, to give companies another option for transition and to provide lessors with a practical expedient to reduce the cost and complexity of implementing the new standard. The transition option allows companies to not apply the new leases standard in the comparative periods they present in their financial statements in the year of adoption. The Company adopted this standard on January 1, 2019. The Company elected the practical expedients allowed under the guidance and retained the original lease classification and historical accounting for initial direct costs for leases existing prior to the adoption date. The Company also elected not to restate prior periods for the impact of the adoption of the new standard. The adoption of this standard has resulted in the recognition of right-of-use assets and related liabilities to account for the Company's future obligations under the operating leases for which the Company is the lessee. See Notes 2 and 15 to the accompanying consolidated financial statements for additional disclosures related to the adoption of this standard.

NOTE 2. INVESTMENT IN HOTEL PROPERTIES

Investment in hotel properties consisted of the following at September 30, 2019 and December 31, 2018:

	As of			
	September 30, 2019	**December 31, 2018**		
	Total	Held for sale	Held for use	Total
Land	$ 20,201	$ 2,304	$ 20,200	$ 22,504
Buildings, improvements, vehicle	206,950	4,462	206,821	211,283
Furniture and equipment	21,721	719	20,554	21,273
Initial franchise fees	1,784	25	1,784	1,809
Construction-in-progress	65	7	323	330
Right of use asset	221	-	-	-
Investment in hotel properties	250,942	7,517	249,682	257,199
Less accumulated depreciation	(26,566)	(3,425)	(19,504)	(22,929)
Investment in hotel properties, net	$ 224,376	$ 4,092	$ 230,178	$ 234,270

On January 1, 2019, the Company adopted ASU 842, *Leases,* and applied it prospectively. At adoption, the Company also elected the practical expedients which permitted it to not reassess its prior conclusions about lease

identification, classification, and initial direct costs. Consequently on January 1, 2019, the Company recognized right-of-use assets and related liabilities related to its operating leases. Since most of the Company's leases do not provide an implicit rate, the Company used incremental borrowing rates, with a weighted average rate of 5.20% at September 30, 2019. The right-of-use assets and liabilities are amortized to rent expense, included in either Hotel and property operations expenses or General and administrative expenses depending on the nature of the lease, over the term of the underlying lease agreements. The weighted average remaining life of the Company's operating leases, including options to extend when it is reasonably certain the Company will exercise such options, was 3.9 years at September 30, 2019.

As of September 30, 2019, the Company's right-of-use assets, net of $221 are included in Investment in hotel properties, net and its related lease liabilities of $225 are presented in Accounts payable, accrued expenses, and other liabilities in the Company's consolidated balance sheets. The adoption of this standard had minimal impact on the Company's consolidated statements of operations.

NOTE 3. ACQUISITION OF HOTEL PROPERTIES

During the nine months ended September 30, 2018, the Company acquired two wholly owned hotel properties, each of which was acquired in the first quarter of 2018. The allocation of the purchase price based on fair value was as follows:

	Date of acquisition	Land	Buildings, improvements, and vehicle	Furniture and equipment	Intangible asset	Total purchase price & acquisition costs [(1)]	Debt at acquisition [(2)]	Issuance of common units [(3)]	Net cash paid
TownePlace Suites Austin, TX	01/18/2018	$1,435	$ 16,459	$ 1,729	$ 190	$ 19,813	$ 19,813	$ -	$ -
Home2 Suites Summerville, SC	02/21/2018	998	13,485	1,854	53	16,390	14,818	50	1,522
Total		$2,433	$ 29,944	$ 3,583	$ 243	$ 36,203	$ 34,631	$ 50	$1,522

(1) Contractual purchase price of $19,750 and $16,325 for Austin TownePlace Suites and Summerville Home2 Suites, respectively.
(2) All debt was drawn from the $150,000 secured revolving credit facility (the "credit facility") at acquisition.
(3) Total issuance of 259,685 common units. Common units may be redeemed at a rate of one common share for 52 common units (see Note 11).

Included in the consolidated statements of operations for the three and nine months ended September 30, 2018 are total revenues of $1,761 and $5,335, respectively, and total operating income of $253 and $1,420, respectively, related to the results of operations for the two hotels acquired in 2018 since the date of acquisition.

All purchase price allocations were determined using Level 3 fair value inputs.

Pro Forma Results

The following condensed pro forma financial data is presented as if the two acquisitions completed in 2018 were completed on January 1, 2017. Supplemental pro forma earnings were adjusted to exclude all acquisition expenses recognized in the periods presented as if these acquisition costs had been incurred in prior periods but were not adjusted to remove the results of hotels sold during and between the periods. Results for periods prior to the Company's ownership are based on information provided by the prior owners, adjusted for differences in interest expense, depreciation expense, and management fees following the Company's ownership and have not been audited or reviewed by our independent auditors. All hotels were in operation for all of the periods presented.

The condensed pro forma financial data is not necessarily indicative of what the actual results of operations of the Company would have been assuming the acquisitions had been consummated on January 1, 2017, nor do they purport to represent the results of operations for future periods.

		Nine months ended September 30, 2018
Total revenue	$	50,618
Operating income	$	6,601
Net earnings attributable to common shareholders	$	6,091
Net earnings per share - Basic	$	0.51
Net earnings per share - Diluted	$	0.51

NOTE 4. INVESTMENT IN UNCONSOLIDATED JOINT VENTURE

On August 1, 2016, the Company entered into a joint venture, the Atlanta JV, with Three Wall Capital LLC and certain of its affiliates ("TWC") to acquire an Aloft hotel in downtown Atlanta, Georgia. The Atlanta Aloft acquisition had a total purchase price of $43,550 and closed on August 22, 2016. The Company accounts for the Atlanta JV under the equity method. Condor owns 80% of the Atlanta JV with TWC owning the remaining 20%. The Atlanta JV is comprised of two companies: Spring Street Hotel Property II LLC, of which the operating partnership indirectly owns an 80% equity interest, and Spring Street Hotel OpCo II LLC, of which our TRS indirectly owns an 80% equity interest. TWC owns the remaining 20% equity interest in these two companies.

The purchase was partially funded with a $33,750 term loan secured by the property. The term loan (the "Old Term Loan"), obtained from LoanCore Capital Credit REIT LLC, had an initial term of 24 months with three 12-month extension periods, which could be exercised at the Atlanta JV's option subject to certain conditions and fees. The first of these extension options was exercised by the Atlanta JV on September 9, 2018. The loan was non-recourse to the Atlanta JV, subject to specified exceptions. The loan was also non-recourse to Condor, except for certain customary carve-outs which are guaranteed by the Company.

On August 9, 2019, the operating partnership and the owner and lessee of the Aloft Atlanta hotel in the Atlanta JV (Spring Street Hotel Property LLC and Spring Street Hotel OpCo LLC, respectively), as Borrowers, closed on a $34,080 term loan pursuant to a term loan agreement with KeyBank National Association and the other lenders party thereto, as Lenders, and KeyBank National Association, as Agent for the Lenders (the "New Term Loan"). The proceeds of the New Term Loan were used to repay the Old Term Loan, which was terminated following the repayment. The New Term Loan is included in full on the balance sheet of the Atlanta JV at September 30, 2019.

The New Term Loan matures upon the earlier to occur of (a) consummation of the merger under the Merger Agreement (see Note 1) and (b) February 9, 2020. The New Term Loan bears interest, at the Borrower's option, at either LIBOR plus 2.25% or a base rate plus 1.25%. The New Term Loan requires monthly interest payments and principal is due on the maturity date. The Borrowers may, at any time, voluntarily prepay the New Term Loan in whole or in part without premium or penalty (other than customary LIBOR breakage costs). The current interest rate on the New Term Loan on September 30, 2019 was 4.29%. The New Term Loan is secured by a first priority lien and security interest on the Aloft Atlanta hotel and the tangible and intangible personal property used in connection with such hotel, including inventory, equipment, fixtures, accounts and general intangibles. The New Term Loan is guaranteed by the Company and certain of its subsidiaries.

Under the Atlanta JV agreement, the Atlanta JV is managed by TWC in accordance with business plans and budgets approved by both partners. Major decisions as detailed in the agreement also require joint approval. Condor may remove TWC as manager of the Atlanta JV and appoint a new manager only upon the occurrence of certain events. The Atlanta Aloft hotel is managed by Boast Hotel Management Company LLC ("Boast"), an affiliate of TWC. The Atlanta JV paid to Boast total management fees of $91 and $92 for the three months ended September 30, 2019 and 2018, respectively, and $303 and $283 for the nine months ended September 30, 2019 and 2018, respectively.

Net cash flow from the Atlanta JV is distributed each quarter first with a 10% annual preferred return on capital contributions to Condor, second with a 10% annual preferred return on capital contributions to TWC, and third with any remainder distributed to the partners based on their pro-rata equity ownership. Profits are allocated in the same proportion as net cash flow. Losses are allocated based on pro-rata equity ownership. Cash distributions totaling

$960 and $400 in the three months ended September 30, 2019 and 2018, respectively, and $1,813 and $1,360 in the nine months ended September 30, 2019 and 2018, respectively, were received by the Company from the Atlanta JV.

The Atlanta JV agreement also includes buy-sell rights for both members (generally after three years of hotel ownership for Condor and after five years for TWC) and Condor has a purchase option for TWC's Atlanta JV ownership interest exercisable between the third and fifth anniversary of the hotel closing.

The following table represents the total assets, liabilities, and equity, including the Company's share, of the Atlanta JV as of September 30, 2019 and December 31, 2018:

	As of	
	September 30, 2019	**December 31, 2018**
Investment in hotel properties, net	$ 45,916	$ 46,933
Cash and cash equivalents	426	913
Restricted cash, property escrows	0	366
Accounts receivable, prepaid expenses, and other assets	469	294
Total Assets	$ 46,811	$ 48,506
Accounts payable, accrued expenses, and other liabilities	$ 1,105	$ 1,375
Land option liability	6,190	6,190
Long-term debt, net of deferred financing costs	33,705	33,608
Total Liabilities	41,000	41,173
Condor equity	4,649	5,866
TWC equity	1,162	1,467
Total Equity	5,811	7,333
Total Liabilities and Equity	$ 46,811	$ 48,506

The table below provides the components of net earnings, including the Company's share of the Atlanta JV, for the three and nine months ended September 30, 2019 and 2018.

	Three months ended September 30,		Nine months ended September 30,	
	2019	**2018**	**2019**	**2018**
Revenue				
Room rentals and other hotel services	$ 3,057	$ 3,106	$ 10,115	$ 9,484
Operating Expenses				
Hotel and property operations	1,943	2,097	6,020	6,110
Depreciation and amortization	374	362	1,119	1,083
Total operating expenses	2,317	2,459	7,139	7,193
Operating income	740	647	2,976	2,291
Net loss on disposition of assets	(2)	(19)	(2)	(36)
Net loss on derivative	-	-	(1)	-
Interest expense	(671)	(679)	(2,057)	(1,941)
Loss on extinguishment of debt	(172)	-	(172)	-
Net earnings (loss)	$ (105)	$ (51)	$ 744	$ 314
Condor allocated earnings (loss)	$ (84)	$ (41)	$ 595	$ 251
TWC allocated earnings (loss)	(21)	(10)	149	63
Net earnings (loss)	$ (105)	$ (51)	$ 744	$ 314

NOTE 5. DISPOSITIONS OF HOTEL PROPERTIES

As of September 30, 2019, the Company had no hotels classified as held for sale. At December 31, 2018, the Company had one hotel held for sale.

During the three months ended September 30, 2019, the Company sold no hotels. During the three months ended September 30, 2018, the Company sold one hotel resulting in a total gain of $3,722. During the nine months ended September 30, 2019 and 2018, the Company sold one hotel and four hotels, respectively, resulting in total gains of $62 and $5,706, respectively. One of the hotels sold during the first quarter of 2018 had been previously impaired and a recovery of impairment totaling $93 was recognized upon the sale.

NOTE 6. LONG-TERM DEBT

Long-term debt related to wholly owned properties, including debt related to hotel properties held for sale, consisted of the following loans payable at September 30, 2019 and December 31, 2018:

Lender	Balance at September 30, 2019	Interest rate at September 30, 2019	Maturity	Amortization provision	Properties encumbered at September 30, 2019	Balance at December 31, 2018
Fixed rate debt						
Morgan Stanley Bank of America Merrill Lynch Trust 2014-C18	$ 8,684	4.54%	08/2024	25 years	1	$ 8,817
Great Western Bank (1)	13,380	4.33%	12/2021 (5)	25 years	1	13,615
Great Western Bank (1)	1,027	4.33%	12/2021 (5)	7 years	-	1,171
Total fixed rate debt	23,091					23,603
Variable rate debt						
Wells Fargo	25,723	4.49% (2)	11/2022 (6)	30 years	3	26,048
KeyBank credit facility (3)	86,845	4.55% (4)	10/2020 (7)	Interest only	9	89,487
Total variable rate debt	112,568				14	115,535
Total long-term debt	$ 135,659					$ 139,138
Less: Deferred financing costs	(1,642)					(2,208)
Total long-term debt, net of deferred financing costs	134,017					136,930
Less: Long-term debt related to hotel properties held for sale, net of deferred financing costs of $0 and $18	-					(1,120)
Long-term debt related to hotel properties held for use, net of deferred financing costs of $1,642 and $2,190	$ 134,017					$ 135,810

(1) Both loans are collateralized by Aloft Leawood.
(2) Variable rate of 30-day LIBOR plus 2.39%, effectively fixed at 4.44% after giving effect to interest rate swap (see Note 8).
(3) $150,000 credit facility that includes an accordion feature that would allow the credit facility to be increased to $400,000 with additional lender commitments. Available borrowing capacity under the credit facility is based on a borrowing base formula for the pool of hotel properties securing the facility. Total unused availability under this credit facility was $9,020 at September 30, 2019. The commitment fee on unused facility is 0.20%.
(4) Borrowings under the facility accrue interest based on a leverage-based pricing grid, at the Company's option, at either LIBOR plus a spread ranging from 2.25% to 3.00% (depending on leverage) or a base rate plus a spread ranging from 1.25% to 2.00% (depending on leverage). 30-day LIBOR for $30,000 notional capped at 3.35% after giving effect to market rate cap (see Note 8).
(5) Term may be extended for additional two years subject to interest rate adjustments.
(6) Two one-year extension options subject to the satisfaction of certain conditions.
(7) The maturity of the credit facility was extended to October 1, 2020 on May 3, 2019. Two extension options, extending the maturity of the credit facility to March 1, 2021 and March 1, 2022, are available subject to certain conditions including the completion of specific capital achievements.

Debt is classified as held for sale if the properties collateralizing it are held for sale. Debt associated with assets held for sale is classified in the table below based on its contractual maturity although the balances are expected to be repaid within one year upon the sale of the related hotel properties. Aggregate annual principal payments on debt for the remainder of 2019 and thereafter are as follows:

	Total
Remainder of 2019	$ 299
2020	88,076
2021	14,344
2022	24,886
2023	214
Thereafter	7,840
Total	$ 135,659

Financial Covenants

We are required to satisfy various financial covenants within our debt agreements, including the following financial covenants within our credit facility:

- Leverage Ratio: The ratio of consolidated total indebtedness to consolidated total asset value cannot exceed 60%. Commencing on April 1, 2020, the foregoing leverage ratio will no longer be applicable, and in lieu thereof, the ratio of consolidated total indebtedness to adjusted consolidated earnings before interest, taxes, depreciation, and amortization (“EBITDA”) for the most recently ended four fiscal quarters cannot exceed 6.25 to 1.
- Secured Leverage Ratio: The ratio of consolidated secured indebtedness (excluding the credit facility) to consolidated total asset value cannot exceed 40%.
- Fixed Charge Coverage Ratio: The ratio of adjusted consolidated EBITDA for the most recently ended four fiscal quarters to consolidated fixed charges for the most recently ended four fiscal quarters cannot be less than 1.50 to 1.
- Tangible Net Worth: Consolidated tangible net worth cannot be less than $55 million plus 80% of net offering proceeds.
- Unhedged Variable Rate Debt: Consolidated unhedged variable rate debt cannot exceed 25% of consolidated total asset value.
- Distributions: The Company is permitted to make distributions during any period of four fiscal quarters in an aggregate amount of up to 95% of funds available for distribution.

Certain of the terms used in the foregoing descriptions of the financial covenants within our credit facility have the meanings given to them in the credit facility, and certain of the financial covenants are subject to pro forma adjustments for acquisitions and sales of hotel properties and for specific capital events.

If we fail to pay our indebtedness when due, fail to comply with covenants or otherwise default on our loans, unless waived, we could incur higher interest rates during the period of such loan defaults, be required to immediately pay our indebtedness, and ultimately lose our hotels through lender foreclosure if we are unable to obtain alternative sources of financing with acceptable terms. Our credit facility contains cross-default provisions which would allow the lenders under our credit facility to declare a default and accelerate our indebtedness to them if we default on our other loans and such default would permit that lender to accelerate our indebtedness under any such loan.

As of September 30, 2019, we are not in default of any of our loans.

NOTE 7. CONVERTIBLE DEBT AT FAIR VALUE

As part of an Exchange Agreement entered into on March 16, 2016 with Real Estate Strategies, L.P. (“RES”, which also includes affiliated entities), the Company issued to RES a Convertible Promissory Note (the “Note”), bearing interest at 6.25% per annum, in the principal amount of $1,012. The Note is convertible directly into 97,269 shares of common stock at any time at the option of RES or automatically when the Series E Preferred Stock is required to be converted or is redeemed in whole (see Note 10). The Note is not convertible to the extent that a conversion would cause RES, together with its affiliates, to beneficially own more than 49% of the voting stock of the Company at the time of the conversion. Any conversion reduces the principal amount of the Note proportionally.

The Company has made an irrevocable election to record this convertible debt in its entirety at fair value utilizing the fair value option available under U.S. GAAP in order to more accurately reflect the economic value of this Note. As such, gains and losses on the Note are included in net gain on derivatives and convertible debt within net earnings each reporting period. Gains (losses) related to this Note were recognized totaling ($127) and $1 during the three months ended September 30, 2019 and 2018, respectively, and totaling ($199) and $20 during the nine months ended September 30, 2019 and 2018, respectively. The fair value of the Note is determined using a trinomial lattice-based model, which is a generally accepted computational model typically used for pricing options. The fair value of the Note on the date of issuance was determined to be equal to its principal amount. Interest expense related to this Note is recorded separately from other changes in its fair value within interest expense each period.

The following table represents the difference between the fair value and the unpaid principal balance of the Note as of September 30, 2019:

	Fair value as of September 30, 2019	Unpaid principal balance as of September 30, 2019	Fair value carrying amount over/(under) unpaid principal
6.25% Convertible Debt	$ 1,199	$ 1,012	$ 187

NOTE 8. FAIR VALUE MEASUREMENTS AND DERIVATIVE INSTRUMENTS

Our determination of fair value measurements is based on the assumptions that market participants would use in pricing the asset or liability. At September 30, 2019, the Company's convertible debt (see Note 7) and certain derivative instruments were the only financial instruments measured in the financial statements at fair value on a recurring basis. Nonrecurring fair value measurements were utilized in the determination of the fair value of acquired properties in 2018 (see Note 3), in the valuation of the stock-based compensation grants (see Note 12), and in the assessment of impaired and potentially impaired hotels during the three and nine months ended September 30, 2019 and 2018.

Derivative Instruments

Currently, the Company uses derivatives, such as interest rate swaps and caps, to manage its interest rate risk. The fair value of interest rate positions is determined using the standard market methodology of netting discounted expected future cash receipts and payments. Variable interest rates used in the calculation of projected receipts and payments on the positions are based on expectations of future interest rates derived from observable market interest rate curves and volatilities. Derivatives expose the Company to credit risk in the event of non-performance by the counterparties under the terms of the agreements. The Company believes it minimizes this credit risk by transacting with major creditworthy financial institutions. These interest rate positions at September 30, 2019 and/or December 31, 2018 are as follows:

Associated debt	Type	Terms	Effective Date	Maturity Date	Notional amount at September 30, 2019	Notional amount at December 31, 2018
Wells Fargo	Swap	Swaps 30-day LIBOR for fixed rate of 2.053%	11/2017	11/2022	$ 25,723 (1)	$ 26,048 (1)
Credit facility	Cap	Caps 30-day LIBOR at 2.50%	03/2017	03/2019	$ Not applicable	$ 50,000
Credit facility	Cap	Caps 30-day LIBOR at 3.35%	4/1/2019	10/2020	$ 30,000	$ Not applicable

(1) Notional amount amortizes consistently with the principal amortization of the associated loan.

Additionally, included in the Series E Preferred Stock issued on March 1, 2017 is a redemption right that allows the Company to redeem up to a total of 490,250 shares of Series E Preferred Stock for specific percentages of its liquidation preference (see Note 10). This option requires bifurcation and as such is treated as a separate derivative instrument.

All derivatives recognized by the Company are reported as derivative assets on the consolidated balance sheets and are adjusted to their fair value at each reporting date. All gains and losses on derivative instruments are included in net gain on derivatives and convertible debt and with the exception of realized gains and losses related to the interest rate instruments, which are included in interest expense on the consolidated statements of operations. Net gains (losses) of ($96) and $115 for the three months ended September 30, 2019 and 2018, respectively, and ($717) and $699 for the nine months ended September 30, 2019, respectively, were recognized related to derivative instruments.

Recurring Fair Value Measurements

The following tables provide the fair value of the Company's financial assets and (liabilities) carried at fair value and measured on a recurring basis:

	Fair value at September 30, 2019	Level 1	Level 2	Level 3
Interest rate derivatives	$ (498)	$ -	$ (498)	$ -
Series E Preferred embedded redemption option	428	-	-	428
Convertible debt	(1,199)	-	-	(1,199)
Total	$ (1,269)	$ -	$ (498)	$ (771)

	Fair value at December 31, 2018	Level 1	Level 2	Level 3
Interest rate derivatives	$ 350	$ -	$ 350	$ -
Series E Preferred embedded redemption option	289	-	-	289
Convertible debt	(1,000)	-	-	(1,000)
Total	$ (361)	$ -	$ 350	$ (711)

There were no transfers between levels during the three or nine months ended September 30, 2019 or 2018.

The following table presents a reconciliation of the beginning and ending balances of items measured at fair value on a recurring basis that use significant unobservable inputs (Level 3) and the related gains and losses recorded in the consolidated statements of operations during the periods:

	Three months ended September 30,					
	2019			2018		
	Series E Preferred embedded redemption option	Convertible debt	Total	Series E Preferred embedded redemption option	Convertible debt	Total
Fair value, beginning of period	$ 398	$ (1,072)	$ (674)	$ 266	$ (1,050)	$ (784)
Net gains (losses) recognized in earnings	30	(127)	(97)	(16)	1	(15)
Fair value, end of period	$ 428	$ (1,199)	$ (771)	$ 250	$ (1,049)	$ (799)
Total unrealized gains (losses) during the period included in earnings related to instruments held at end of period	$ 30	$ (127)	$ (97)	$ (16)	$ 1	$ (15)

	Nine months ended September 30,					
	2019			2018		
	Series E Preferred embedded redemption option	Convertible debt	Total	Series E Preferred embedded redemption option	Convertible debt	Total
Fair value, beginning of period	$ 289	$ (1,000)	$ (711)	$ 314	$ (1,069)	$ (755)
Net gains (losses) recognized in earnings	139	(199)	(60)	(64)	20	(44)
Fair value, end of period	$ 428	$ (1,199)	$ (771)	$ 250	$ (1,049)	$ (799)
Total unrealized gains (losses) during the period included in earnings related to instruments held at end of period	$ 139	$ (199)	$ (60)	$ (64)	$ 20	$ (44)

Fair Value of Long-Term Debt

The Company estimates the fair value of its fixed rate debt by discounting the future cash flows of each instrument at estimated market rates or credit spreads consistent with the maturity of debt obligations with similar credit risks. Credit spreads take into consideration general market conditions and maturity. The inputs utilized in estimating the fair value of debt are classified in Level 2 of the fair value hierarchy. Both the carrying value and estimated fair value of the Company's long-term debt are presented net of deferred financing costs in the table below:

	Carrying value as of		Estimated fair value as of	
	September 30, 2019	December 31, 2018	September 30, 2019	December 31, 2018
Held for use	$ 134,017	$ 135,810	$ 134,404	$ 134,773
Held for sale	-	1,120	-	1,120
Total	$ 134,017	$ 136,930	$ 134,404	$ 135,893

Impaired Hotel Properties

In the performance of impairment analysis for both held for sale and held for use properties, fair value is determined with the assistance of independent real estate brokers and through the use of operating results and revenue multiples based on the Company's experience with hotel sales as well as available industry information. For held for sale properties, estimated selling costs are based on our experience with similar asset sales. These are considered Level 3 measurements. The amount of impairment and recovery of previously recorded impairment recognized in the nine months ended September 30, 2018 is shown in the table below:

	Nine months ended September 30, 2018	
	Number of hotels	Impairment recovery
Sold hotels:		
Impairment recovery	1	$ 93

NOTE 9. COMMON STOCK

The Company's common stock is duly authorized, fully paid, and non-assessable.

On September 20, 2017, the Company entered into an equity distribution agreement with KeyBanc Capital Markets Inc. and BMO Capital Markets Corp. (collectively, the "Sales Agents"), pursuant to which we may sell, from time to time, up to an aggregate sales price of $50,000, subject to decrease in compliance with General Instruction I.B.6 of Registration Statement on Form S-3, of shares of our common stock pursuant to a prospectus supplement we filed with the Securities and Exchange Commission ("SEC") through the Sales Agents acting as sales agent and/or principal, through an at-the-market offering program (our "ATM program"). Pursuant to Instruction I.B.6 to Registration Statement on Form S-3, we may not sell more than the equivalent of one-third of our public float during any 12 consecutive months so long as our public float is less than $75,000.

There were no sales of common stock under the ATM program during the three or nine months ended September 30, 2019 or during the three months ended September 30, 2018. During the nine months ended September 30, 2018, the Company sold 28,474 shares of common stock under the ATM program at an average sales price of $10.40 per share for gross proceeds totaling $296 and net proceeds totaling $260. Since the inception of the ATM program, the Company has sold 197,478 shares of common stock at an average sales price of $10.18 per share for gross proceeds totaling $2,011 and net proceeds totaling $1,879.

NOTE 10. PREFERRED STOCK

The Company has 925,000 shares outstanding of Series E Preferred Stock.

The Series E Preferred Stock ranks senior to the Company's common stock and any other preferred stock issuances and receives preferential cumulative cash dividends at a rate of 6.25% per annum, payable quarterly of the $10.00 face value per share. If the Company fails to pay a dividend then during the period that dividends are not paid, the dividend rate increases to 9.50% per annum. Dividends on the Series E Preferred Stock accrue whether or not the Company has earnings, whether or not there are funds legally available for the payment of such dividends, whether or not such dividends are declared, and whether or not such dividends are prohibited by agreement.

Each share of Series E Preferred Stock is convertible, at the option of the holder, at any time on or after February 28, 2019, into a number of shares of common stock determined by dividing the conversion price of $13.845 into an amount equal to the $10.00 face value per share plus accrued and unpaid dividends, if any. Upon liquidation, each share of Series E Preferred Stock is entitled to $10.00 per share and accrued and unpaid dividends. The conversion price is subject to anti-dilution adjustments upon the occurrence of stock splits and stock dividends. Following a specific equity offering or offerings, from time to time a number of shares of Series E Preferred Stock automatically converts into common stock if the common stock trades at 120% of the conversion price for 60 trading days, and the number of shares converted will be determined by certain trading volumes measures.

The Company has rights to redeem up to 490,250 shares of the Series E Preferred Stock at prices from 110% to 130% of its liquidation value. The holders have put rights commencing March 16, 2021 to put the Series E Preferred Stock to the Company at 130% of its liquidation preference, which the Company can satisfy with cash or common stock. The Series E Preferred Stock votes as a class on matters generally affecting the Series E Preferred Stock, and as long as 434,750 shares of Series E Preferred Stock (47% of the originally issued shares of Series E Preferred Stock) remain outstanding, then 75% approval of the Series E Preferred Stock will be required to approve merger, consolidation, liquidation or winding up of Condor, related party transactions exceeding $120, payment of dividends on common stock except from funds from operations or to maintain REIT status, the grant of exemptions from Condor's charter limitation on ownership of 9.9% of any class or series of its securities (exclusive of persons currently holding exemptions), issuance of preferred stock or commitment or agreement to do any of the foregoing.

The Series E Preferred Stock was determined to have a fair value of $9,900 on the date of issuance as measured using a trinomial lattice-based model. From this value, the embedded redemption option (see Note 8), which was determined to be an asset with a fair value on the date of issuance of $150 using the same model, was bifurcated and will be accounted for at fair value at each period end. These are considered Level 3 fair value measurements.

NOTE 11. NONCONTROLLING INTEREST IN THE OPERATING PARTNERSHIP

Noncontrolling interest in the operating partnership represents the limited partners' proportionate share of the equity in the operating partnership. Earnings and loss are allocated to noncontrolling interest in accordance with the weighted average percentage ownership of the operating partnership during the period.

Our ownership interest in the operating partnership was 99.5% as of September 30, 2019 and December 31, 2018. At September 30, 2019 and December 31, 2018, 2,929,710 and 3,281,124 common units owned by minority interest holders were outstanding, all of which were held by limited partners. The total redemption value for the common units was $623 and $435 at September 30, 2019 and December 31, 2018, respectively.

Each limited partner of the operating partnership may, subject to certain limitations, require that the operating partnership redeem all or a portion of his or her common units at any time after a specified period following the date the units were acquired, by delivering a redemption notice to the operating partnership. When a limited partner tenders common units for redemption, the Company can, at its sole discretion, choose to purchase the units for either (1) a number of shares of Company common stock at a rate of one share of common stock for each 52 common units redeemed or (2) cash in an amount equal to the market value of the number of shares of Company common stock the limited partner would have received if the Company chose to purchase the units for common stock.

During the three months ended September 30, 2019, 91,729 common units were converted into 1,765 shares of common stock. Additionally, during the nine months ended September 30, 2019, an additional 259,685 common units were redeemed for cash totaling $42. During the three and nine months ended September 30, 2018, 800,000 common units were redeemed for cash totaling $160.

NOTE 12. STOCK-BASED COMPENSATION

The Company currently has in place the Condor 2016 Stock Plan, which was approved by the Company's shareholders at the annual shareholders meeting on June 15, 2016. The 2016 Stock Plan authorizes the issuance of stock options, stock appreciation rights, restricted stock, restricted stock units, performance shares, deferred stock units, and other forms of stock-based compensation. The maximum number of shares of the Company's common stock that may be issued under the 2016 Stock Plan is 761,538 following an amendment to the plan to increase the number of available shares by 300,000 that was approved by shareholders on May 17, 2018 at the annual meeting of shareholders. As of September 30, 2019, there were 552,588 common shares available for issuance under the 2016 Stock Plan.

Equity-based compensation is measured at the fair value of the award on the date of grant and recognized as an expense on a straight-line basis over the requisite service period. Stock-based compensation awards that contain a performance condition are reviewed at least quarterly to assess the achievement of the performance condition. Compensation expense will be adjusted when a change in the assessment of achievement of the specific performance condition level is determined to be probable. The determination of fair value of these awards is subjective and involves significant estimates and assumptions including expected volatility of our stock, expected dividend yield, expected term, and assumptions of whether these awards will achieve performance thresholds. We believe that the assumptions and estimates utilized are appropriate based on the information available to management at the point of measurement. Compensation cost is recognized as additional paid-in capital for awards of the Company's common stock. The Company has elected to account for forfeitures of stock-based compensation as they occur.

Service Condition Share Awards

From time to time, the Company awards restricted shares of common stock to employees, officers, and members of the Board of Directors under the 2016 Stock Plan. These shares generally vest ratably over five years for employees and officers and three years for members of the Board of Directors based on continued service or employment. Dividends paid on these restricted shares during the vesting period are not forfeited in the event that the shares fail to vest. The following table presents a summary of the service condition unvested share activity for the nine months ended September 30, 2019 and 2018:

	For the nine months ended September 30,			
	2019		2018	
	Shares	Weighted-average grant date fair value	Shares	Weighted-average grant date fair value
Unvested at December 31	76,500	$ 10.48	95,832	$ 10.54
Granted	20,701	$ 8.33	22,215	$ 10.26
Vested	(45,001)	$ 9.89	(25,540)	$ 10.59
Forfeited	(1,407)	$ 9.23	(11,644)	$ 10.33

Unvested at September 30	50,793	$	10.16	80,863	$	10.48

The fair value of the service condition unvested share awards was determined based on the closing price of the Company's common stock on the grant date.

Market Based Share Awards

Pursuant to an amendment of an employment agreement on June 28, 2017, an executive officer may earn shares of common stock if certain market share prices of common stock are attained. Any such shares, if earned, will be issued under the 2016 Stock Plan or another shareholder approved plan. The executive officer will earn and be issued 36,692 common shares each time stock market price targets of $11.00 to $18.00 (in one dollar increments) per common share are first achieved prior to March 31, 2022 based on the weighted-average common stock price for 60 consecutive trading days. Additionally, the shares vest to the extent of the value received per share of common stock in connection with a change in control, with the payout in such case to be prorated for the portion of the value above a stock market price target but below the next stock market price target.

The compensation cost related to awards that are contingent upon achieving a market based criteria is measured at the fair value of the award on the date of grant using the Monte Carlo simulation, including consideration of the market criteria, and amortized on a straight line basis over the derived performance period which is also estimated using this model. The Monte Carlo simulation method is a generally accepted statistical method used to generate a defined number of stock price paths in order to develop a reasonable estimate of the range of future expected stock prices of the Company and its peer group and minimize standard error. The total grant date fair value of this market based share award, including additional value assessed at the time of subsequent amendment of the award, was $1,380.

Performance Based Share Awards

Pursuant to an amendment of an employment agreement on June 28, 2017, an executive officer may earn shares of common stock if certain operating results of the Company are obtained. Any such shares, if earned, will be issued under the 2016 Stock Plan or another shareholder approved plan. For each of the Company's fiscal years 2017 through 2021, if the Company achieves between 85% and 101% of budgeted Funds from Operations ("FFO") as approved by the Board of Directors, the executive shall earn and be issued between 11,741 and 19,569 shares of common stock, determined on a straight-line basis based on the percentage of budgeted FFO achieved. In addition, for any fiscal year in which the Company achieves in excess of 101% of budgeted FFO, an additional 391 shares of common stock will be earned for each two percent actual FFO exceeds 101% of budgeted FFO, up to a total of 3,910 additional shares of common stock per year.

The fair value of the performance based share awards is based on the closing price of the Company's common stock on the grant date, discounted for estimated common stock dividends to be declared prior to the shares being issued. The grant date occurs on an annual basis when budgeted FFO is approved by the Board of Directors. During the first quarter of 2019, 13,778 shares with a grant date fair value totaling $122 were awarded to the executive based on 2018 FFO. Simultaneously, 2,550 fully vested shares were issued to the executive with a fair value of $22 as a discretionary grant. During the first quarter of 2018, 21,133 shares with a grant date fair value totaling $212 were awarded to the executive based on 2017 FFO. The total grant date fair value of the 2019 portion of this performance based share award, assuming that 100% of budgeted FFO is achieved, was $147.

Warrants

On March 2, 2015, the Company granted a warrant to an executive officer of the Company as an inducement material to the executive's acceptance of employment. The Black-Scholes option pricing model was utilized at issuance for the determination of the fair value of the award. The warrant entitled the executive to purchase a total of 101,213 authorized but previously unissued shares of the Company's common stock at a price of (i) $9.88 per share (the adjusted closing bid price of the common stock on Nasdaq on March 2, 2015) if at least one-third but not more than one-half of the shares were purchased on or prior to March 17, 2015, and (ii) $12.48 per share for shares purchased after that date. The warrant had a three-year term. The executive officer exercised the warrant in part to

purchase 35,060 shares on March 11, 2015 at the price of $9.88 per share. The remaining warrant expired unexercised on March 2, 2018.

Director Fully Vested Share Compensation

Independent directors serving as members of the Investment Committee of the Board of Directors receive their monthly Investment Committee fees in the form of shares of the Company's common stock. Certain independent directors also elect to receive a portion of their director fees in the form of shares of the Company's common stock.

A total of 3,976 and 2,418 shares were issued during the three months ended September 30, 2019 and 2018, respectively, and 12,078 and 8,430 were issued during the nine months ended September 30, 2019 and 2018, respectively, to independent directors under the 2016 Stock Plan with respect to these fees.

Stock-Based Compensation Expense

The expense recognized in the consolidated financial statements for stock-based compensation, including LTIP units, related to employees and directors for the three months ended September 30, 2019 and 2018 was $141 and $247, respectively, and for the nine months ended September 30, 2019 and 2018 was $901 and $912, respectively, all of which is included in general and administrative expense. Total unrecognized compensation cost related to all awards at September 30, 2019 was $612, which is expected to be recognized over a weighted-average remaining service period of 2.6 years.

NOTE 13. INCOME TAXES

During the three months ended September 30, 2019 and 2018, income tax expense totaling $8 and $132, respectively, was recognized primarily related to income earned by the TRS. During the nine months ended September 30, 2019 and 2018, income tax expense totaled $655 and $315, respectively. Management believes the combined federal and state effective income tax rate for the TRS will be approximately 26%.

After consideration of limitations related to a change in control as defined under Code Section 382, the TRS's net operating loss carryforward at September 30, 2019 as determined for federal income tax purposes was $3,290. The availability of the loss carryforwards will expire from 2027 through 2034, with an indefinite carryforward for losses arising after December 31, 2017.

NOTE 14. EARNINGS PER SHARE

The two-class method is utilized to compute earnings per common share ("EPS") as our unvested restricted stock awards with non-forfeitable dividends are considered participating securities. Under the two-class method, losses are allocated only to those securities that have a contractual obligation to share in the losses of the Company. Our unvested restricted stock is not obligated to absorb Company losses and accordingly is not allocated losses. The following is a reconciliation of basic and diluted EPS:

	Three months ended September 30,		Nine months ended September 30,	
	2019	2018	2019	2018
Numerator: Basic				
Net earnings (loss) attributable to common shareholders	$ (2,123)	$ 2,513	$ (3,660)	$ 5,896
Less: Allocation to participating securities	-	(17)	(28)	(52)
Net earnings (loss) attributable to common shareholders, net of amount allocated to participating securities	$ (2,123)	$ 2,496	$ (3,688)	$ 5,844
Numerator: Diluted				
Net earnings (loss) attributable to common shareholders, net of amount allocated to participating securities	$ (2,123)	$ 2,496	$ (3,688)	$ 5,844
Interest and fair value adjustment on Convertible Debt	-	15	-	28

Total Diluted	$ (2,123)	$ 2,511	$ (3,688)	$ 5,872
Denominator				
Weighted average number of common shares - Basic	11,862,204	11,800,908	11,842,746	11,776,591
Performance Based Share Awards	-	-	-	5,714
Convertible Debt	-	97,269	-	97,269
Weighted average number of common shares - Diluted	11,862,204	11,898,177	11,842,746	11,879,574
Earnings per Share				
Basic Earnings (Loss) per Share	$ (0.18)	$ 0.21	$ (0.31)	$ 0.50
Diluted Earnings (Loss) per Share	$ (0.18)	$ 0.21	$ (0.31)	$ 0.49

The following table summarizes the weighted average number of potentially dilutive securities that have been excluded from the denominator for the purpose of computing diluted EPS as they are antidilutive:

	Three months ended September 30,		Nine months ended September 30,	
	2019	2018	2019	2018
Unvested restricted stock	52,847	82,865	67,149	91,398
Warrants - Employees [2]	-	-	-	14,781
Series E Preferred Stock	668,111	668,111	668,111	668,111
Convertible debt	97,269	-	97,269	-
Operating partnership common units [1]	57,740	91,496	59,190	91,210
Total potentially dilutive securities excluded from the denominator	875,967	842,472	891,719	865,500

(1) Common units of the operating partnership have been omitted from the denominator for the purpose of computing diluted EPS since the effect of including these amounts in the numerator and denominator would have no impact on calculated EPS.
(2) Amounts above are weighted average amounts outstanding for the periods presented. These instruments were no longer outstanding at September 30, 2019.

NOTE 15. COMMITMENTS AND CONTINGENCIES

Management Agreements

Our TRS engages eligible independent contractors as property managers for each of our hotels in accordance with the requirements for qualification as a REIT. The hotel management agreements provide that the management companies have control of all operational aspects of the hotels, including employee-related matters. The management companies must generally maintain each hotel under their management in good repair and condition and perform routine maintenance, repairs, and minor alterations. Additionally, the management companies must operate the hotels in accordance with the national franchise agreements that cover the hotels, which includes, as applicable, using franchisor sales and reservation systems and abiding by the franchisors' marketing standards. The management agreements generally require the TRS to fund debt service, working capital needs, and capital expenditures and to fund the management companies' third-party operating expenses, except those expenses not related to the operation of the hotels. The TRS also is responsible for obtaining and maintaining certain insurance policies with respect to the hotels.

Each of the management companies employed by the TRS at September 30, 2019 receives a base monthly management fee of 3.0% to 3.5% of hotel revenue, with incentives for performance, which increase such fee to a maximum of 5.0% of hotel revenue. Base management fees totaled $438 and $454, respectively, for the three months ended September 30, 2019 and 2018, and $1,384, and $1,473, respectively, for the nine months ended September 30, 2019 and 2018, all of which was included as hotel and property operations expense. Incentive management fees totaled $63 and $29, respectively, for the three months ended September 30, 2019 and 2018, and $140 and $210, respectively, for the nine months ended September 30, 2019 and 2018.

The management agreements generally have initial terms of one to three years and renew for additional terms of one year unless either party to the agreement gives the other party written notice of termination at least 90 days before the end of a term. The Company may terminate a management agreement, subject to cure rights, if certain performance metrics tied to both individual hotel and total managed portfolio performance are not met. The Company may also terminate a management agreement with respect to a hotel at any time without reason, either with or without payment of a termination fee (depending on the agreement). The management agreements terminate with respect to a hotel upon sale of the hotel, subject to certain notice requirements.

Franchise Agreements

As of September 30, 2019, all of our properties operate under franchise licenses from national hotel companies. Under our franchise agreements, we are required to pay franchise fees generally between 3.3% and 5.5% of room revenue, plus additional fees for marketing, central reservation systems, and other franchisor programs and services that amount to between 2.5% and 6.0% of room revenue. The franchise agreements typically have 10 to 25 year terms although certain agreements may be terminated by either party on certain anniversary dates specified in the agreements. Further, each agreement provides for early termination fees in the event the agreement is terminated before the stated term. Franchise fee expense totaled $1,130 and $1,159 for the three months ended September 30, 2019 and 2018, respectively, and $3,603 and $3,676, for the nine months ended September 30, 2019 and 2018, respectively, and all of which was included as hotel and property operations expense.

The franchisor of two of our hotels advised us in 2019 that both of the hotels have dropped below the required level for guest satisfaction surveys, and that if the hotels do not achieve compliance, it reserves the right to elect to terminate the relevant franchise agreement. The Company is actively addressing the matter relating to the surveys and has plans in place which it believes will resolve these issues.

Leases

The Company has no land lease agreements in place related to properties owned at September 30, 2019.

The Company entered into three new office lease agreements in 2016, replacing all existing office lease agreements. These leases expire in 2019 through 2021 and have combined rent expense of approximately $154 annually. Office lease expense totaled $39 and $43 in the three months ended September 30, 2019 and 2018, respectively, and $118 and $121 in the nine months ended September 30, 2019 and 2018, respectively, and is included in general and administrative expense. The Company also has in place operating leases for miscellaneous equipment at its hotel properties.

The maturity of the lease liabilities for the Company's operating leases is as follows:

Maturity of lease liabilities		
Year ended December 31,		
Remainder of 2019	$	24
2020		91
2021		81
2022		20
2023		4
Thereafter		30
Total lease payments	$	250
Less: Imputed interest		(25)
Present value of lease liabilities	$	225

As of December 31, 2018, prior to adoption of ASC 842, the future minimum lease payments applicable to non-cancellable operating leases were as follows:

		Lease rents
2019	$	138
2020		61
2021		47
2022		-
2023		-
	$	246

Litigation

Various claims and legal proceedings arise in the ordinary course of business and may be pending against the Company and its properties. We are not currently involved in any material litigation, nor, to our knowledge, is any material litigation threatened against us. The Company has insurance to cover potential material losses and we believe it is not reasonably possible that such matters will have a material impact on our financial condition or results of operations.

On August 20, 2019, a putative class action complaint was filed against the Company and each of the Company directors, the operating partnership, Parent, Merger Sub, Merger OP and NHT in the United States District Court for the District of Delaware under the caption *Graham v. Condor Hospitality Trust, Inc., et al.*, Civil Action No. 1:19-cv-01552. A second putative class action complaint was filed on August 23, 2019 against the Company and each of the Company directors, the Operating Partnership, Parent, Merger Sub and Merger OP in the United States District Court for the District of Delaware under the caption *Sabatini v. Condor Hospitality Trust, Inc., et al.*, Civil Action No. 1:19-cv-01564. On August 26, 2019, a third putative class action was filed against the Company and each of the Company's directors in the United States District Court for the Southern District of New York under the caption *Raul v. Condor Hospitality Trust, Inc., et al.*, Civil Action No. 1:19-cv-07968. These complaints (collectively, the "Merger Litigation") assert claims, purportedly brought on behalf of a class of shareholders, under Sections 14(a) and 20(a) of the Securities Exchange Act of 1934 and SEC Rule 14a-9, and allege that the preliminary proxy statement filed by the Company with the SEC on Schedule 14A with respect to the special shareholders meeting for approval and adoption of the Merger Agreement contained materially incomplete and misleading disclosures relating to, in pertinent part, financial analyses performed by the Company's financial advisor, financial projections, the sale process leading to the proposed transactions and potential financial advisor conflicts. Each of the complaints seek, among other things, injunctive relief enjoining defendants from taking steps to consummate the proposed transactions and damages, along with fees and costs. The defendants believe that the claims asserted in these suits are without merit and intend to defend against them vigorously.

The Company filed a Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission (the "SEC") on August 28, 2019 (the "Definitive Proxy Statement") and mailed to Company shareholders in connection with the solicitation of proxies for use at the special meeting of shareholders of the Company held on September 23, 2019. While the Company believes that no supplemental disclosure was required to be made to Definitive Proxy Statement under applicable law and that the claims asserted in the Merger Litigation are without merit, in order to avoid the risk of the Merger Litigation delaying or adversely affecting the Company merger and to minimize the costs, risks and uncertainties inherent in litigation, and without admitting any liability or wrongdoing, the Company determined to voluntarily supplement the Definitive Proxy Statement on September 16, 2019. The named plaintiffs in the Merger Litigation ("Plaintiffs") have agreed to request voluntary discontinuance of the Merger Litigation with prejudice as to Plaintiffs only, and without prejudice as to the putative class, within three business days of the closing of the transactions contemplated by the Merger Agreement.

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

Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with our audited consolidated financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended December 31, 2018 and our unaudited interim consolidated financial statements included in this Quarterly Report on Form 10-Q.

References to "we," "our," "us," and the "Company" refer to Condor Hospitality Trust, Inc., including, as the context requires, its direct and indirect subsidiaries.

Forward-Looking Statements

Certain information both included and incorporated by reference in this Form 10-Q may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and as such may involve known and unknown risks, uncertainties, and other factors which may cause our actual results, performance, or achievements to be materially different from future results, performance, or achievements expressed or implied by such forward-looking statements. These forward-looking statements are based on assumptions that management has made in light of experience in the business in which we operate, as well as management's perceptions of historical trends, current conditions, expected future developments, and other factors believed to be appropriate under the circumstances. These statements are not guarantees of performance or results. They involve risks, uncertainties (some of which are beyond our control), and assumptions. Management believes that these forward-looking statements are based on reasonable assumptions.

Forward-looking statements, which are based on certain assumptions and describe our future plans, strategies, and expectations are generally identifiable by use of the words "may," "will," "should," "expect," "anticipate," "estimate," "believe," "intend," or "project" or the negative thereof or other variations thereon or comparable terminology. Factors which could have a material adverse effect on our operations and future prospects include, but are not limited to, changes in: economic conditions generally and in the real estate market specifically, legislative/regulatory changes (including changes to laws governing the taxation of real estate investment trusts), availability of capital, risks associated with debt financing, interest rates, competition, supply and demand for hotel rooms in our current and proposed market areas, policies and guidelines applicable to real estate investment trusts, and other risks and uncertainties described herein, and in our filings with the Securities and Exchange Commission ("SEC") from time to time. These risks and uncertainties should be considered in evaluating any forward-looking statements contained or incorporated by reference herein. We caution readers not to place undue reliance on any forward-looking statements included in this report which speak only as of the date of this report.

Background

Condor Hospitality Trust, Inc. ("Condor" or the "Company"), a Maryland corporation, is a self-administered real estate investment trust ("REIT") for federal income tax purposes that specializes in the investment and ownership of high quality select service, limited service, extended stay, and compact full service hotels. As of September 30, 2019, the Company owned 15 hotels, representing 1,908 rooms, in eight states, including one hotel owned through an 80% interest in an unconsolidated joint venture ("Atlanta JV").

We conduct our business through a traditional umbrella partnership REIT, or UPREIT, in which our hotel properties are owned by our operating partnership, Condor Hospitality Limited Partnership and its subsidiaries (the "operating partnership"), for which we serve as general partner. As of September 30, 2019, we owned approximately 99.5% of the common operating units ("common units") in the operating partnership. In the future, the operating partnership may issue limited partnership interests to third parties from time to time in connection with our acquisition of hotel properties or the raising of capital.

In order for the income from our hotel property investments to constitute "rents from real properties" for purposes of the gross income tests required by the Internal Revenue Service ("IRS") for REIT qualification, the income we earn cannot be derived from the operation of any of our hotels. Therefore, the operating partnership and its subsidiaries lease our hotel properties to the Company's wholly owned taxable REIT subsidiary, TRS Leasing, Inc., and its

wholly owned subsidiaries (the "TRS"). The TRS in turn engages third-party eligible independent contractors to manage the hotels. The operating partnership, the TRS, and their respective subsidiaries are consolidated into the Company's financial statements.

Historically, as a result of the geographic areas in which we operate, the operations of our hotels have been seasonal in nature. Generally, occupancy rates, revenue, and operating income have been greater in the second and third quarters of the calendar year than in the first and fourth quarters, with the exception of our hotels located in Florida, which experience peak demand in the first and fourth quarters annually.

Overview

Agreement and Plan of Merger

On July 19, 2019, the Company and the operating partnership entered into an Agreement and Plan of Merger under which, if consummated, the Company's common shareholders will receive $11.10 per share in cash, and the holders of the Company's 6.25% Series E Cumulative Convertible Preferred Stock will receive $10.00 per share in cash, in each case, less any required withholding. The details of this Agreement and Plan of Merger are further discussed below with *Liquidity, Capital Resources, and Equity Transactions.*

Completion of the transaction, which is expected to occur in the fourth quarter of 2019, is subject to customary closing conditions. There can be no assurances that any such conditions will be satisfied or waived or that the acquisition of the Company will be completed.

Financial Highlights

Revenue in the three months ended September 30, 2019 totaled $14.7 million, a decrease of $0.8 million, or 5.1%, from the comparable period in 2018. This decrease was primarily the result of revenue related to properties sold between the periods totaling $0.8 million in the third quarter of 2018. Between these quarters, same-store Revenue per Available Room ("RevPAR") decreased 0.3%. Additionally, net earnings (loss) attributable to common shareholders decreased to ($2.1 million), or ($0.18) per diluted share, compared to $2.5 million, $0.21 per diluted share, in the prior year. The largest drivers of the decrease in net earnings (loss) were a decrease in gains on the disposition of assets of $3.7 million, an increase in net losses on derivatives and convertible debt of $0.3 million, and expenses related to equity transactions and strategic alternatives of $1.1 million in the third quarter of 2019.

Adjusted Funds from Operations ("AFFO") was $2.6 million, increased from $2.2 million in prior year. Hotel Earnings Before Interest, Taxes, Depreciation, and Amortization ("EBITDA") decreased to $5.9 million from $6.2 million, a decrease of $0.3 million, or 4.5%. Similarly to revenue, this decrease in hotel EBITDA was driven by hotel EBITDA recognized on properties sold between the periods totaling $0.3 million.

Portfolio Activity

The Company's investment strategy is to assemble a portfolio of premium-branded, select-service hotels in the top 100 Metropolitan Statistical Areas ("MSAs") with a particular focus on MSAs ranked between 20 to 60. Since restarting its portfolio transformation in 2015, the Company has acquired 14 high-quality select-service hotels representing 1,808 rooms in its target markets for a total purchase price of $276.6 million. Additionally, during this time, the Company has sold 55 legacy assets for a total gross sales price of $169.9 million.

Balance Sheet Activity

As of September 30, 2019, the Company had cash and cash equivalents (including restricted cash) of $12.0 million and available revolver borrowing capacity of $9.0 million. As of September 30, 2019, the Company had total outstanding long-term debt of $135.7 million, all of which was associated with assets held for use, with a weighted average maturity of 1.8 years and a weighted average interest rate of 4.52%.

Dividends

Pursuant to the Agreement and Plan of Merger, the Company will not pay cash dividends to holders of Company common shares and Series E Preferred Stock, except in certain circumstances. See *Liquidity, Capital Resources, and Equity Transactions* below.

Hotel Property Portfolio and Activity

Hotel Property Portfolio

The following table sets forth certain information with respect to the hotels owned by us as of September 30, 2019:

Hotel Name	City	State	Rooms	Acquisition Date	Purchase Price (in thousands)
Hilton Garden Inn	Dowell/Solomons	MD	100	05/25/2012	$11,500
SpringHill Suites	San Antonio	TX	116	10/01/2015	$17,500
Courtyard by Marriott	Jacksonville	FL	120	10/02/2015	$14,000
Hotel Indigo	College Park	GA	142	10/02/2015	$11,000
Aloft [(1)]	Atlanta	GA	254	08/22/2016	$43,550
Aloft	Leawood	KS	156	12/14/2016	$22,500
Home2 Suites	Lexington	KY	103	03/24/2017	$16,500
Home2 Suites	Round Rock	TX	91	03/24/2017	$16,750
Home2 Suites	Tallahassee	FL	132	03/24/2017	$21,500
Home2 Suites	Southaven	MS	105	04/14/2017	$19,000
Hampton Inn & Suites	Lake Mary	FL	130	06/19/2017	$19,250
Fairfield Inn & Suites	El Paso	TX	124	08/31/2017	$16,400
Residence Inn	Austin	TX	120	08/31/2017	$22,400
TownePlace Suites	Austin	TX	122	01/18/2018	$19,750
Home2 Suites	Summerville	SC	93	02/21/2018	$16,325
	Totals		1,908		$287,925

(1) This property is owned through an 80% interest in our unconsolidated Atlanta JV.

All of our properties are encumbered by either our $150.0 million secured revolving credit facility (the "credit facility") or by mortgage debt at September 30, 2019.

Dispositions

Consistent with our strategic repositioning, the following hotel sale was executed in the nine months ended September 30, 2019:

Date of sale	Location	Brand	Condor lender	Number of rooms	Gross proceeds (in thousands)
03/22/2019	Solomons, MD	Quality Inn	Credit facility	59	$ 4,320

The net proceeds, after the payment of related expenses, from this disposition totaled $4.2 million. All net proceeds were used to repay borrowings under the credit facility.

Based on the criteria discussed in the footnotes to the consolidated financial statements, at December 31, 2018, the Company had one hotel held for sale. As of September 30, 2019, subsequent to the sale of the Solomons Quality Inn during the first quarter of 2019, the Company had no hotels classified as held for sale.

Operating Performance Metrics

The following tables present our same-store occupancy, average daily rate ("ADR"), and RevPAR for all our hotels owned at September 30, 2019. Same-store occupancy, ADR, and RevPAR reflect the performance of hotels during the entire period, regardless of our ownership during the period presented. Results for the hotels for periods prior to our ownership were provided to us by prior owners and have not been adjusted by us or audited or reviewed by our independent auditors. The performance metrics for the hotel acquired through our Atlanta JV, also presented below, reflect 100% of the operating results of the property, including our interest and the interest of our partner.

	Three months ended September 30,					
	2019			2018		
	Occupancy	ADR	RevPAR	Occupancy	ADR	RevPAR
Wholly owned new investment platform properties	77.89%	$ 118.13	$ 92.01	79.13%	$ 116.21	$ 91.95
Atlanta Aloft JV	79.16%	$ 138.00	$ 109.24	76.16%	$ 147.26	$ 112.16
Total Same-Store Portfolio	78.06%	$ 120.81	$ 94.31	78.73%	$ 120.21	$ 94.64

	Nine months ended September 30,					
	2019			2018		
	Occupancy	ADR	RevPAR	Occupancy	ADR	RevPAR
Wholly owned new investment platform properties	80.24%	$ 122.58	$ 98.36	81.39%	$ 120.85	$ 98.36
Atlanta Aloft JV	79.70%	$ 154.97	$ 123.52	78.94%	$ 147.26	$ 116.24
Total Same-Store Portfolio	80.17%	$ 126.87	$ 101.71	81.06%	$ 124.28	$ 100.74

Total same-store RevPAR decreased by 0.3% in the third quarter of 2019, driven by a decrease in occupancy of 0.9% which was partially offset by an increase in ADR of 0.5%. In the third quarter, the largest RevPAR changes related to the San Antonio SpringHill Suites (decrease of 9.4%), the Southaven Home2 Suites (increase of 12.9%), and the El Paso Fairfield Inn (increase of 13.1%). At the San Antonio SpringHill Suites, the decrease was driven by a weaker 2019 convention and events schedule and the timing of athletic events when compared to 2018. At the Southaven Home2 Suites, in the third quarter of 2018 a significant piece of extended stay business was lost unexpectedly due to a business relocation. That business has since been successfully replaced in what is a strong overall market. At the El Paso Fairfield Inn, the increase in RevPAR was driven by both increases in occupancy (7.3%) and ADR (5.4%) resulting from increased business in the market due to border and immigration issues and increased activity at Fort Bliss.

Total same-store RevPAR increased by 1.0% during the nine months ended September 30, 2019, driven by a 2.1% increase in ADR which was partially offset by a decrease in occupancy of 1.1%. The largest RevPAR increases during this period were the El Paso Fairfield Inn (increase of 10.6%) and the Southaven Home2 Suites (increase of 9.1%). These increases were partially offset by decreases in RevPAR at the Austin TownePlace Suites (decrease of 12.5%) and the San Antonio SpringHilll Suites (decrease of 10.0%). The conditions effecting the San Antonio SpringHill Suites, the Southaven Home2 Suites, and the El Paso Fairfield Inn in the nine month period were similar to those effecting third quarter performance as discussed above. At the Austin TownePlace Suite, the decrease in RevPAR was due to both decreased occupancy (8.0%) and ADR (4.9%) and was attributable to the loss of FEMA business in the market in 2018 following the 2017 hurricane season as well as additional supply entering the market.

Results of Operations

Comparison of the three months ended September 30, 2019 to the three months ended September 30, 2018 (in thousands)

	Three months ended September 30,		
	2019	**2018**	**Variance**
Revenue	$ 14,666	$ 15,462	$ (796)
Hotel and property operations expense	(9,718)	(10,148)	430
Depreciation and amortization expense	(2,405)	(2,423)	18
General and administrative expense	(1,210)	(1,599)	389
Acquisition and terminated transactions expense	(1)	(96)	95
Equity transaction and strategic alternatives	(1,052)	-	(1,052)
Net gain (loss) on disposition of assets	(14)	3,716	(3,730)
Equity (loss) in earnings of joint venture	(84)	(41)	(43)
Net gain (loss) on derivatives and convertible debt	(223)	116	(339)
Other expense, net	(27)	(23)	(4)
Interest expense	(1,912)	(2,154)	242
Income tax expense	(8)	(132)	124
Net earnings (loss)	$ (1,988)	$ 2,678	$ (4,666)

Revenue

Revenue decreased by a total of $796, or 5.1%, as a result of decreased revenue from properties sold during and between the periods of $825. Revenue related to new investment platform properties owned throughout both periods increased slightly in total by $29.

Operating Expenses and Interest Expense

Hotel and property operations expense also decreased by $430, also primarily as a result of decreased expenses from properties sold during and between the periods of $551. In total, hotel and property operations expenses increased as a percentage of total revenue from 65.6% to 66.2%.

Interest expense decreased in total by $242, with a decrease in debt outstanding as a result of the smaller property portfolio being offset by an increase in the weighted average interest rate on total debt outstanding due to changing market conditions (from 4.90% at September 30, 2018 to 4.52% at September 30, 2019).

General and administrative expense decreased by $389 driven by decreased compensation costs.

In the third quarter of 2019, $1,052 of expenses were recognized as equity transaction and strategic alternatives expenses which include costs incurred related to the Company's strategic alternatives initiative that generated the Agreement and Plan of Merger discussed further below with *Liquidity, Capital Resources, and Equity Transactions.*

Net Gain (Loss) on Disposition of Assets

During the three months ended September 30, 2019 and 2018, the Company sold no hotels and one hotel, respectively, resulting in total gains of $0 and $3,722, respectively. The net gains (losses) appearing in the financial statements also include net losses on disposals due to repairs, replacements, and other renovations.

Net Gain (Loss) on Derivatives and Convertible Debt

The change in net gain (loss) on derivatives and convertible debt was driven by changes in value of the Company's interest rate swap on its Wells Fargo debt which is adjusted to fair market value each period. Due to differences in the interest rate environment, during the third quarter of 2018, the Company recognized an unrealized gain of $133 on this instrument while in the third quarter of 2019, an unrealized loss of $126 was recognized.

Income Tax Expense

Income tax expense in both periods was driven primarily by income earned by the TRS. Management believes the combined federal and state income tax rate for the TRS will be approximately 26% and income tax benefit or expense will vary based on the taxable earnings or loss of the TRS.

Comparison of the nine months ended September 30, 2019 to the nine months ended September 30, 2018 (in thousands)

	Nine months ended September 30,		
	2019	**2018**	**Variance**
Revenue	$ 46,746	$ 49,975	$ (3,229)
Hotel and property operations expense	(29,266)	(31,318)	2,052
Depreciation and amortization expense	(7,161)	(7,126)	(35)
General and administrative expense	(4,445)	(5,073)	628
Acquisition and terminated transactions expense	(15)	(186)	171
Equity transaction and strategic alternatives	(1,886)	-	(1,886)
Net gain on disposition of assets	9	5,587	(5,578)
Equity in earnings of joint venture	595	251	344
Net gain (loss) on derivatives and convertible debt	(916)	719	(1,635)
Other expense, net	(80)	(57)	(23)
Interest expense	(6,169)	(6,173)	4
Impairment recovery, net	-	93	(93)
Income tax expense	(655)	(315)	(340)
Net earnings (loss)	$ (3,243)	$ 6,377	$ (9,620)

Revenue

Revenue decreased by a total of $3,229, or 6.5%, primarily as a result of decreased revenue from properties sold during and between the periods of $3,850 which was partially offset by revenue from properties acquired during the first quarter of 2018 which increased by $637. Revenue related to new investment platform properties owned throughout both periods remained almost entirely consistent, decreasing in total by $16.

Operating Expenses and Interest Expense

Hotel and property operations expense also decreased by $2,052 as a result of decreased expenses from properties sold during and between the periods of $2,785 which was partially offset by expenses from properties acquired during the first quarter of 2018 which increased by $352. In total, hotel and property operations expenses remained consistent as a percentage of total revenue at 62.6% in both periods.

Interest expense remained relatively consistent between the periods, decreasing by $4, with a decrease in debt outstanding as a result of the smaller property portfolio being more effectively offset by a higher effective interest rate throughout the nine month period ended September 30, 2019.

General and administrative expense decreased by $628 between the periods largely due to decreased compensation costs as well as decreased miscellaneous costs as a result of decreased transactional activity.

In the second and third quarters of 2019, $1,886 of expenses were recognized as Equity transaction and strategic alternatives expenses which included the removal of previously capitalized costs related to the Company's shelf registration and at-the-market offering program and costs incurred related to the Company's strategic alternatives initiative that generated the Agreement and Plan of Merger discussed further below with *Liquidity, Capital Resources, and Equity Transactions.*

Net Gain on Disposition of Assets and Impairment Recovery, net

During the nine months ended September 30, 2019 and 2018, the Company sold one hotel and four hotels, respectively, resulting in total gains of $62 and $5,706 respectively. The net gains (losses) appearing in the financial statements also include net losses on disposals due to repairs, replacements, and other renovations. One of the properties sold in the first quarter of 2018 had been previously impaired and a recovery of impairment of $93 was recognized upon the sale.

Equity in Earnings of Joint Venture

The increase in equity in earnings of joint venture was due to the significantly increased operating performance of the Atlanta Aloft hotel in 2019, which was largely due to the 2019 Super Bowl being held in the market.

Net Gain (Loss) on Derivatives and Convertible Debt

The change in net gain (loss) on derivatives and convertible debt was driven by changes in value of the Company's interest rate swap on its Wells Fargo debt which is adjusted to fair market value each period. Due to differences in the interest rate environment, during the first three quarters of 2018, the Company recognized an unrealized gain of $275 on this instrument while in the three quarters of 2019, an unrealized loss of $845 was recognized.

Income Tax Expense

Income tax expense in both periods was driven primarily by income earned by the TRS. Management believes the combined federal and state income tax rate for the TRS will be approximately 26% and income tax benefit or expense will vary based on the taxable earnings or loss of the TRS.

Non-GAAP Financial Measures

Non-GAAP financial measures are measures of our historical financial performance that are different from measures calculated and presented in accordance with accounting principles generally accepted in the United States of America ("GAAP"). We report Funds from Operations ("FFO"), Adjusted FFO ("AFFO"), Earnings Before Interest, Taxes, Depreciation, and Amortization ("EBITDA"), EBITDA for real estate ("EBITDA*re*"), Adjusted EBITDA*re*, and Hotel EBITDA as non-GAAP measures that we believe are useful to investors as key measures of our operating results and which management uses to facilitate a periodic evaluation of our operating results relative to those of our peers. Our non-GAAP measures should not be considered as an alternative to U.S. GAAP net earnings as an indication of financial performance or to U.S. GAAP cash flows from operating activities as a measure of liquidity. Additionally, these measures are not indicative of funds available to fund cash needs or our ability to make cash distributions as they have not been adjusted to consider cash requirements for capital expenditures, property acquisitions, debt service obligations, or other commitments.

Funds from Operations ("FFO") & Adjusted FFO ("AFFO")

We calculate FFO in accordance with the standards established by the National Association of Real Estate Investment Trusts ("NAREIT"), which defines FFO as net earnings or loss computed in accordance with GAAP, excluding gains or losses from sales of real estate assets, impairment, and the depreciation and amortization of real estate assets. FFO is calculated both for the Company in total and as FFO attributable to common shares and common units, which is FFO reduced by preferred stock dividends. AFFO is FFO attributable to common shares and common units adjusted to exclude items we do not believe are representative of the results from our core operations, including non-cash gains or losses on derivatives and convertible debt, stock-based compensation expense, amortization of certain fees, losses on debt extinguishment, and in-kind dividends above stated rates, and cash charges for acquisition and equity transaction and strategic alternatives costs. All REITs do not calculate FFO and AFFO in the same manner; therefore, our calculation may not be the same as the calculation of FFO and AFFO for similar REITs.

We consider FFO to be a useful additional measure of performance for an equity REIT because it facilitates an understanding of the operating performance of our properties without giving effect to real estate depreciation and

amortization, which assumes that the value of real estate assets diminishes predictably over time. Since real estate values have historically risen or fallen with market conditions, we believe that FFO provides a meaningful indication of our performance. We believe that AFFO provides useful supplemental information to investors regarding our ongoing operating performance that, when considered with net earnings and FFO, is beneficial to an investor's understanding of our operating performance.

The following table reconciles net earnings (loss) to FFO and AFFO for the three and nine months ended September 30, 2019 and 2018 (in thousands). All amounts presented include our portion of the results of our unconsolidated Atlanta JV.

	Three months ended September 30,		Nine months ended September 30,	
Reconciliation of Net earnings (loss) to FFO and AFFO	**2019**	**2018**	**2019**	**2018**
Net earnings (loss)	$ (1,988)	$ 2,678	$ (3,243)	$ 6,377
Depreciation and amortization expense	2,405	2,423	7,161	7,126
Depreciation and amortization expense from JV	299	289	895	866
Net (gain) loss on disposition of assets	14	(3,716)	(9)	(5,587)
Net loss on disposition of assets from JV	2	15	2	29
Impairment recovery, net	-	-	-	(93)
FFO	732	1,689	4,806	8,718
Dividends declared and undeclared on preferred stock	(145)	(145)	(434)	(434)
FFO attributable to common shares and common units	587	1,544	4,372	8,284
Net loss (gain) on derivatives and convertible debt	223	(116)	916	(719)
Net loss on derivatives from JV	-	-	1	-
Acquisition and terminated transactions expense	1	96	15	186
Equity transaction and strategic alternatives	1,052	-	1,886	-
Stock-based compensation expense	141	247	901	912
Amortization of deferred financing fees	286	363	981	1,080
Amortization of deferred financing fees from JV	143	45	234	136
Loss on extinguishment of debt from JV	138	-	138	-
AFFO attributable to common shares and common units	$ 2,571	$ 2,179	$ 9,444	$ 9,879

Earnings Before Interest, Taxes, Depreciation, and Amortization ("EBITDA"), EBITDAre, Adjusted EBITDAre, and Hotel EBITDA

We calculate EBITDA, EBITDA*re,* and Adjusted EBITDA*re* by adding back to net earnings or loss certain non-operating expenses and certain non-cash charges which are based on historical cost accounting that we believe may be of limited significance in evaluating current performance. We believe these adjustments can help eliminate the accounting effects of depreciation and amortization and financing decisions and facilitate comparisons of core operating profitability between periods. In calculating EBITDA, we add back to net earnings or loss interest expense, loss on debt extinguishment, income tax expense, and depreciation and amortization expense. NAREIT adopted EBITDA*re* in order to promote an industry-wide measure of REIT operating performance. We adjust EBITDA by adding back net gain/loss on disposition of assets and impairment charges to calculate EBITDA*re.* To calculate Adjusted EBITDA*re*, we adjust EBITDA*re* to add back acquisition and terminated transactions expense and equity transaction and strategic alternatives expense, which are cash charges. We also add back stock –based compensation expense and gain/loss on derivatives and convertible debt, which are non-cash charges. EBITDA, EBITDA*re,* and Adjusted EBITDA*re*, as presented, may not be comparable to similarly titled measures of other companies.

We believe EBITDA, EBITDA*re,* and Adjusted EBITDA*re* to be useful additional measures of our operating performance, excluding the impact of our capital structure (primarily interest expense), our asset base (primarily depreciation and amortization expense), and other items we do not believe are representative of the results from our core operations.

The Company further excludes general and administrative expenses, other non-operating income or expense, and certain hotel and property operations expenses that are not allocated to individual properties in assessing hotel performance (primarily certain general liability and other insurance costs, land lease costs, and office and banking

fees) from Adjusted EBITDA*re* to calculate Hotel EBITDA. Hotel EBITDA, as presented, may not be comparable to similarly titled measures of other companies.

Hotel EBITDA is intended to isolate property level operational performance over which the Company's hotel operators have direct control. We believe Hotel EBITDA is helpful to investors as it better communicates the comparability of our hotels' operating results for all of the Company's hotel properties and is used by management to measure the performance of the Company's hotels and the effectiveness of the operators of the hotels.

The following table reconciles net earnings (loss) to EBITDA, EBITDA*re,* Adjusted EBITDA*re*, and Hotel EBITDA for the three and six months ended September 30, 2019 and 2018 (in thousands). All amounts presented our portion of the results of our unconsolidated Atlanta JV.

Reconciliation of Net earnings (loss) to EBITDA, EBITDA*re*, Adjusted EBITDA*re*, and Hotel EBITDA	**Three months ended September 30,**		**Nine months ended September 30,**	
	2019	**2018**	**2019**	**2018**
Net earnings (loss)	$ (1,988)	$ 2,678	$ (3,243)	$ 6,377
Interest expense	1,912	2,154	6,169	6,173
Interest expense from JV	536	543	1,645	1,553
Loss on extinguishment of debt from JV	138	-	138	-
Income tax expense	8	132	655	315
Depreciation and amortization expense	2,405	2,423	7,161	7,126
Depreciation and amortization expense from JV	299	289	895	866
EBITDA	3,310	8,219	13,420	22,410
Net (gain) loss on disposition of assets	14	(3,716)	(9)	(5,587)
Net loss on disposition of assets from JV	2	15	2	29
Impairment recovery, net	-	-	-	(93)
EBITDA*re*	3,326	4,518	13,413	16,759
Net loss (gain) on derivatives and convertible debt	223	(116)	916	(719)
Net loss on derivative from JV	-	-	1	-
Stock-based compensation expense	141	247	901	912
Acquisition and terminated transactions expense	1	96	15	186
Equity transaction and strategic alternatives	1,052	-	1,886	-
Adjusted EBITDA*re*	4,743	4,745	17,132	17,138
General and administrative expense, excluding stock compensation expense	1,069	1,352	3,544	4,161
Other expense, net	27	23	80	57
Unallocated hotel and property operations expense	86	81	153	229
Hotel EBITDA	$ 5,925	$ 6,201	$ 20,909	$ 21,585
Revenue	$ 14,666	$ 15,462	$ 46,746	$ 49,975
JV revenue	2,446	2,485	8,092	7,587
Condor and JV revenue	$ 17,112	$ 17,947	$ 54,838	$ 57,562
Hotel EBITDA as a percentage of revenue	34.6%	34.6%	38.1%	37.5%

Liquidity, Capital Resources, and Equity Transactions

Agreement and Plan of Merger

On July 19, 2019, the Company, the operating partnership, NHT Operating Partnership, LLC ("Parent"), NHT REIT Merger Sub, LLC ("Merger Sub") and NHT Operating Partnership II, LLC ("Merger OP," and together with Parent and Merger Sub, the "Parent Parties"), entered into an Agreement and Plan of Merger (as amended from time to time, the "Merger Agreement"). The Merger Agreement provides that, upon the terms and subject to the conditions set forth therein, Merger OP will merge with and into the operating partnership (the "Partnership Merger"), and, Merger Sub will merge with and into the Company (the "Company Merger" and, together with the Partnership Merger, the "Mergers"). Upon completion of the Partnership Merger, Merger OP will survive and the separate existence of the operating partnership will cease. Upon completion of the Company Merger, the Company will survive and the separate existence of Merger Sub will cease. The Mergers and the other transactions contemplated

by the Merger Agreement were unanimously approved by the Company's Board of Directors (the "Company Board").

Pursuant to the terms and conditions in the Merger Agreement, upon completion of the Company Merger, each share of the Company's common stock (other than treasury shares and shares held by the Parent Parties, which will be cancelled and retired and will cease to exist with no consideration being delivered in exchange therefor), par value $0.01 per share (the "Company common stock"), will be converted into the right to receive $11.10 per share in cash, and each share of 6.25% Series E Cumulative Convertible Preferred Stock ("Series E Preferred Stock") will be converted into the right to receive $10.00 in cash, each without interest and less any applicable withholding taxes. Upon completion of the Partnership Merger, each common unit of partnership interest in the operating partnership (excluding operating partnership common units held by the general partner of the operating partnership) will be converted into the right to receive $0.21346 in cash, without interest and less any applicable withholding taxes.

Pursuant to the terms and conditions of the Merger Agreement, each of the outstanding awards granted pursuant to the Company's equity incentive plans will automatically become fully vested and all restrictions thereon will lapse, and thereafter, all Company common stock represented thereby will be considered outstanding for all purposes under the Merger Agreement and will only have the right to receive an amount equal to $11.10 in cash, without interest and less any applicable withholding taxes.

Pursuant to the terms of the Merger Agreement, the Company has agreed to exercise its right to acquire the remaining 20% equity interest of the Atlanta JV that it does not own, pursuant to the terms of the Atlanta JV organizational documents, with the purchase to be financed from the Company's line of credit under its credit facility. The acquisition of the remaining 20% equity interest of the Atlanta JV is expected to occur prior to the closing of the Mergers.

The Merger Agreement contains customary representations, warranties and covenants, including, among others, covenants by the Company to in all material respects carry on its business in the ordinary course of business consistent with past practice, subject to certain exceptions, during the period between the execution of the Merger Agreement and the consummation of the Mergers. The obligations of the parties to consummate the Mergers are not subject to any financing condition or the receipt of any financing by Parent, Merger Sub or Merger OP.

The consummation of the Mergers is subject to certain customary closing conditions, including, among others, adoption and approval of the Merger Agreement and the transactions contemplated by the Merger Agreement, including, without limitation, the Company Merger (collectively, the "Merger Proposal") by the affirmative vote of (1) a majority of the votes entitled to be cast by the holders of the Company common stock, and (2) the holders of 75% of the outstanding Series E preferred stock, voting as separate classes (the "Company Shareholder Approval"). A shareholders' meeting was held on September 23, 2019 at which Company Shareholder Approval was obtained.

The Merger Agreement restricts the Company's ability to solicit other acquisition proposals (as defined in the Merger Agreement), or to provide information to or engage in discussions with third parties regarding other acquisition proposals. Subject to certain conditions, the Company Board of Directors was permitted to change its recommendation with respect to the Merger Proposal in response to a superior proposal (as defined in the Merger Agreement) and, upon payment of a $9,540 termination fee, to terminate the Merger Agreement and enter into an agreement with respect to a superior proposal; provided such superior proposal occured no later than August 18, 2019. However, no such proposal was received by that date.

Upon a termination of the Merger Agreement, under certain circumstances, the Company will be required to pay a termination fee to Parent of $9,540. In certain other circumstances, Parent will be required to pay the Company a termination fee of $11,925 upon termination of the Merger Agreement.

If the Company notifies Parent that it is prepared to close and all conditions to Parent's obligations to close are met, then Parent, at its option, may extend the closing time for a 30-day period (or such shorter period so as not to extend

beyond December 31, 2019), provided, that no Parent Party is then in breach of the Merger Agreement in any material respect. Parent may exercise an extension up to three times during the term of the Merger Agreement.

During the term of the Merger Agreement, the Company may not pay cash dividends to holders of the Company common stock or the Series E Preferred Stock, except the Company is permitted to declare and pay a dividend to shareholders during the month in which an extension option for the closing of the transactions contemplated by the Merger Agreement is exercised by Parent, subject to limitations as set forth in the Merger Agreement and the disclosure schedule delivered therewith that sets forth a limitation on the amount of any such dividends, and is based on available prior month adjusted funds from operations as calculated pursuant to the Merger Agreement. The holders of the Series E Preferred Stock have agreed to waive accrual of any unpaid dividends between signing and closing.

On September 13, 2019, the Company and the other parties to the Merger Agreement entered into Amendment No. 1 (the "Amendment") to the Merger Agreement.

In connection with the execution of the Debt Commitment Letter (defined below), Key (defined below) requested that customary provisions be added to the Merger Agreement regarding remedies of the Company against Key. Pursuant to Section 8.1 of the Merger Agreement, the Company, the operating partnership and the Parent Parties previously agreed that they would execute an amendment to add these customary provisions to the Merger Agreement in connection with the securing of committed financing. Other than as expressly modified by the Amendment, the Merger Agreement remains in full force and effect as originally executed.

On September 13, 2019, pursuant to Section 5.22 of the Merger Agreement, Parent delivered to the Company a commitment letter executed by KeyBank National Association ("Key"), together with all schedules and exhibits thereto (as modified, amended or supplemented from time to time, the "Debt Commitment Letter"), pursuant to which Key has committed to provide an approximately $181.26 million senior secured term loan facility, on the terms and subject to the conditions set forth in the Debt Commitment Letter, for the purpose of funding a portion of the merger consideration and the obligations of the Parent Parties set forth in the Merger Agreement. The Debt Commitment Letter is customary in form and substance, and does not include any condition that is a "diligence out." Accordingly, the amount set forth in the equity commitment letter delivered by Parent in connection with the Merger Agreement (the "Equity Commitment Letter") was automatically and irrevocably reduced from $308.2 million to $126.94 million. Key's obligation to provide the debt financing under the Debt Commitment Letter is subject to customary conditions, including the following:

- the concurrent closing of the Mergers in accordance in all material respects with the Merger Agreement;
- the negotiation, execution and delivery of definitive documentation with respect to the debt financing consistent with the terms of the Debt Commitment Letter and which contain other provisions customary for this type of financing transaction;
- the absence of a Company Material Adverse Effect (as defined in the Merger Agreement) since September 13, 2019;
- the funding of the equity commitment pursuant to, and on the conditions set forth in, the Equity Commitment Letter; and
- all actions or documents necessary to establish that Key will have a perfected first-priority lien and security interest (subject to liens permitted under the loan documents) in the collateral granted by Parent and under the credit facility, including, without limitation, repayment of any existing indebtedness secured by the collateral, shall have been taken or executed and delivered.

The commitment of Key under the Debt Commitment Letter expires on November 15, 2019, and may be extended to January 8, 2020, subject to Parent continuing to satisfy all conditions contained in the Debt Commitment Letter and payment of a fee equal to 0.15% of the commitment amount.

Liquidity Requirements

We expect to meet our short-term liquidity requirements through net cash provided by operations, existing cash balances and working capital, short-term borrowings under our credit facility, and the release of restricted cash upon the satisfaction of usage requirements. At September 30, 2019, the Company had $5.0 million of cash and cash equivalents, $6.9 million of restricted cash on hand, and $9.0 million of unused availability under its credit facility. Our short-term liquidity requirements consist primarily of operating expenses and other expenditures directly associated with our hotel properties, recurring maintenance and capital expenditures necessary to maintain our hotels in accordance with brand standards, interest expense and scheduled principal payments on outstanding indebtedness, restricted cash funding obligations, and the payment of dividends in accordance with the REIT requirements of the Code and as required in connection with Series E Preferred Stock. Prior to the consideration of any asset sales or our ability to refinance debt subsequent to September 30, 2019, contractual principal payments on our debt outstanding, which include only normal amortization and $86.8 million upon maturity of the credit facility on October 1, 2020, total $88.4 million through December 31, 2020. To the extent the transactions contemplated by the Merger Agreement are not consummated, prior to its current October 1, 2020 maturity, the Company anticipates refinancing the credit facility with its existing lenders or other lenders. We believe we will be able to refinance this debt on similar terms, however, we cannot guarantee we will be successful in our efforts to refinance or repay our maturing debt. We also presently expect to invest approximately $2.5 million to $3.5 million in capital expenditures related to hotel properties we currently own through December 31, 2020.

To maintain our REIT tax status, we generally must distribute at least 90% of our taxable income to our shareholders annually. In addition, we are subject to a 4% non-deductible excise tax if the actual amount distributed to shareholders in a calendar year is less than a minimum amount specified under the federal income tax laws. We have a general dividend policy of paying out approximately 100% of annual REIT taxable income. The actual amount of any future dividends will be determined by the Board of Directors based on our actual results of operations, economic conditions, capital expenditure requirements, and other factors that the Board of Directors deems relevant.

Without consideration of the Merger Agreement discussed above, our longer-term liquidity requirements consist primarily of the cost of acquiring additional hotel properties, renovations and other one-time capital expenditures that periodically are made related to our hotel properties, and scheduled debt payments, including maturing loans. Possible sources of liquidity to fund debt maturities and acquisitions and to meet other obligations include additional secured or unsecured debt financings, proceeds from public or private issuances of debt or equity securities, and additional borrowings under our existing credit facility.

Sources and Uses of Cash

Cash provided by Operating Activities. Our cash provided by operations was $9.6 million and $9.2 million for the nine months ended September 30, 2019 and 2018, respectively. The increase in operating cash flows was the result of changes in working capital items which increased cash flows between the periods by $2.8 million which was primarily due to increased real estate taxes due to differences in the timing of payments, partially offset by a decrease in net income, after adjustment for non-cash items, of $2.4 million.

Cash provided by (used in) Investing Activities. Our cash flows related to investing activities were $4.6 million and ($16.3 million) for the nine months ended September 30, 2019 and 2018, respectively. The increase in these cash flows in 2019 was driven by decreased cash spent on hotel acquisitions of $35.6 million, partially offset by a decrease in net proceeds from the sale of hotels of $15.5 million between the periods.

Cash provided by (used in) Financing Activities. Our cash flows provided by (used in) financing activities were ($11.4 million) and $7.7 million for the nine months ended September 30, 2019 and 2018, respectively. This decrease was primarily the result of decreased net cash inflows from debt activities of $19.1 million, resulting primarily from the lack of property acquisitions during the first nine months of 2019.

Outstanding Indebtedness

Significant Debt Transactions

Subsequent to December 31, 2018, net proceeds from the Company's hotel sale were used to pay down a total of $4.2 million on the credit facility and an additional $1.5 million was drawn under the facility for corporate purposes. Available borrowing capacity under the credit facility is based on a borrowing base formula for the pool of hotel properties securing the facility. As of September 30, 2019, the collateral pool consisted of nine hotel properties and total available borrowing capacity under the credit facility was $9.0 million. At September 30, 2019, $86.8 million was outstanding under the credit facility.

On March 8, 2019, the credit facility was amended to extend its maturity from March 1, 2020 to April 1, 2020. On May 3, 2019, the maturity of the credit facility was further extended to October 1, 2020. Two extension options, extending the maturity of the credit facility to March 1, 2021 and March 1, 2022, remain available subject to certain conditions including the completion of specific capital achievements.

Aloft Atlanta JV Refinancing

On August 9, 2019, the operating partnership and the owner and lessee of the Aloft Atlanta hotel in the Atlanta JV (Spring Street Hotel Property LLC and Spring Street Hotel OpCo LLC, respectively), as Borrowers, closed on a $34,080 term loan pursuant to a term loan agreement with KeyBank National Association and the other lenders party thereto, as Lenders, and KeyBank National Association, as Agent for the Lenders (the "New Term Loan").

The proceeds of the New Term Loan were used to repay $33,750 of indebtedness outstanding under a term loan agreement dated August 22, 2016 between the owner and lessee of the Aloft Atlanta hotel in the Atlanta JV (Spring Street Hotel Property LLC and Spring Street Hotel OpCo LLC, respectively), as Borrowers, and LoanCore Capital Credit REIT LLC, as Lender, which indebtedness was secured by the Aloft Atlanta hotel. In connection with the repayment of this term loan on August 9, 2019, the term loan agreement and related loan documents were terminated.

The New Term Loan matures upon the earlier to occur of (a) consummation of the merger under the Merger Agreement and (b) February 9, 2020. The New Term Loan bears interest, at the Borrower's option, at either LIBOR plus 2.25% or a base rate plus 1.25%. The New Term Loan requires monthly interest payments and principal is due on the maturity date. The Borrowers may, at any time, voluntarily prepay the New Term Loan in whole or in part without premium or penalty (other than customary LIBOR breakage costs).

The New Term Loan is secured by a first priority lien and security interest on the Aloft Atlanta hotel and the tangible and intangible personal property used in connection with such hotel, including inventory, equipment, fixtures, accounts and general intangibles. The New Term Loan is guaranteed by the Company and certain of its subsidiaries.

Outstanding Debt

At September 30, 2019, we had long-term debt of $135.7 million, all of which was associated with assets held for use, with a weighted average term to maturity of 1.8 years and a weighted average interest rate of 4.52%. Of this total, at September 30, 2019, $23.1 million was fixed rate debt with a weighted average term to maturity of 1.3 years and a weighted average interest rate of 4.41% and $112.6 million was variable rate debt with a weighted average term to maturity of 2.4 years and a weighted average interest rate of 4.54%. At December 31, 2018, we had long-term debt of $138.0 million associated with assets held for use with a weighted average term to maturity of 2.1 years and a weighted average interest rate of 5.15%. Of this total, at December 31, 2018, $23.6 million was fixed rate debt with a weighted average term to maturity of 1.9 years and a weighted average interest rate of 4.41% and $114.4 million was variable rate debt with a weighted average term to maturity of 2.9 years and a weighted average interest rate of 5.30%.

Debt is classified as held for sale if the properties collateralizing it are held for sale. Debt associated with assets held for sale is classified in the table below based on its contractual maturity although the balances are expected to be repaid within one year upon the sale of the related hotel properties. Aggregate annual principal payments on debt for the remainder of 2019 and thereafter are as follows (in thousands):

	Total
Remainder of 2019	$ 299
2020	88,076
2021	14,344
2022	24,886
2023	214
Thereafter	7,840
Total	$ 135,659

Financial Covenants

We are required to satisfy various financial covenants within our debt agreements, including the following financial covenants within our credit facility:

- Leverage Ratio: The ratio of consolidated total indebtedness to consolidated total asset value cannot exceed 60%. Commencing on April 1, 2020, the foregoing leverage ratio will no longer be applicable, and in lieu thereof, the ratio of consolidated total indebtedness to adjusted consolidated EBITDA for the most recently ended four fiscal quarters cannot exceed 6.25 to 1.
- Secured Leverage Ratio: The ratio of consolidated secured indebtedness (excluding the credit facility) to consolidated total asset value cannot exceed 40%.
- Fixed Charge Coverage Ratio: The ratio of adjusted consolidated EBITDA for the most recently ended four fiscal quarters to consolidated fixed charges for the most recently ended four fiscal quarters cannot be less than 1.50 to 1.
- Tangible Net Worth: Consolidated tangible net worth cannot be less than $55 million plus 80% of net offering proceeds.
- Unhedged Variable Rate Debt: Consolidated unhedged variable rate debt cannot exceed 25% of consolidated total asset value.
- Distributions: The Company is permitted to make distributions during any period of four fiscal quarters in an aggregate amount of up to 95% of funds available for distribution.

Certain of the terms used in the foregoing descriptions of the financial covenants within our credit facility have the meanings given to them in the credit facility, and certain of the financial covenants are subject to pro forma adjustments for acquisitions and sales of hotel properties and for specific capital events.

If we fail to pay our indebtedness when due, fail to comply with covenants or otherwise default on our loans, unless waived, we could incur higher interest rates during the period of such loan defaults, be required to immediately pay our indebtedness, and ultimately lose our hotels through lender foreclosure if we are unable to obtain alternative sources of financing with acceptable terms. Our credit facility contains cross-default provisions which would allow the lenders under our credit facility to declare a default and accelerate our indebtedness to them if we default on our other loans and such default would permit that lender to accelerate our indebtedness under any such loan.

As of September 30, 2019, we are not in default of any of our loans.

Contractual Obligations

Below is a summary of our contractual obligations as of September 30, 2019 and the effect such obligations are expected to have on our future liquidity and cash flows (in thousands):

		Payments due by period			
Contractual obligations	**Total**	**Remainder of 2019**	**2020-2021**	**2022-2023**	**2024 and After**
Long-term debt including interest [1]	$ 148,717	$ 4,802	$ 108,982	$ 26,854	8,079
Office leases	149	20	129	-	-
Equipment leases	101	4	43	24	30
Total contractual obligations	$ 148,967	$ 4,826	$ 109,154	$ 26,878	$ 8,109

(1) Interest rate payments on our variable rate debt have been estimated using interest rates in effect at September 30, 2019.

We have various standing or renewable contracts with vendors. These contracts are all cancelable with immaterial or no cancellation penalties. Contract terms are generally one year or less. We also have management agreements in place for the management and operation of our hotel properties.

Off Balance Sheet Financing Transactions

We have not entered into any off balance sheet financing transactions.

Critical Accounting Policies

Our consolidated financial statements have been prepared in conformity with U.S. GAAP, which requires management to make estimates and assumptions that effect the reported amount of assets and liabilities at the date of our financial statements and the reported amounts of revenues and expenses during the reporting period. While we do not believe the reported amounts would be materially different, application of these policies involves the exercise of judgment and the use of assumptions as to future uncertainties and, as a result, actual results could differ from these estimates. We evaluate our estimates and judgments on an ongoing basis. We base our estimates on experience and on various other assumptions that are believed to be reasonable under the circumstances.

Critical accounting policies are those that are both important to the presentation of our financial condition and results of operations and require management's most difficult, complex, or subjective judgments. All of our significant accounting policies, including certain critical accounting policies, are disclosed in our Annual Report on Form 10-K for the year ended December 31, 2018.

Recent Accounting Standards

See Note 1, *Organization and Summary of Significant Accounting Policies*, to our consolidated interim financial statements for additional information relating to recently adopted and recently issued accounting pronouncements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk includes risks that arise from changes in interest rates, foreign currency exchange rates, commodity prices, equity prices, and other market changes that effect market-sensitive instruments. At September 30, 2019, our market risk arises primarily from interest rate risk relating to variable rate borrowings and the market risk related to our convertible debt and the embedded redemption right in the Series E Preferred Stock that fair value will fluctuate following changes in the Company's common stock price or changes in interest rates.

Interest Rate Sensitivity

We seek to limit the impact of interest rate changes on earnings and cash flows and to lower our overall borrowing costs by closely monitoring our variable rate debt and converting such debt to fixed rates when we deem such

conversion advantageous. From time to time, we may enter into interest rate swap agreements or other interest rate hedging agreements. At September 30, 2019, we have an interest rate swap in place which effectively locks the variable interest rate on our Wells Fargo debt (September 30, 2019 balance of $25.7 million) at 4.44% and an interest rate cap in place which caps the 30-day LIBOR interest rate on $30.0 million of our credit facility (September 30, 2019 balance of $86.8 million) at 3.35%. We do not intend to enter into derivative or interest rate transactions for speculative purposes.

The table below provides information about financial instruments that are sensitive to changes in interest rates. The table presents scheduled maturities, including the amortization of principal and related weighted-average interest rates for the debt maturing in each specified period (dollars in thousands). For the purposes of this presentation, the Wells Fargo debt is considered fixed rate debt as the variable interest rate is effectively locked with the previously discussed interest rate swap.

	2019	2020	2021	2022	2023	Thereafter	Total
Fixed rate debt	$ 299	$ 1,231	$ 14,344	$ 24,886	$ 214	$ 7,840	$ 48,814
Average fixed interest rate	4.40 %	4.40 %	4.34 %	4.44 %	4.54 %	4.54 %	4.43 %
Variable rate debt	$ -	$ 86,845	$ -	$ -	$ -	$ -	$ 86,845
Average variable interest rate	-%	4.55 %	-%	-%	-%	-%	4.55 %
Total debt	$ 299	$ 88,076	$ 14,344	$ 24,886	$ 214	$ 7,840	$ 135,659
Total average interest rate	4.40 %	4.55 %	4.34 %	4.44 %	4.54 %	4.54 %	4.51 %

At September 30, 2019, approximately 36.0% of our outstanding debt, excluding debt related to hotel properties held for sale, is subject to fixed interest rates or effectively locked with an interest rate swap, while 64.0% of our debt is subject to floating rates. Assuming no increase in the level of our variable debt outstanding at September 30, 2019 and after giving effect to our interest rate swap, if interest rates increased by 1.0% our cash flow related to hotel properties held for use would decrease by approximately $0.9 million per year.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

An evaluation was performed under the supervision of management, with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as defined in Rule 13a-15 of the rules promulgated under the Securities and Exchange Act of 1934, as amended. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that, as of September 30, 2019, the Company's disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by the Company in the reports the Company files or submits under the Securities Exchange Act of 1934 was (a) accumulated and communicated to management, including the Company's Chief Executive Officer and Chief Financial Officer, to allow for timely decisions regarding required disclosures and (b) recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

Changes in Internal Control Over Financial Reporting

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

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Various claims and legal proceedings arise in the ordinary course of business and may be pending against the Company and its properties. We are not currently involved in any material litigation, nor, to our knowledge, is any material litigation threatened against us. The Company has insurance to cover potential material losses and we

believe it is not reasonably possible that such matters will have a material impact on our financial condition or results of operations.

On August 20, 2019, a putative class action complaint was filed against the Company and each of the Company directors, the operating partnership, Parent, Merger Sub, Merger OP and NHT in the United States District Court for the District of Delaware under the caption *Graham v. Condor Hospitality Trust, Inc., et al.*, Civil Action No. 1:19-cv-01552. A second putative class action complaint was filed on August 23, 2019 against the Company and each of the Company directors, the Operating Partnership, Parent, Merger Sub and Merger OP in the United States District Court for the District of Delaware under the caption *Sabatini v. Condor Hospitality Trust, Inc., et al.*, Civil Action No. 1:19-cv-01564. On August 26, 2019, a third putative class action was filed against the Company and each of the Company's directors in the United States District Court for the Southern District of New York under the caption *Raul v. Condor Hospitality Trust, Inc., et al.*, Civil Action No. 1:19-cv-07968. These complaints (collectively, the "Merger Litigation") assert claims, purportedly brought on behalf of a class of shareholders, under Sections 14(a) and 20(a) of the Securities Exchange Act of 1934 and SEC Rule 14a-9, and allege that the preliminary proxy statement filed by the Company with the SEC on Schedule 14A with respect to the special shareholders meeting for approval and adoption of the Merger Agreement contained materially incomplete and misleading disclosures relating to, in pertinent part, financial analyses performed by the Company's financial advisor, financial projections, the sale process leading to the proposed transactions and potential financial advisor conflicts. Each of the complaints seek, among other things, injunctive relief enjoining defendants from taking steps to consummate the proposed transactions and damages, along with fees and costs. The defendants believe that the claims asserted in these suits are without merit and intend to defend against them vigorously.

The Company filed a Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission (the "SEC") on August 28, 2019 (the "Definitive Proxy Statement") and mailed to Company shareholders in connection with the solicitation of proxies for use at the special meeting of shareholders of the Company held on September 23, 2019. While the Company believes that no supplemental disclosure was required to be made to Definitive Proxy Statement under applicable law and that the claims asserted in the Merger Litigation are without merit, in order to avoid the risk of the Merger Litigation delaying or adversely affecting the Company merger and to minimize the costs, risks and uncertainties inherent in litigation, and without admitting any liability or wrongdoing, the Company determined to voluntarily supplement the Definitive Proxy Statement on September 16, 2019. The named plaintiffs in the Merger Litigation ("Plaintiffs") have agreed to request voluntary discontinuance of the Merger Litigation with prejudice as to Plaintiffs only, and without prejudice as to the putative class, within three business days of the closing of the transactions contemplated by the Merger Agreement

ITEM 1A. RISK FACTORS

The Company's Annual Report on Form 10-K for the year ended December 31, 2018 and Quarterly Report on Form 10-Q for the period ended June 30, 2019 include detailed discussions of the Company's risk factors under the respective headings "Risk Factors."

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

During the third quarter of 2019, Gary Friedenbach, the holder of 91,729 common units of the Company's operating partnership requested redemption of the common units, and on September 11, 2019 pursuant to the terms of the limited partnership agreement, the Company redeemed the common units with the issuance of 1,765 shares of common stock. The issuance of shares pursuant to the redemption was conducted in reliance upon an exemption available from registration under the Securities Act of 1933, as amended, in reliance on Section 4(a)(2) thereof.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

2.1	Agreement and Plan of Merger, dated as of July 19, 2019, by and among NHT Operating Partnership, LLC, NHT REIT Merger Sub, LLC, NHT Operating Partnership II, LLC, the Company and Condor Hospitality Limited Partnership (incorporated by reference to Exhibit 2.1 filed with the Company's Form 8-K dated July 18, 2019 (001-34087)).
2.2	Amendment No. 1 to Agreement and Plan of Merger, dated as of September 13, 2019, by and among NHT Operating Partnership, LLC, NHT REIT Merger Sub, LLC, NHT Operating Partnership II, LLC, the Company and Condor Hospitality Limited Partnership (incorporated by reference to Exhibit 2.2 filed with the Company's Form 8-K dated September 13, 2019 (001-34087)).
10.1	Fifth Amendment to Credit Agreement dated as of August 9, 2019 among Condor Hospitality Limited Partnership, as Borrower, the Company and the subsidiary guarantors party thereto, as Guarantors, KeyBank National Association and the other lenders party thereto, as Lenders, and KeyBank National Association, as Administrative Agent (incorporated by reference to Exhibit 10.2 filed with the Company's Form 10-Q for the quarter ended June 30, 2019 (001-34087)).
10.2	Term Loan Agreement dated as of August 9, 2019 among Condor Hospitality Limited Partnership, Spring Street Hotel Property LLC and Spring Street Hotel OpCo LLC, as Borrowers, KeyBank National Association and the other lenders party thereto, as Lenders, and KeyBank National Association, as Administrative Agent (incorporated by reference to Exhibit 10.3 filed with the Company's Form 10-Q for the quarter ended June 30, 2019 (001-34087)).
10.4	Unconditional Guaranty of Payment and Performance dated as of August 9, 2019 by the Company and Condor Hospitality REIT Trust to KeyBank National Association (incorporated by reference to Exhibit 10.4 filed with the Company's Form 10-Q for the quarter ended June 30, 2019 (001-34087)).
31.1*	Section 302 Certificate of Chief Executive Office
31.2*	Section 302 Certificate of Chief Financial Officer
32.1*	Section 906 Certifications of Chief Executive Officer and Chief Financial Officer
101.1*	The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2019, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Operations, (iii) the Consolidated Statements of Cash Flows and (iv) Notes to Consolidated Financial Statements.

***** Filed herewith

SIGNATURES

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

Condor Hospitality Trust, Inc.

November 14, 2019

/s/ J. William Blackham
J. William Blackham
Chief Executive Officer

/s/ Arinn Cavey
Arinn Cavey
Chief Financial Officer and Chief Accounting Officer

(Back To Top)

Section 2: EX-31.1 (EX-31.1)

Exhibit 31.1

CERTIFICATIONS

I, J. William Blackham, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the period ended September 30, 2019 of Condor Hospitality Trust, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report, based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

November 14, 2019 /s/ J. William Blackham

J. William Blackham
Chief Executive Officer

(Back To Top)

Section 3: EX-31.2 (EX-31.2)

Exhibit 31.2

CERTIFICATIONS

I, Arinn Cavey, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the period ended September 30, 2019 of Condor Hospitality Trust, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report, based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

November 14, 2019 /s/ Arinn Cavey

Arinn Cavey
Chief Financial Officer and Chief Accounting Officer

(Back To Top)

Section 4: EX-32.1 (EX-32.1)

Exhibit 32.1

Certification Pursuant to
18 U.S.C. Section 1350,
as Adopted Pursuant to
Section 906 of The Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report of Condor Hospitality Trust, Inc. on Form 10-Q for the period ended September 30, 2019 as filed with the Securities and Exchange Commission (the "Report"), I, J. William Blackham, Chief Executive Officer of Condor Hospitality Trust Inc., certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of

2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Condor Hospitality Trust, Inc. at the dates and for the periods indicated.

November 14, 2019	/s/ J. William Blackham
	J. William Blackham Chief Executive Officer

Certification Pursuant to
18 U.S.C. Section 1350,
as Adopted Pursuant to
Section 906 of The Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report of Condor Hospitality Trust, Inc., on Form 10-Q for the period ended September 30, 2019 as filed with the Securities and Exchange Commission (the “Report”), I, Arinn Cavey, Chief Financial Officer and Chief Accounting Officer of Condor Hospitality Trust, Inc., certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Condor Hospitality Trust, Inc. at the dates and for the periods indicated.

November 14, 2019	/s/ Arinn Cavey
	Arinn Cavey Chief Financial Officer and Chief Accounting Officer

(Back To Top)