

GreenHaven Continuous Commodity Index Master Fund

Form 424B3

January 25, 2011

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GREENHAVEN CONTINUOUS COMMODITY INDEX FUND
20,000,000 Common Units of Beneficial Interest

GREENHAVEN CONTINUOUS COMMODITY INDEX FUND (the Fund), is organized as a Delaware statutory trust, that issues units that may be purchased or sold on the New York Stock Exchange ARCA (NYSE-ARCA). Shares may be purchased from the Fund only in one or more blocks of 50,000 Shares (each, called a Basket). The Fund will accept subscriptions for Shares in Baskets from certain authorized participants (Authorized Participants), during a continuous offering period. During the continuous offering period, the Fund will issue Shares in Baskets to Authorized Participants continuously as of noon, New York time, on the business day immediately following the date on which a valid order to create a Basket is accepted by the Fund, at the net asset value of 50,000 Shares as of the closing time of NYSE-ARCA, or the last to close of the exchanges on which the Fund's assets are traded, whichever is later, on the date that a valid order to create a Basket is accepted by the Fund. The Fund commenced trading on the American Stock Exchange on January 24, 2008 and its listing was transferred to the NYSE-ARCA platform on November 25, 2008 in relation to the NYSE-ARCA purchase of the American Stock Exchange.

The Fund invests the proceeds of its offering of Shares in GreenHaven Continuous Commodity Index Master Fund (the Master Fund). The Master Fund is organized as a Delaware statutory trust. The Master Fund actively invests in exchange-traded futures on the commodities comprising the Continuous Commodity Total Return Index (CCI-TR) (Index), with a view to tracking the performance of the Index over time. The sponsor of the Fund is GreenHaven Commodity Services LLC (the Managing Owner) which has an exclusive license with respect to the creation of U.S. exchange traded funds with Thomson Reuters America, LLC which developed, owns and operates the Index.

Continuous Commodity Total Return Index is a trademark of Thomson Reuters America, LLC.

The Fund is not a mutual fund registered under the Investment Company Act of 1940, as amended, and is not subject to regulation under such Act.

Some of the risks of investing in the Fund include:

Investing in futures contracts is highly speculative which could result in large fluctuations in the price of the Fund's Shares.

The Fund and the Managing Owner may have conflicts of interest, which may permit them to favor their own interests to your detriment.

You could lose all or substantially all of your investment.

Investing in the Fund involves other significant risks. The Shares are speculative securities and their purchase involves a high degree of risk. YOU SHOULD CONSIDER ALL RISK FACTORS BEFORE INVESTING IN THE FUND. PLEASE REFER TO THE RISK FACTORS BEGINNING ON PAGE 1 OF THIS PROSPECTUS.

Price Per Unit ⁽¹⁾	Price Per Basket ⁽¹⁾	Proceeds to the Fund Before Expenses ⁽¹⁾
33.40	1,670,000	668,000,000

(1) Based on the price on January 24, 2011. Price may vary based on Net Asset Value in effect on a particular day. Before offering expenses of approximately \$200,000.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THESE SECURITIES, OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THE COMMODITY FUTURES TRADING COMMISSION HAS NOT PASSED UPON THE MERITS OF PARTICIPATING IN THIS POOL NOR HAS THE COMMISSION PASSED ON THE ADEQUACY OR ACCURACY OF THIS DISCLOSURE DOCUMENT.

This prospectus is in two parts: a disclosure document and a statement of additional information. These parts are bound together, and both contain important information.

The date of this Prospectus is January 25, 2011

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**COMMODITY FUTURES TRADING COMMISSION
RISK DISCLOSURE STATEMENT**

YOU SHOULD CAREFULLY CONSIDER WHETHER YOUR FINANCIAL CONDITION PERMITS YOU TO PARTICIPATE IN A COMMODITY POOL. IN SO DOING, YOU SHOULD BE AWARE THAT COMMODITY INTEREST TRADING CAN QUICKLY LEAD TO LARGE LOSSES AS WELL AS GAINS. SUCH TRADING LOSSES CAN SHARPLY REDUCE THE NET ASSET VALUE OF THE POOL AND CONSEQUENTLY THE VALUE OF YOUR INTEREST IN THE POOL. IN ADDITION, RESTRICTIONS ON REDEMPTIONS MAY AFFECT YOUR ABILITY TO WITHDRAW YOUR PARTICIPATION IN THE POOL.

FURTHER, COMMODITY POOLS MAY BE SUBJECT TO SUBSTANTIAL CHARGES FOR MANAGEMENT, AND ADVISORY AND BROKERAGE FEES. IT MAY BE NECESSARY FOR THOSE POOLS THAT ARE SUBJECT TO THESE CHARGES TO MAKE SUBSTANTIAL TRADING PROFITS TO AVOID DEPLETION OR EXHAUSTION OF THEIR ASSETS. THIS DISCLOSURE DOCUMENT CONTAINS A COMPLETE DESCRIPTION OF EACH EXPENSE TO BE CHARGED TO THIS POOL AT PAGE 10 AND A STATEMENT OF THE PERCENTAGE RETURN NECESSARY TO BREAK EVEN, THAT IS, TO RECOVER THE AMOUNT OF YOUR INITIAL INVESTMENT, AT PAGE 10.

THIS BRIEF STATEMENT CANNOT DISCLOSE ALL THE RISKS AND OTHER FACTORS NECESSARY TO EVALUATE YOUR PARTICIPATION IN THIS COMMODITY POOL. THEREFORE, BEFORE YOU DECIDE TO PARTICIPATE IN THIS COMMODITY POOL, YOU SHOULD CAREFULLY STUDY THIS DISCLOSURE DOCUMENT, INCLUDING A DESCRIPTION OF THE PRINCIPAL RISK FACTORS OF THIS INVESTMENT, AT PAGES 1 THROUGH 9.

THIS PROSPECTUS DOES NOT INCLUDE ALL OF THE INFORMATION OR EXHIBITS IN THE REGISTRATION STATEMENT OF THE FUND AND THE MASTER FUND. YOU CAN READ AND COPY THE ENTIRE REGISTRATION STATEMENT AT THE PUBLIC REFERENCE FACILITIES MAINTAINED BY THE SEC IN WASHINGTON, D.C.

THE FUND AND THE MASTER FUND FILE QUARTERLY AND ANNUAL REPORTS WITH THE SEC. YOU CAN READ AND COPY THESE REPORTS AT THE SEC PUBLIC REFERENCE FACILITIES IN WASHINGTON, D.C. PLEASE CALL THE SEC AT 1-800-SEC-0330 FOR FURTHER INFORMATION. THE FILINGS OF THE FUND AND THE MASTER FUND ARE POSTED AT THE SEC WEBSITE AT <http://www.sec.gov>.

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REGULATORY NOTICES

NO DEALER, SALESMAN OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION NOT CONTAINED IN THIS PROSPECTUS, AND, IF GIVEN OR MADE, SUCH OTHER INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE FUND, THE MASTER FUND, THE MANAGING OWNER, THE AUTHORIZED PARTICIPANTS OR ANY OTHER PERSON.

THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY THE SECURITIES OFFERED HEREBY TO ANY PERSON OR BY ANYONE IN ANY JURISDICTION IN WHICH SUCH OFFER OR SOLICITATION MAY NOT LAWFULLY BE MADE.

THE BOOKS AND RECORDS OF THE FUND AND THE MASTER FUND ARE MAINTAINED AS FOLLOWS: ALL MARKETING MATERIALS AND BASKET CREATION AND REDEMPTION BOOKS AND RECORDS WILL BE MAINTAINED AT THE OFFICES OF GREENHAVEN COMMODITY SERVICES; TELEPHONE NUMBER (404) 239-7938; ACCOUNTING AND CERTAIN OTHER FINANCIAL BOOKS AND RECORDS (INCLUDING FUND ACCOUNTING RECORDS, LEDGERS WITH RESPECT TO ASSETS, LIABILITIES, CAPITAL, INCOME AND EXPENSES, THE REGISTRAR, TRANSFER JOURNALS AND RELATED DETAILS) AND TRADING AND RELATED DOCUMENTS RECEIVED FROM FUTURES COMMISSION MERCHANTS WILL BE MAINTAINED BY GREENHAVEN COMMODITY SERVICES, TELEPHONE NUMBER (404) 239-7938. ALL OTHER BOOKS AND RECORDS OF THE FUND AND THE MASTER FUND (INCLUDING MINUTE BOOKS AND OTHER GENERAL CORPORATE RECORDS, TRADING RECORDS AND RELATED REPORTS AND OTHER ITEMS RECEIVED FROM THE MASTER FUND'S COMMODITY BROKERS) ARE MAINTAINED AT THE FUND'S PRINCIPAL OFFICE, C/O GREENHAVEN COMMODITY SERVICES LLC, 3340 PEACHTREE ROAD, SUITE 1900, ATLANTA, GEORGIA 30326; TELEPHONE NUMBER (404) 239-7938. SHAREHOLDERS HAVE THE RIGHT, DURING NORMAL BUSINESS HOURS, TO HAVE ACCESS TO AND COPY (UPON PAYMENT OF REASONABLE REPRODUCTION COSTS) SUCH BOOKS AND RECORDS IN PERSON OR BY THEIR AUTHORIZED ATTORNEY OR AGENT. THERE WILL SIMILARLY BE DISTRIBUTED TO SHAREHOLDERS, NOT MORE THAN 90 DAYS AFTER THE CLOSE OF EACH OF THE FUND'S FISCAL YEARS, CERTIFIED AUDITED FINANCIAL STATEMENTS AND (IN NO EVENT LATER THAN MARCH 15 OF THE IMMEDIATELY FOLLOWING YEAR) THE TAX INFORMATION RELATING TO SHARES OF THE FUND NECESSARY FOR THE PREPARATION OF SHAREHOLDERS ANNUAL FEDERAL INCOME TAX RETURNS.

THE DIVISION OF INVESTMENT MANAGEMENT OF THE SECURITIES AND EXCHANGE COMMISSION REQUIRES THAT THE FOLLOWING STATEMENT BE PROMINENTLY SET FORTH HEREIN: NEITHER GREENHAVEN CONTINUOUS COMMODITY INDEX FUND NOR GREENHAVEN CONTINUOUS COMMODITY INDEX MASTER FUND IS A MUTUAL FUND OR ANY OTHER TYPE OF INVESTMENT COMPANY WITHIN THE MEANING OF THE INVESTMENT COMPANY ACT OF 1940, AS AMENDED, AND IS NOT SUBJECT TO REGULATION THEREUNDER.

AUTHORIZED PARTICIPANTS MAY BE REQUIRED TO DELIVER A PROSPECTUS WHEN TRANSACTING IN SHARES. SEE PLAN OF DISTRIBUTION.

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SUMMARY

This summary of all material information provided in this Prospectus is intended for quick reference only. The remainder of this Prospectus contains more detailed information; you should read the entire Prospectus, including all exhibits to the Prospectus, before deciding to invest in any Shares. This Prospectus is intended to be used beginning January 25, 2011.

The Fund; The Master Fund

The GreenHaven Continuous Commodity Index Fund (the Fund) was formed as a Delaware statutory trust on October 27, 2006. The Fund issues common units of beneficial interest, or Shares, which represent units of fractional undivided beneficial interest in and ownership of the Fund. The term of the Fund is perpetual (unless terminated earlier in certain circumstances).

The GreenHaven Continuous Commodity Index Master Fund (the Master Fund), was formed as a Delaware statutory trust on October 27, 2006. The Master Fund issues common units of beneficial interest, or Master Fund Units, which represent units of fractional undivided beneficial interest in and ownership of the Master Fund. The term of the Master Fund is perpetual (unless terminated earlier in certain circumstances).

The principal offices of the Fund and the Master Fund are located at c/o GreenHaven Commodity Services LLC (the Managing Owner), 3340 Peachtree Road, Suite 1910, Atlanta, Georgia 30326, and its telephone number is (404) 239-7938.

The Fund invests substantially all of its assets in the Master Fund in a master-feeder structure. The Fund holds no investment assets other than Master Fund Units. The Master Fund is wholly-owned by the Fund and the Managing Owner. Each Share issued by the Fund correlates with a Master Fund Unit issued by the Master Fund and held by the Fund.

Under the Trust Declaration of the Fund and the Master Fund, CSC Trust Company of Delaware, the Trustee of the Fund and the Master Fund (the Trustee) has delegated to the Managing Owner certain of the power and authority to manage the business and affairs of the Fund and the Master Fund and has duties and liabilities to the Fund and the Master Fund. The duties of the Trustee are limited to (i) accepting legal process served on the Trust in the State of Delaware, (ii) the execution of any certificates required to be filed with the Secretary of State of the State of Delaware which the Trustee is required to executed under Delaware law, and (iii) any other duties specifically allocated to the Trustee in the Trust Agreement.

NYSE-ARCA Listing

The Shares of the Fund are listed on the NYSE-ARCA under the symbol GCC. Secondary market purchases and sales of Shares are subject to ordinary brokerage commissions and charges.

Prior to the offering contained in this Prospectus, the Fund has issued under (i) a previous registration statement (available on the SEC's website at <http://www.sec.gov>), dated January 18, 2008, up to 4 million Shares, and (ii) under a previous registration statement (available on the SEC's website at <http://www.sec.gov>), dated May 14, 2009, up to an additional 21,000,000 Shares.

This offering is for an additional 20,000,000 Shares.

The Fund's CUSIP number is: 395258 106.

Purchases and Sales in the Secondary

The Shares of the Fund trade on the NYSE-ARCA. The Shares are

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Market, on the NYSE-ARCA

intended to provide investment results that generally correspond to the performance of the Index.

Baskets of Shares may be created or redeemed only by Authorized Participants. Baskets are created when there is sufficient demand for Shares that the market price per Share is at a premium to the net asset value per Share. Authorized Participants will then sell such Shares, which will be listed on the NYSE-ARCA, to the public at prices that are expected to reflect, among other factors, the trading price of the Shares on the NYSE-ARCA and the supply of and demand for Shares at the time of sale and are expected to fall between net asset value and the trading price of the Shares on the NYSE-ARCA at the time of sale. Similarly, it is expected that Baskets will be redeemed when the market price per Share is at a discount to the net asset value per Share. Retail investors seeking to purchase or sell Shares on any day are expected to effect such transactions in the secondary market, on the NYSE-ARCA, at the market price per Share, rather than in connection with the creation or redemption of Baskets.

The market price of the Shares may not be identical to the net asset value per Share, but these valuations are expected to be very close. Investors are able to use the indicative intra-day value of the Fund to determine if they want to purchase on the secondary market via the NYSE-ARCA.

The indicative intra-day value of the Fund is provided by NYSE-ARCA every fifteen (15) seconds throughout each trading day and disseminated on the Managing Owner's website, www.greenhavenfunds.com and on the NYSE-ARCA's website www.nysearca.com. The Managing Owner publishes the net asset value of the Fund and the net asset value per Share daily on its website.

Purchases or sales of Shares may be subject to customary brokerage commissions. Investors are encouraged to review the terms of their brokerage accounts for details on applicable charges.

The Index

Thomson Reuters America LLC is the owner, publisher, and custodian of the Continuous Commodity Total Return Index (CCI-TR or Index) which represents a total return version of the underlying commodities of the ninth revision (as of 1995-2005) of the original Commodity Research Bureau (CRB) Index. The CCI-TR is not the CRB Index. The base year of the Continuous Commodity Index (CCI) is 1967 with a starting value of 100. The base year for the CCI-TR is 1982, with a starting value of 100. The Index was originally calculated to produce a ratio of the current price to the base year average price, which is 1967.

The Continuous Commodity Index is not the Reuters/Jeffries CRB Index (the "CRB Index"). The Continuous Commodity Index continued to be calculated using the ninth revision formula; the ninth revision is not the most recent revision of the CRB Index. In 2005, the CRB Index was revised for a tenth time, and is currently known as the Thomson Reuters/Jefferies CRB Index. The Funds are based on a total return version of the underlying commodities of the Continuous Commodity Index. The Continuous Commodity Index, both as it existed in 1995-2005 and in its current form as a basis for Fund performance, is materially different from the current CRB Index.

The sponsor of the Index is the Managing Owner, which has an exclusive license to develop and create U.S. exchange traded funds with Thomson Reuters America LLC which developed, owns and operates the CCI-TR. The Continuous Commodity Index is a trademark of Thomson Reuters America LLC.

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The CCI-TR takes into account the economics of rolling listed commodity futures forward to avoid delivery and maintain exposure in liquid contracts.

The Index is notionally composed of commodity futures contracts on physical commodities. Unlike equities, which typically entitle the holder to a continuing stake in a corporation, commodity futures contracts normally specify a certain date for the delivery of the underlying physical commodity. In order to avoid the delivery process and maintain a long futures position, contracts nearing a delivery date must be sold and contracts that have not yet reached delivery must be purchased. This process is known as rolling a futures position. An index, such as the CCI-TR, is commonly known as a rolling index because it replaces futures contracts as they approach maturity by notionally selling and purchasing off-setting contracts to avoid delivery and maintain exposure in liquid contracts.

The CCI-TR is calculated to offer investors a representation of the investable returns that an investor should expect to receive by attempting to replicate the CCI index by buying the respective commodity futures and collateralizing their investment with United States Government securities, (i.e., 90 day T-Bills).

Calculating Total Return: The CCI-TR is calculated daily by Thomson Reuters America LLC. The calculation of this index is comprised of the daily changes in the CCI spot index, the roll yield that is implied by rolling selected commodity futures contracts forward to the next defined commodity contract on specific dates, (Roll Dates) and the 90 day T-Bill yield for a single day.

Roll Dates. In order to maintain a fair representation of the liquid commodity contracts and avoid the delivery of exchange deliverable contracts included in the index, the CCI-TR rolls all near month contracts in the index forward on the second Friday of January, February, April, June, August and November.

The Index of 17 commodity futures prices offers investors a broad measure of overall commodity price trends because of the diverse nature of the 17 commodities of which it is comprised and because it incorporates an average of prices across time within each commodity. The current commodities that comprise the Index (the Index Commodities) are: Corn, Wheat, Soybeans, Live Cattle, Lean Hogs, Gold, Silver, Copper, Cocoa, Coffee, Sugar #11, Cotton, Orange Juice, Platinum, Crude Oil, Heating Oil and Natural Gas.

The Index is weighted evenly among the 17 constituent commodities, which is intended to reduce the impact a single contract month or a single commodity may have on the Index.

Values of the underlying Index are computed by Thomson Reuters America, LLC, and disseminated by NYSE-ARCA every fifteen (15) seconds during the trading day. Only settlement and last-sale prices are used in the Index's calculation, bids and offers are not recognized including limit-bid and limit-offer price quotes. Where no last-sale price exists, typically in the more deferred contract months, the previous days' settlement price is used. This means that the underlying Index may lag its theoretical value. This tendency to lag is evident at the end of the day when the Index value is based on the settlement prices of the component commodities, and explains why the underlying Index often closes at or near the high or low for the day.

Investment Objective

The investment objective of the Fund, through its investment in the
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Master Fund, is to reflect the performance of the Index, over time, less the expenses of the Fund and the Master Fund's overall operations.

The Master Fund pursues its investment objective by investing in a portfolio of exchange-traded futures on the commodities comprising the Index, or the Index Commodities, and investing in United States Treasury securities.

The Master Fund holds a portfolio of futures contracts on the Index Commodities as well as cash and United States Treasury securities for deposit with the Master Fund's Commodity Broker as margin and other high credit quality short-term fixed income securities. The Master Fund's portfolio is traded with a view to reflecting the performance of the Index over time, whether the Index is rising, falling or flat over any particular period. The Master Fund is not managed by traditional methods, which typically involve effecting changes in the composition of the Master Fund's portfolio on the basis of judgments relating to economic, financial and market considerations with a view to obtaining positive results under all market conditions. To maintain the correspondence between the composition and weightings of the Index Commodities comprising the Index, the Managing Owner adjusts the Portfolio on a daily basis to conform to periodic changes in the identity and/or relative weighting of the Index Commodities. The Managing Owner aggregates certain of the adjustments and makes changes to the portfolio at least monthly or more frequently in the case of significant changes to the Index. The Managing Owner applies trading limits on a per-order and a per-day basis per its discretion to mitigate the risk of trading errors as well as comply with all Commodity Futures Trading Commission, federal, and state regulations regarding position limits.

There can be no assurance that the Master Fund, or indirectly the Fund, will achieve its investment objective or avoid substantial losses. The Master Fund commenced trading and has performance history limited to its inception on January 24, 2008. The value of the Shares is expected to fluctuate generally in relation to changes in the value of the Master Fund Units

Breakeven Amounts

The estimated amount of all fees and expenses which are anticipated to be incurred by a new investor in Shares of the Fund during the first twelve (12) months of investment is 1.09% per annum of the net asset value in respect of Shares purchased plus the amount of any commissions charged by the investor's broker. Interest income is expected to be approximately 0.14% per annum, based upon the current yield on the three month U.S. Treasury bill. Consequently, the Fund is expected to break even in twelve (12) months provided that it generates gains of 0.95% per annum in respect of Shares purchased plus the amount of any commissions charged by the investor's broker. The brokerage commission rates an investor may pay to the investor's

broker in connection with a purchase of Shares during the continuous offering period will vary from investor to investor.

Investment Risks

AN INVESTMENT IN SHARES IS SPECULATIVE AND INVOLVES A HIGH DEGREE OF RISK. YOU SHOULD BE AWARE THAT:

You could lose a substantial portion or all of your investment.

Commodity trading is highly speculative and the Index, on which the Master Fund's trading is based, is likely to be volatile and could suffer from periods of prolonged decline in value.

The Fund, the Master Fund and the Managing Owner do not have operating history prior to the commencement of trading on January 24, 2008.

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The Fund, Master Fund and the Managing Owner are subject to numerous conflicts of interest, including those arising from the fact that the Managing Owner may also serve as the managing owner and commodity pool operator for other commodity pools and investment funds, and may sponsor others.

The Fund and the Master Fund are subject to the fees and expenses described herein and will be successful only if significant losses are avoided. To break even in one year on Shares purchased the Fund must generate, on an annual basis, gains in excess of 0.95%.

Past performance of the Index is not necessarily indicative of future results; all or substantially all of an investment in the Fund could be lost.

The trading of the Master Fund takes place in very volatile markets.

The Commodity Futures Trading Commission (the CFTC) and commodity exchange rules impose speculative position limits on market participants trading in certain commodities included in the Index. If position limits are applied to the Master Fund, the Fund's ability to issue new Baskets, or the Master Fund's ability to reinvest income in these additional futures contracts may be limited to the extent these activities would cause the Master Fund to exceed applicable position limits. Limiting the size of the Fund may affect the correlation between the price of the Shares, as traded on NYSE-ARCA, and the net asset value of the Fund. That is, the inability to create additional Baskets could result in Shares trading at a premium or discount to net asset value of the Fund.

Performance may not track the Index during particular periods or over the long term. Such tracking error may cause the Fund to outperform or underperform the Index.

See RISK FACTORS beginning on page 1 for additional risks you should consider.

The Trustee

CSC Trust Company of Delaware (the Trustee) is the sole trustee of the Fund and the Master Fund. The Trustee delegated to the Managing Owner certain of the power and authority to manage the business and affairs of the Fund and the Master Fund and has duties and liabilities to the Fund and the Master Fund.

The Managing Owner

GreenHaven Commodity Services LLC, a Delaware limited liability company, serves as Managing Owner of the Fund and the Master Fund. The Managing Owner was formed on October 18, 2006. Prior to that date, neither the Managing Owner nor any of its trading principals had ever operated a commodity pool. The Managing Owner serves as

the commodity pool operator and commodity trading advisor of the Fund and the Master Fund. The Managing Owner is registered as a commodity pool operator and commodity trading advisor with the CFTC and is a member of the National Futures Association (the NFA). As a registered commodity pool operator and commodity trading advisor, with respect to both the Fund and the Master Fund, the Managing Owner is required to comply with various regulatory requirements under the Commodity Exchange Act and the rules and regulations of the CFTC and the NFA, including investor protection requirements, antifraud prohibitions, disclosure requirements, and reporting and recordkeeping requirements. The Managing Owner is also subject to periodic inspections and audits by the CFTC and the NFA.

The Shares are not deposits or other obligations of the Managing Owner,

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the Trustee or any of their respective subsidiaries or affiliates or any other bank, are not guaranteed by the Managing Owner, the Trustee or any of their respective subsidiaries or affiliates or any other bank and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency. An investment in the Shares is speculative and involves a high degree of risk.

The principal office of the Managing Owner is located at 3340 Peachtree Road, Suite 1910, Atlanta, Georgia 30326. The telephone number of the Managing Owner is (404) 239-7938.

The Commodity Broker

A variety of executing brokers may execute futures transactions on behalf of the Master Fund. The Managing Owner has designated Morgan Stanley & Co. Incorporated (MS&Co.), as the Master Fund's commodity broker (the Commodity Broker), to which the executing brokers give-up all such transactions. In its capacity as clearing broker, the Commodity Broker may execute and clear each of the Master Fund's futures transactions and perform certain administrative services for the Master Fund. The Commodity Broker is registered with the CFTC as a futures commission merchant and is a member of the NFA in such capacity.

The Master Fund pays to the Commodity Broker all brokerage commissions, including applicable exchange fees, NFA fees, give-up fees, pit brokerage fees and other transaction related fees and expenses charged in connection with trading activities. On average, total charges paid to the Commodity Broker are expected to be less than \$20 per round-turn trade, although the Commodity Broker's brokerage commissions and trading fees are determined on a contract-by-contract basis. The Managing Owner does not expect brokerage commissions and fees to exceed 0.24% of the net asset value of the Master Fund in any year, although the actual amount of brokerage commissions and fees in any year may be greater.

The Administrator

The Managing Owner, on behalf of the Fund and the Master Fund, has appointed The Bank of New York, N.A. (BONY) as the administrator of the Fund and the Master Fund and has entered into an Administration Agreement in connection therewith (the Administration Agreement). BONY serves as custodian (the Custodian), of the Fund and has entered into a Global Custody Agreement, or Custody Agreement, in connection therewith. BONY serves as the transfer agent (the Transfer Agent), of the Fund and has entered into a Transfer Agency and Service Agreement in connection therewith.

BONY, a banking corporation organized under the laws of the State of New York with trust powers, has an office at One Wall Street, New York, New York 10286. BONY is subject to supervision by the New

York State Banking Department and the Board of Governors of the Federal Reserve System. Information regarding the net asset value of the Fund, creation and redemption transaction fees and the names of the parties that have executed a participant agreement may be obtained from the Administrator by calling the following number: (718) 315-4412. A copy of the Administration Agreement is available for inspection at the Fund's trust office identified above.

Pursuant to the Administration Agreement, the Administrator will perform or supervise the performance of services necessary for the operation and administration of the Fund and the Master Fund (other than making investment decisions), including net asset value calculations, accounting and other fund administrative services. The Administrator will retain certain financial books and records, including: fund accounting records, ledgers with respect to assets, liabilities, capital, income and expenses, the registrar, transfer journals and related details and trading and related documents received from futures commission merchants.

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The Administration Agreement will continue in effect unless terminated on at least ninety (90) days prior written notice by either party to the other party. Notwithstanding the foregoing, the Administrator may terminate the Administration Agreement upon thirty (30) days prior written notice if the Fund and/or Master Fund has materially failed to perform its obligations under the Administration Agreement.

The Administration Agreement provides for the exculpation and indemnification of the Administrator from and against any costs, expenses, damages, liabilities or claims (other than those resulting from the Administrator's own bad faith, negligence or willful misconduct) which may be imposed on, incurred by or asserted against the Administrator in performing its obligations or duties under the Administration Agreement. Key terms of the Administration Agreement are summarized under the heading Material Contracts.

The Administrator's monthly fees are paid by the Managing Owner.

The Administrator and any of its affiliates may from time to time purchase or sell Shares for their own account, as agent for their customers and for accounts over which they exercise investment discretion.

The Administrator also will receive a transaction processing fee in connection with orders from Authorized Participants to create or redeem Baskets in the amount of \$500 per order. These transaction processing fees are paid directly by the Authorized Participants and not by the Fund or the Master Fund.

The Distributor

The Managing Owner, on behalf of the Fund and the Master Fund, has appointed ALPS Distributors, Inc. (the Distributor), to assist the Managing Owner and the Administrator with certain functions and duties relating to the creation and redemption of Baskets, including receiving and processing orders from Authorized Participants to create and redeem Baskets, coordinating the processing of such orders and related functions and duties. The Distributor will retain all marketing materials and Basket creation and redemption books and records at its office, c/o ALPS Distributors, Inc., 1290 Broadway, Suite 1100, Denver, CO 80203; Telephone number (303) 623-2577. Investors may contact the Distributor toll-free in the U.S. at (800) 320-2577. The Fund has entered into a Distribution Services Agreement with the Distributor. The Distributor is affiliated with ALPS Mutual Fund Services, Inc., a Denver-based service provider of administration, fund accounting, transfer agency and shareholder services for mutual funds, closed-end funds and exchange-traded funds.

The Managing Owner will pay the Distributor approximately \$50,000 per annum, plus any fees or disbursements incurred by the Distributor in connection with the performance by the Distributor of its duties on behalf of the Fund. The Distributor has, however, waived the \$50,000 annual fee until the end of the current term of the Distribution Services Agreement.

The Marketing Agent

The Managing Owner, on behalf of the Fund and Master Fund, has appointed ALPS Distributors, Inc., as a marketing agent (the Marketing Agent) to the Fund and Master Fund. The Marketing Agent will provide assistance to the Managing Owner with certain functions and duties, such as providing various educational and marketing activities regarding the Fund, primarily in the secondary trading market, which activities include, but are not limited to, communicating the Fund's name, characteristics, uses, benefits, and risks, consistent with the prospectus, providing support to national account managers and wholesalers' field activities and

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assisting national account managers in implementing a sales strategy. The Marketing Agent will not open or maintain customer accounts or handle orders for the Fund. The Marketing Agent will engage in public seminars, road shows, conferences, media interviews, field incoming telephone 800 number calls and distribute sales literature and other communications (including electronic media) regarding the Fund. Investors may contact the Marketing Agent, toll-free in the U.S. at (800) 320-2577.

The Managing Owner, out of the Management Fee (defined below), pays the Marketing Agent for performing its duties on behalf of the Fund and the Master fund.

Authorized Participants

Baskets may be created or redeemed only by Authorized Participants. Each Authorized Participant must (1) be a registered broker-dealer or other securities market participant such as a bank or other financial institution which is not required to register as a broker-dealer to engage in securities transactions, (2) be a participant in the Depository Trust Company (DTC), and (3) have entered into a participant agreement with the Fund and the Managing Owner, or a Participant Agreement. The Participant Agreement sets forth the procedures for the creation and redemption of Baskets of Shares and for the delivery of cash required for such creations or redemptions. A list of the current Authorized Participants can be obtained from the Administrator. A similar agreement between the Fund and the Master Fund sets forth the procedures for the creation and redemption of Master Unit Baskets by the Fund. See Creation and Redemption of Shares for more details.

Creation and Redemption of Shares

The Fund will create and redeem Shares from time to time, but only in one or more Baskets. A Basket is a block of 50,000 Shares. Baskets may be created or redeemed only by Authorized Participants. Except when aggregated in Baskets, the Shares are not redeemable securities. Authorized Participants pay a transaction fee of \$500 to the Fund in connection with each order to create or redeem a Basket of Shares. Authorized Participants may sell the Shares included in the Baskets they purchase from the Fund to other investors.

The Master Fund will create and redeem Master Fund Units from time to time, but only in one or more Master Unit Baskets. A Master Unit Basket is a block of 50,000 Master Fund Units. Master Unit Baskets may be created or redeemed only by the Fund. The Fund pays a transaction fee of \$500 to the Master Fund in connection with each order to create or redeem a Master Unit Basket of Master Fund Units. The Master Fund is wholly-owned by the Fund and the Managing Owner. Each Share issued by the Fund will correlate with a Master Fund Unit issued by the Master Fund and held by the Fund. See Creation and Redemption of Shares for more details.

The Shares are evidenced by global certificates that the Fund issues to DTC. The Shares are available only in book-entry form. Shareholders may hold their Shares through DTC if they are participants in DTC, or indirectly through entities that are participants in DTC. The Master Fund Units are uncertificated and held by the Fund in book-entry form.

Continuous Offering Period

Since trading of the Fund commenced, the Fund issues Shares in Baskets to Authorized Participants continuously as of noon (12:00 pm), New York time, on the business day immediately following the date on which a valid order to create a Basket is accepted by the Fund, at the net asset value of 50,000 Shares as of the closing time of NYSE-ARCA or the last to close of the exchanges of which the Index Commodities are traded, whichever is later, on the date that a valid order to create a Basket is accepted by the Fund. The Managing Owner may terminate the continuous offering under this prospectus at any time.

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The Master Fund issues Master Fund Units in Master Unit Baskets to the Fund continuously as of noon, New York time, on the business day immediately following the date on which a valid order to create a Master Unit Basket is accepted by the Master Fund, at the net asset value of 50,000 Master Fund Units as of the closing time of NYSE-ARCA or the last to close of the exchanges on which the Index Commodities are traded, whichever is later, on the date that a valid order to create a Master Unit Basket is accepted by the Master Fund. Each Share issued by the Fund will correlate with a Master Fund Unit issued by the Master Fund and held by the Fund.

Net Asset Value

Net Asset Value means the total assets of the Master Fund including, but not limited to, all cash and cash equivalents or other debt securities less total liabilities of the Master Fund, each determined on the basis of generally accepted accounting principles in the United States, consistently applied under the accrual method of accounting.

Net Asset Value per Master Fund Unit is the Net Asset Value of the Master Fund divided by the number of outstanding Master Fund Units. Because there will be a one-to-one correlation between Shares and Master Fund Units and the Master Fund has assumed all liabilities of the Fund, the net asset value per Share and the net asset value per Master Fund Unit will be equal. See Certain Material Terms of the Trust Declaration Net Asset Value for more details.

Segregated Accounts/ Interest Income

The proceeds of the offerings are deposited in cash in a segregated account in the name of the Master Fund at the Commodity Broker (or other eligible financial institution, as applicable) in accordance with CFTC investor protection and segregation requirements. The Master Fund is credited with one hundred percent (100%) of the interest earned on its average net assets on deposit with the Commodity Broker or such other financial institution each week. In an attempt to increase interest income earned, the Managing Owner expects to invest the Master Fund's non-margin assets in United States government securities (which include any security issued or guaranteed as to principal or interest by the United States), or any certificate of deposit for any of the foregoing, including United States Treasury bonds, United States Treasury bills and issues of agencies of the United States government, and certain cash items such as money market funds, certificates of deposit (under nine months) and time deposits or other instruments permitted by applicable rules and regulations. Currently, the rate of interest expected to be earned is estimated to be 0.14% per annum, based upon the current yield on the three (3) month U.S. Treasury bill. This interest income is used to pay or offset the expenses of the Fund and the Master Fund. See Fees and Expenses for more details.

Fees and Expenses

Upfront Selling Commission. No upfront selling commissions are charged during the continuous offering period, although it is expected that investors will be charged a customary commission by their brokers in connection with purchases of Shares that will vary from investor to investor. Investors are encouraged to review the terms of their brokerage accounts for details on applicable charges.

Management Fee. The Master Fund pays the Managing Owner a management fee (the Management Fee), monthly in arrears, in an amount equal to 0.85% per annum of the average amount of daily net assets of the Master Fund. No separate management fee will be paid by the Fund.

Organization and Offering Expenses. Expenses incurred in connection with organizing the Fund and the Master Fund and the offering of the

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Shares for the Funds initial continuous offering period commencing on January 23, 2008 were paid by GreenHaven, LLC, a limited liability company organized in the State of Georgia, which is the sole member of the Managing Owner. On May 14, 2009 the Fund and Master Fund registered an additional 21,000,000 units for issuance. The Managing Owner has paid for the expenses in connection with this current prospectus. Neither GreenHaven, LLC nor the Managing Owner will be reimbursed in connection with the payment of the organizational and offering expenses. The Funds are not required to reimburse GreenHaven, LLC or its affiliates or the Company or its affiliates for any such costs incurred for any related period.

Brokerage Commissions and Fees. The Master Fund pays to the Commodity Broker all brokerage commissions, including applicable exchange fees, NFA fees, give-up fees, pit brokerage fees and other transaction related fees and expenses charged in connection with trading activities. On average, total charges paid to the Commodity Broker are expected to be less than \$20 per round-turn trade, although the Commodity Broker's brokerage commissions and trading fees are determined on a contract-by-contract basis. The Managing Owner does not expect brokerage commissions and fees to exceed 0.24% of the net asset value of the Master Fund in any year, although the actual amount of brokerage commissions and fees in any year may be greater.

Routine Operational Administrative and Other Ordinary Expenses. The Managing Owner assumes all of the routine operational, administrative and other ordinary expenses of the Fund and the Master Fund, including, but not limited to, the fees and expenses of the Trustee, legal and accounting fees and expenses, tax preparation expenses, filing fees, and printing, mailing and duplication costs.

Extraordinary Fees and Expenses. The Master Fund pays all the extraordinary fees and expenses, if any, of the Fund and the Master Fund. Such extraordinary fees and expenses, by their nature, are unpredictable in terms of timing and amount.

Management Fee and Ongoing Expenses to be Paid First Out of Interest Income. The Management Fee and ordinary ongoing expenses of the Fund and the Master Fund are paid first out of interest income from the Master Fund's holdings of U.S. Treasury bills and other high credit quality short-term fixed income securities on deposit with the Commodity Broker as margin or otherwise.

Distributions

The Master Fund will make distributions at the discretion of the Managing Owner. Because the Managing Owner does not presently intend to make ongoing distributions (but may do so from time to time in its sole discretion), your income tax liability for your pro rata share of the Fund's income and gain on the Master Fund Units held will, in

all likelihood, exceed any distributions you receive.

Limitation of Liabilities

You cannot lose more than your investment in the Shares. Shareholders are entitled to limitation on liability equivalent to the limitation on liability enjoyed by stockholders of a Delaware business corporation for profit.

Fiscal Year

The Fund's fiscal year ends on December 31 of each year.

Financial Information

The Fund and the Master Fund file quarterly and annual reports with the SEC. These can be accessed at www.sec.gov or the Fund's website www.greenhavenfunds.com, free of charge.

U.S. Federal Income Tax

Subject to the discussion below in *Material U.S. Federal Income Tax*
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Considerations

Considerations, the Fund and the Master Fund are each classified as partnerships for United States federal income tax purposes. Accordingly, neither the Master Fund nor the Fund will incur United States federal income tax liability; rather, each beneficial owner of the Fund's Shares is required to take into account its allocable share of the Master Fund's income, gain, loss, deduction and other items for the Master Fund's taxable year ending with or within its taxable year.

Additionally, please refer to the *Material U.S. Federal Income Tax Considerations* section below for information on the potential United States federal income tax consequences of the purchase, ownership and disposition of Shares.

Reports to Shareholders

The Managing Owner will furnish the Shareholders with annual reports as required by the rules and regulations of the SEC as well as with those reports required by the CFTC and the NFA, including, but not limited to, an annual audited financial statement certified by independent public accountants and any other reports required by any other governmental authority that has jurisdiction over the activities of the Fund and the Master Fund. Shareholders also will be provided with appropriate information to permit them to file their United States federal and state income tax returns on a timely basis.

Cautionary Note Regarding Forward-Looking Statements

This Prospectus includes forward-looking statements that reflect the Managing Owner's current expectations about the future results, performance, prospects and opportunities of the Fund and the Master Fund. The Managing Owner has tried to identify these forward-looking statements by using words such as *may*, *will*, *expect*, *anticipate*, *believe*, *intend*, *should*, *estimate* or the negative of the terms or similar expressions. These forward-looking statements are based on information currently available to the Managing Owner and are subject to a number of risks, uncertainties and other factors, both known, such as those described in *Risk Factors* and elsewhere in this Prospectus, and unknown, that could cause the actual results, performance, prospects or opportunities of the Fund and the Master Fund to differ materially from those expressed in, or implied by, these forward-looking statements.

You should not place undue reliance on any forward-looking statements. Except as expressly required by the federal securities laws, the Managing Owner undertakes no obligation to publicly update or revise any forward-looking statements or the risks, uncertainties or other factors described in this Prospectus, as a result of new information, future events or changed circumstances or for any other reason after the date of this Prospectus.

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THE SHARES ARE SPECULATIVE AND INVOLVE A HIGH DEGREE OF RISK.

WHAT ARE THE RISK FACTORS INVOLVED WITH AN INVESTMENT IN THE SHARES

You could lose money investing in the Shares. You should consider carefully the risks described below before making an investment decision. You should also refer to the other information included in this prospectus, as well as information found in our periodic reports, which include the Fund's financial statements and the related notes, that are incorporated by reference. See Incorporation By Reference of Certain Information.

The Value of the Shares Relates Directly to the Value of the Commodity Futures and Other Assets Held by the Master Fund and Fluctuations in the Price of These Assets Could Materially Adversely Affect an Investment in the Shares.

The Shares are designed to reflect, as closely as possible, the performance of the Index through the Master Fund's portfolio of exchange-traded futures on the Index Commodities. The value of the Shares relate directly to the value of the portfolio, less the liabilities (including estimated accrued but unpaid expenses) of the Fund and the Master Fund. The price of the Index Commodities may fluctuate widely based on many factors. Some of those factors are:

changing supply and demand relationships;

general economic activities and conditions;

weather and other environmental conditions;

acts of God;

agricultural, fiscal, monetary and exchange control programs and policies of governments;

national and international political and economic events and policies;

changes in rates of inflation; or

the general emotions and psychology of the marketplace, which at times can be volatile and unrelated to other more tangible factors.

In addition to the factors set forth above, each commodity has risks that are inherent in the investment in such commodity.

Metals Commodities: Price movements in futures contracts held by the Master Fund, in metals commodities such as gold, silver, platinum and copper are affected by many specific other factors. Some of these metal specific factors include, but are not limited to:

A change in economic conditions, such as a recession, can adversely affect the price of both industrial and precious metals. An economic downturn may have a negative impact on the usage and demand of metals which may result in a loss for the Master Fund.

A sudden shift in political conditions of the world's leading metal producers may have a negative effect on the global pricing of metals.

An increase in the hedging of precious metals may result in the price of precious metals to decline.

Changes in global supply and demand for industrial and precious metals.

The price and quantity of imports and exports of industrial and precious metals.

Technological advances in the processing and mining of industrial and precious metals.

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Agricultural Commodities: Price movements in futures contracts held by the Master Fund in agricultural commodities, such as wheat, corn and soybeans, are affected by many factors. Some of these agricultural specific factors include, but are not limited to:

Farmer planting decisions, general economic, market and regulatory factors all influence the price of agricultural commodities.

Weather conditions, including hurricanes, tornadoes, storms and droughts, may have a material adverse effect on crops, live cattle, live hogs and lumber, which may result in significant fluctuations in prices in such commodities.

Changes in global supply and demand for agriculture products.

The price and quantity of imports and exports of agricultural commodities.

Political conditions, including embargoes and war, in or affecting agricultural production, imports and exports.

Technological advances in agricultural production.

The price and availability of alternative agricultural commodities.

Energy Commodities: Price movements in futures contracts held by the Master Fund in energy commodities, such as crude oil, heating oil and natural gas, are subject to risks due to frequent and often substantial fluctuations in energy commodity prices. In the past, the prices of natural gas and crude oil have been extremely volatile, and the Managing Owner expects this volatility to continue. The markets and prices for energy commodities are affected by many factors. Some of those factors include, but are not limited to:

Changes in global supply and demand for oil and natural gas.

The price and quantity of imports and exports of oil and natural gas.

Political conditions, including embargoes and war, in or affecting other oil producing activities.

The level of global oil and natural gas exploration and production.

The level of global oil and natural gas inventories, production or pricing.

Weather conditions.

Technological advances effecting energy consumption.

The price and availability of alternative fuels.

None of these factors can be controlled by the Managing Owner. Even if current and correct information as to substantially all factors are known or thought to be known, prices still will not always react as predicted. The profitability of the Fund and the Master Fund will depend on whether the Master Fund's commodities portfolio increases in value over time. If the value increases, the Fund will only be profitable if such increases exceed the fees and expenses of the Fund. If these values do not increase, the Fund will not be profitable and will incur losses.

Net Asset Value May Not Always Correspond to Market Price and, as a Result, Baskets may be Created or Redeemed at a Value that Differs from the Market Price of the Shares.

The net asset value per share of the Shares will change as fluctuations occur in the market value of the Master Fund's portfolio. Investors should be aware that the public trading price of a Basket of Shares may be different from the net asset value of a Basket of Shares (i.e., Shares may trade at a premium over, or a discount to, the net asset value of a Basket of Shares) and similarly the public trading market price per Share may be different from the net asset value per

Share. Consequently, an Authorized Participant may be able to create or redeem a Basket of Shares

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at a discount or a premium to net asset value. This price difference may be due, in large part, to the fact that supply and demand forces are at work in the secondary trading market for Shares that is closely related to, but not identical to, the same forces influencing the prices of the Index Commodities trading individually or in the aggregate at any point in time. Investors also should note that the size of the Fund in terms of total assets held may change substantially over time and from time to time as Baskets are created and redeemed.

Authorized Participants or their clients or customers may have an opportunity to realize a profit if they can purchase a Basket at a discount to the public trading price of the Shares or can redeem a Basket at a premium over the public trading price of the Shares. The Managing Owner expects that the exploitation of such arbitrage opportunities by Authorized Participants and their clients and customers will tend to cause the public trading price to track net asset value per Share closely over time.

Investors should be aware that if the Fund issues all its authorized shares it could have to cease creating new Baskets. This could increase the possibility that the trading price of the Fund's shares may not accurately reflect the Index or the net asset value of the Fund. The Fund commenced investment operations on January 23, 2008 with 4,000,000 shares registered. On March 26, 2009 the Fund had issued all but one Basket of 50,000 shares under its previous registration statement and had to cease creating new Baskets of Shares. On May 14, 2009 the Fund registered an additional 21,000,000 Shares and resumed creating new Baskets of Shares. As of November 30, 2010, the Fund had issued 15,700,000 Shares of the 21,000,000 authorized related to such offering.

Moreover, soon after new Baskets of Shares are created and sold under this Prospectus, there is a possibility that the availability of newly created Shares may (or may not) affect the trading price of the Shares already issued, and both current Shareholders and purchasers of newly created Shares could be adversely affected by falling trading prices.

Your investment could suffer in the event that Thomson Reuters America LLC decides to terminate the License Agreement between itself and the Managing Owner.

Thomson Reuters America LLC entered into a License Agreement with the Managing Owner whereby the Managing Owner was granted an exclusive license with respect to the development and creation of U.S. exchange traded funds. The amended license agreement granted to the Managing Owner has a term ending October 1, 2011 and may be terminated under certain circumstances which could cause your investment to decline significantly in value. In addition to that, because the license granted is an exclusive license with respect to a limited type of investment product, a different product could be created, which could also cause your investment to decline in value. If the license expires and is not renewed or is terminated, or a competitive product is created, then the Managing Owner would seek shareholder approval to either (i) liquidate the Master Fund and the Fund or (ii) approve a different index to track for comparison purposes.

Your investment could suffer in the event that the Managing Owner creates another product under its exclusive license agreement which directly competes with the Fund and Master Fund.

The License Agreement is between Thomson Reuters America LLC and the Managing Owner and not between Thomson Reuters America LLC and the Fund or Master Fund. Therefore, it is possible that the Managing Owner could create and manage another investment product that is substantially similar to the Fund and the Master Fund. If this were to happen, then your investment could suffer.

Regulatory and Exchange Position Limits and Other Rules May Restrict the Creation of Baskets and the Operation of the Master Fund.

CFTC and commodity exchange rules impose speculative position limits on market participants, including the Master Fund, trading in certain agricultural commodities. These position limits prohibit any person from holding a position of more than a specific number of such futures contracts. The Managing Owner anticipates that these position limits will become more of an issue when the Master Fund reaches close to US\$2 billion, at which point the Managing Owner may either prevent the issuance of additional creation units or may apply to the CFTC for relief from certain position limits.

If the Master Fund applies and is unable to obtain such relief, the Fund's ability to issue new Baskets, or the Master Fund's ability to reinvest income in these additional futures contracts, may be limited to the extent these activities would cause the Master Fund to exceed applicable position limits. Limiting the size of the Fund may affect the correlation between the price of the Shares, as traded on NYSE-ARCA, and the net asset value of the Fund. That is,

the inability to create additional Baskets could result in Shares trading at a premium or discount to net asset value of the Fund.

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The Fund May Not Always Be Able Exactly to Replicate the Performance of the Index.

It is possible that the Fund may not fully replicate the performance of the Index due to disruptions in the markets for the Index Commodities or due to other extraordinary circumstances, including, without limitation, the inability to create additional Baskets. In addition, the Fund is not able to replicate exactly the performance of the Index because the total return generated by the Master Fund is reduced by expenses and transaction costs, including those incurred in connection with the Master Fund's trading activities, and increased by interest income from the Master Fund's holdings of short-term high quality fixed income securities. Tracking the Index requires rebalancing of the Master Fund's portfolio and is dependent upon the skills of the Managing Owner and its trading principals, among other factors.

If the Managing Owner permits the Fund to control commodity positions in excess of the value of the Fund's assets, you could lose all or substantially all of your investment.

Commodity pools' trading positions in futures contracts or other commodity interests are typically required to be secured by the deposit of margin funds that represent only a small percentage of a futures contract's (or other commodity interests') entire market value. This feature permits commodity pools to increase their exposure to assets by purchasing or selling futures contracts (or other commodity interests) with an aggregate value in excess of the commodity pool's assets. While these actions can increase the pool's profits, relatively small adverse movements in the price of the pool's futures contracts can cause significant or complete losses to the pool. While the Managing Owner has not and does not intend to have exposure to futures contracts in excess of the Fund's collateral, the Fund is dependent upon the trading and management skills of the Managing Owner to maintain the proper position sizes.

The Master Fund Is Not Actively Managed and Will Track the Index During Periods in which the Index Is Flat or Declining as well as when the Index Is Rising.

The Master Fund is not actively managed by traditional methods. Therefore, if positions in any one or more of the Index Commodities are declining in value, the Master Fund will not close out such positions, except in connection with a change in the composition or weighting of the Index. The Managing Owner will seek to cause the Net Asset Value to track the Index during periods in which the Index is flat or declining as well as when the Index is rising.

The Exchange May Halt Trading in the Shares Which Would Adversely Impact Your Ability to Sell Shares.

The Shares are listed for trading on NYSE-ARCA under the market symbol GCC. Trading in Shares may be halted due to market conditions or, in light of NYSE-ARCA rules and procedures, for reasons that, in the view of NYSE-ARCA, make trading in Shares inadvisable. In addition, trading is subject to trading halts caused by extraordinary market volatility pursuant to circuit breaker rules that require trading to be halted for a specified period based on a specified market decline in the equity markets. There can be no assurance that the requirements necessary to maintain the listing of the Shares will continue to be met or will remain unchanged. The Fund and the Master Fund will be terminated if the Shares are delisted.

The Lack Of An Active Trading Market for the Shares May Result in Losses on Your Investment at the Time of Disposition of Your Shares.

Although the Shares are listed and traded on NYSE-ARCA, there can be no guarantee that an active trading market for the Shares will be maintained. If you need to sell your Shares at a time when no active market for them exists, the price you receive for your Shares, assuming that you are able to sell them, will likely be lower than the price you would have received if an active market did exist.

The Shares Are a Relatively New Securities Product and their Value Could Decrease if Unanticipated Operational or Trading Problems Arise.

The mechanisms and procedures governing the creation, redemption and offering of the Shares are recently developed securities products. Consequently, there may be unanticipated problems or issues with respect to the mechanics of the operations and the trading of the Shares that could have a material adverse effect on an investment in the Shares. In addition, although the Master Fund is not actively managed by traditional methods, to the extent

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that unanticipated operational or trading problems or issues arise, the Managing Owner's past experience and qualifications may not be suitable for solving these problems or issues.

As the Managing Owner and its Principals have Limited History of Operating an Investment Vehicle like the Fund or the Master Fund, their Experience may be Inadequate or Unsuitable to Manage the Fund or the Master Fund.

The Managing Owner was formed expressly to be the managing owner of the Fund and the Master Fund and has limited history of past performance. The past performances of the Managing Owner's management in other positions are no indication of their ability to manage an investment vehicle such as the Fund or the Master Fund. If the experience of the Managing Owner and its principals is not adequate or suitable to manage an investment vehicle such as the Fund and the Master Fund, the operations of the Fund and the Master Fund may be adversely affected.

You Should Not Rely on Past Performance in Deciding Whether to Buy Shares.

The Fund has a limited performance history upon which to evaluate your investment in the Fund. Although past performance is not necessarily indicative of future results, if the Fund had a longer performance history, such performance history might (or might not) provide you with more information on which to evaluate an investment in the Fund. Likewise, the Index has a limited history which might be indicative of the future Index results, or of the future performance of the Fund. Therefore, you will have to make your decision to invest in the Fund on the basis of limited information.

Price Volatility May Possibly Cause the Total Loss of Your Investment.

Futures contracts have a high degree of price variability and are subject to occasional rapid and substantial changes. Consequently, you could lose all or substantially all of your investment in the Fund.

Fees are Charged Regardless of Profitability and May Result in Depletion of Assets.

The Fund indirectly is subject to the fees and expenses described in this Prospectus which are payable irrespective of profitability. Such fees and expenses include asset-based fees of up to 0.85% per annum. Additional charges include brokerage fees and operating expenses expected to be approximately 0.24% per annum in the aggregate. The Fund is expected to earn interest income at an annual rate of 0.14% per annum, based upon the current yield on a three month U.S. Treasury bill. Consequently, it is expected that interest income will not exceed fees, and therefore the Fund will need to have positive performance in order to break-even (net of fees and expenses). Consequently, the expenses of the Master Fund could, over time, result in significant losses to your investment in the Shares. You may never achieve profits, significant or otherwise.

Possible Illiquid Markets May Exacerbate Losses.

Futures positions cannot always be liquidated at the desired price. It is difficult to execute a trade at a specific price when there is a relatively small volume of buy and sell orders in a market. A market disruption, such as when foreign governments may take or be subject to political actions which disrupt the markets in their currency or major exports, can also make it difficult to liquidate a position. Such periods of illiquidity and the events that trigger them are difficult to predict and there can be no assurance that the Managing Owner will be able to do so.

There can be no assurance that market illiquidity will not cause losses for the Fund. The large size of the positions which the Master Fund may acquire on behalf of the Fund increases the risk of illiquidity by both making its positions more difficult to liquidate and increasing the losses incurred while trying to do so.

You May Be Adversely Affected by Redemption Orders that Are Subject To Postponement, Suspension Or Rejection Under Certain Circumstances.

The Distributor may, in its discretion, and will when directed by the Managing Owner, suspend the right of redemption or postpone the redemption settlement date (1) for any period during which an emergency exists as a result of which the redemption distribution is not reasonably practicable, or (2) for such other period as the Managing Owner determines to be necessary for the protection of the Shareholders. In addition, the Distributor will

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reject a redemption order if the order is not in proper form as described in the Participant Agreement or if the fulfillment of the order, in the opinion of its counsel, might be unlawful. Any such postponement, suspension or rejection could adversely affect a redeeming Authorized Participant. For example, the resulting delay may adversely affect the value of the Authorized Participant's redemption proceeds if the net asset value of the Fund declines during the period of the delay. Under the Distribution Services Agreement, the Managing Owner and the Distributor may disclaim any liability for any loss or damage that may result from any such suspension or postponement.

Because the Master Fund will not Acquire Any Asset with Intrinsic Value, the Positive Performance of Your Investment Is Wholly Dependent Upon an Equal and Offsetting Loss borne by unrelated participants in the futures market.

Futures trading is a risk transfer economic activity. For every gain there is an equal and offsetting loss rather than an opportunity to participate over time in general economic growth. Unlike most alternative investments, an investment in Shares does not involve acquiring any asset with intrinsic value. Overall stock and bond prices could rise significantly and the economy as a whole prosper while the Shares may trade unprofitably.

Shareholders Will Not Have the Protections Associated With Ownership of Shares in an Investment Company Registered Under the Investment Company Act of 1940.

Neither the Fund nor the Master Fund is registered as an investment company under the Investment Company Act of 1940 and is not required to register under such act. Consequently, Shareholders will not have the regulatory protections provided to investors in investment companies.

Various Actual and Potential Conflicts of Interest May Be Detrimental to Shareholders.

The Fund and the Master Fund are subject to actual and potential conflicts of interests involving the Managing Owner, various commodity futures brokers and Authorized Participants. The Managing Owner and its principals, all of which are engaged in other investment activities, are not required to devote substantially all of their time to the business of the Fund and the Master Fund, which also presents the potential for numerous conflicts of interest with the Fund and the Master Fund. As a result of these and other relationships, parties involved with the Fund and the Master Fund have a financial incentive to act in a manner other than in the best interests of the Fund and the Master Fund and the Shareholders. The Managing Owner has not established any formal procedure to resolve conflicts of interest. Consequently, investors will be dependent on the good faith of the respective parties subject to such conflicts to resolve them equitably. Although the Managing Owner attempts to monitor these conflicts, it is extremely difficult, if not impossible, for the Managing Owner to ensure that these conflicts do not, in fact, result in adverse consequences to the Shareholders.

In addition, the Fund may be subject to certain conflicts with respect to its Commodity Broker, including, but not limited to, conflicts that result from receiving greater amounts of compensation from other clients, and purchasing opposite or competing positions on behalf of third party accounts traded through the Commodity Broker. See

CONFLICTS OF INTEREST p. 29.

Shareholders Will Be Subject to Taxation on Their Share of the Master Fund's Taxable Income, Whether or Not They Receive Cash Distributions.

Shareholders will be subject to United States federal income taxation and, in some cases, state, local, or foreign income taxation on their share of the Master Fund's taxable income, whether or not they receive cash distributions from the Fund. Shareholders may not receive cash distributions equal to their share of the Master Fund's taxable income or even the tax liability that results from such income.

Items of Income, Gain, Deduction, Loss and Credit with respect to Fund Shares could be Reallocated if the IRS does not Accept the Assumptions or Conventions Used by the Master Fund in Allocating Master Fund Tax Items.

U.S. federal income tax rules applicable to partnerships are complex and often difficult to apply to publicly traded partnerships. The Master Fund will apply certain assumptions and conventions in an attempt to comply with applicable rules and to report income, gain, deduction, loss and credit to the Fund's Shareholders in a manner that reflects the Shareholders' beneficial shares of partnership items, but these assumptions and conventions may not be in compliance with all aspects of applicable tax requirements. It is possible that the IRS will successfully assert that

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the conventions and assumptions used by the Master Fund do not satisfy the requirements of the Code and/or Treasury regulations and could require that items of income, gain, deduction, loss or credit be adjusted or reallocated in a manner that adversely affects you.

PROSPECTIVE INVESTORS ARE STRONGLY URGED TO CONSULT THEIR OWN TAX ADVISERS AND COUNSEL WITH RESPECT TO THE POSSIBLE TAX CONSEQUENCES TO THEM OF AN INVESTMENT IN ANY SHARES; SUCH TAX CONSEQUENCES MAY DIFFER IN RESPECT OF DIFFERENT INVESTORS.

Failure or Lack of Segregation of Assets May Increase Losses.

The Commodity Exchange Act requires a clearing broker to segregate all funds received from customers from such broker's proprietary assets. If a Commodity Broker fails to do so, the assets of the Master Fund might not be fully protected in the event of the Commodity Broker's bankruptcy. Furthermore, in the event of a Commodity Broker's bankruptcy, any Master Fund Units could be limited to recovering only a *pro rata* share of all available funds segregated on behalf of the Commodity Broker's combined customer accounts, even though certain property specifically traceable to the Master Fund was held by the Commodity Broker. In addition to that, it is possible that in the event of a clearing broker's bankruptcy, investors could experience a loss of all their funds and assets held by the clearing broker.

In the event of a bankruptcy or insolvency of any exchange or clearing house, the Master Fund could experience a loss of the funds deposited through its Commodity Broker as margin with the exchange or clearing house, a loss of any profits on its open positions on the exchange, and the loss of unrealized profits on its closed positions on the exchange.

Regulatory Changes or Actions May Alter the Nature of an Investment in the Fund.

Considerable regulatory attention has been focused on non-traditional investment pools which are publicly distributed in the United States. There is a possibility of future regulatory changes altering, perhaps to a material extent, the nature of an investment in the Fund or the ability of the Fund to continue to implement its investment strategy. The futures markets are subject to comprehensive statutes, regulations, and margin requirements. In addition, the CFTC and the exchanges are authorized to take extraordinary actions in the event of a market emergency, including, for example, the retroactive implementation of speculative position limits or higher margin requirements, the establishment of daily price limits and the suspension of trading. The regulation of futures transactions in the United States is a rapidly changing area of law and is subject to modification by government and judicial action. The effect of any future regulatory change on the Fund is impossible to predict, but could be substantial and adverse.

Lack of Independent Experts Representing Investors.

The Managing Owner has consulted with counsel, accountants and other experts regarding the formation and operation of the Fund and the Master Fund. No counsel has been appointed to represent you in connection with the offering of the Shares. Accordingly, you should consult your own legal, tax and financial advisers regarding the desirability of an investment in Shares.

Possibility of Termination of the Fund May Adversely Affect Your Portfolio.

The Managing Owner may withdraw from the Fund upon one hundred and twenty (120) days' notice, which would cause the Fund and the Master Fund to terminate unless a substitute managing owner were obtained. You cannot be assured that the Managing Owner will be willing or able to continue to service the Fund for any length of time. If the Managing Owner discontinues its activities on behalf of the Fund, the Fund may be adversely affected. In addition, owners of seventy-five percent (75%) of the Shares have the power to terminate the Trust. If it is so exercised, investors who wished to continue to invest in the Index will have to find another vehicle, and may not be able to find another vehicle that offers the same features as the Trust. See *Description of the Shares and the Master Fund Units; Certain Material Terms of the Trust Declarations Termination Events* for a summary of termination events. Such detrimental developments could cause you to liquidate your investments and upset the overall maturity and timing of your investment portfolio. If the registrations with the CFTC or memberships in the

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NFA of the Managing Owner or the Commodity Broker were revoked or suspended, such entity would no longer be able to provide services to the Fund and the Master Fund.

Shareholders Do Not Have the Rights Enjoyed by Investors in Certain Other Vehicles.

As interests in an investment trust, the Shares have none of the statutory rights normally associated with the ownership of common stock of a corporation (including, for example, the right to bring oppression or derivative actions). In addition, the Shares have limited voting and distribution rights (for example, Shareholders do not have the right to elect directors and the Fund is not required to pay regular dividends, although the Fund may pay dividends at the discretion of the Managing Owner).

An Investment in the Shares May Be Adversely Affected by Competition From Other Methods of Investing in Commodities.

The Fund and the Master Fund constitute a relatively new, and thus relatively untested, type of investment vehicle. They compete with other financial vehicles, including other commodity pools, hedge funds, traditional debt and equity securities issued by companies in the commodities industry, other securities backed by or linked to such commodities, and direct investments in the underlying commodities or commodity futures contracts. Market and financial conditions, and other conditions that are beyond the Managing Owner's control, may make it more attractive to invest in other financial vehicles or to invest in such commodities directly, which could limit the market for the Shares and reduce the liquidity of the Shares.

Competing Claims Over Ownership of Intellectual Property Rights Related to the Fund Could Adversely Affect the Fund and an Investment in the Shares.

While the Managing Owner believes that all intellectual property rights needed to operate the Fund are either owned by or licensed to the Managing Owner or have been obtained, third parties may allege or assert ownership of intellectual property rights which may be related to the design, structure and operations of the Fund. To the extent any claims of such ownership are brought or any proceedings are instituted to assert such claims, the negotiation, litigation or settlement of such claims, or the ultimate disposition of such claims in a court of law if a suit is brought, may adversely affect the Fund and an investment in the Shares, resulting in expenses or damages or the termination of the Fund.

An Absence of Backwardation in the Prices of Certain Commodities, or the Presence of Contango in the Prices of Certain Commodities, May Decrease the Price of Your Shares.

As the futures contracts that underlie the Index near expiration, they are replaced by contracts that have a later expiration. Thus, for example, a contract purchased and held in November 2011 may specify a January 2012 expiration. As that contract nears expiration, it may be replaced by selling the January 2012 contract and purchasing the contract expiring in March 2012. This process is referred to as rolling. Historically, the prices of Crude Oil and Heating Oil have frequently been higher for contracts with shorter-term expirations than for contracts with longer-term expirations, which is referred to as backwardation. In these circumstances, absent other factors, the sale of the January 2012 contract would take place at a price that is higher than the price at which the March 2012 contract is purchased, thereby creating a gain in connection with rolling. While Crude Oil and Heating Oil have historically exhibited consistent periods of backwardation, backwardation will likely not exist in these markets at all times. The absence of backwardation in Crude Oil and Heating Oil could adversely affect the value of the Index and, accordingly, decrease the value of your Shares.

Conversely, Gold, Corn, Soybeans and Wheat historically exhibit contango markets rather than backwardation. Contango markets are those in which the prices of contracts are higher in the distant delivery months than in the nearer delivery months due to the costs of long-term storage of a physical commodity prior to delivery or other factors. Although Gold, Corn, Soybeans and Wheat have historically exhibited consistent periods of contango, contango will likely not exist in these markets at all times. The persistence of contango in Gold, Corn, Soybeans and Wheat could adversely affect the value of the Index and, accordingly, decrease the value of your Shares.

The Value of the Shares Will be Adversely Affected if the Fund or the Master Fund is Required to Indemnify the Trustee or the Managing Owner.

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Under the Trust Declarations, the Trustee and the Managing Owner have the right to be indemnified for any liability or expense it incurs without negligence or misconduct. That means the Managing Owner may require the assets of the Master Fund to be sold in order to cover losses or liability suffered by it or by the Trustee. Any sale of that kind would reduce the net asset value of the Master Fund and the value of the Shares.

Regulatory Reporting and Compliance

Our business is subject to changing regulation of corporate governance and public disclosure that have increased both our costs and the risk of noncompliance.

Because the Shares are publicly traded, we are subject to certain rules and regulations of federal, state and financial market exchange entities charged with the protection of investors and the oversight of companies whose securities are publicly traded. These entities, including the Public Company Accounting Oversight Board, the SEC and NYSE-ARCA, have in recent years issued new requirements and regulations, most notably the Sarbanes-Oxley Act of 2002. From time to time, since the adoption of the Sarbanes-Oxley Act of 2002, these authorities have continued to develop additional regulations or interpretations of existing regulations. Our ongoing efforts to comply with these regulations and interpretations have resulted in, and are likely to continue resulting in, increased general and administrative expenses and diversion of management time and attention from revenue-generating activities to compliance activities.

In the wake of the recent economic crisis, federal regulators, the U.S. Congress and other governmental authorities are revisiting the regulation of the financial sector, including securities and commodities markets. These efforts are likely to result in significant changes in the regulation of these markets. While it cannot be predicted at this time what reforms will eventually be made or how they will impact the Fund, if any of the aforementioned reforms are implemented, the Fund's ability to meet its investment objective may be negatively impacted and investors could be adversely affected.

We are responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control system is designed to provide reasonable assurance to its management and its board of directors regarding the preparation and fair presentation of published financial statements. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

We assessed the effectiveness of our internal control over financial reporting as of December 31, 2009. Based on its assessment, we believe that, as of December 31, 2009, our internal control over financial reporting is effective.

The Net Asset Value Calculation of the Master Fund May Be Overstated or Understated Due to the Valuation Method Employed When a Settlement Price is not Available on the Date of Net Asset Value Calculation.

Calculating the net asset value of the Master Fund (and, in turn, the Fund) includes, in part, any unrealized profits or losses on open commodity futures contracts. Under normal circumstances, the net asset value of the Master Fund reflects the settlement price of open commodity futures contracts on the date when the net asset value is being calculated. However, if a commodity futures contract traded on an exchange (both U.S. and non-U.S. exchanges) could not be liquidated on such day (due to the operation of daily limits or other rules of the exchange upon which that position is traded or otherwise), the settlement price on the most recent day on which the position could have been liquidated shall be the basis for determining the market value of such position for such day. In such a situation, there is a risk that the calculation of the net asset value of the Master Fund on such day will not accurately reflect the realizable market value of such commodity futures contract. For example, daily limits are generally triggered in the event of a significant change in market price of a commodity futures contract. Therefore, as a result of the daily limit, the current settlement price is unavailable. Because the settlement price on the most recent day on which the position could have been liquidated would be used in lieu of the actual settlement price on the date of determination, there is a risk that the resulting calculation of the Net Asset Value of the Master Fund (and, in turn, the Fund) could be understated or overstated, perhaps to a significant degree.

Table of Contents**BREAK-EVEN ANALYSIS**

The Breakeven Table below shows the estimated amount of all fees and expenses which are anticipated to be incurred by a new investor in the Shares during the first twelve months of ownership. The total estimated cost and expense load of the Shares is expressed as a percentage of \$29.69 (being the closing trading price of the Shares on November 30, 2010). Although the Managing Owner has used actual numbers and good faith estimates in preparing this table, the actual expenses associated with an investment in the Shares may differ.

Breakeven Table

Expense	Shares of the Fund ⁽¹⁾		Basket ⁽²⁾	
	\$	%	\$	%
Underwriting Discount ⁽³⁾	\$ 0.00	0%	\$ 0.00	0%
Management Fee ⁽⁴⁾	\$ 0.240	0.85%	\$ 12,618	0.85%
Underwriting Compensation ⁽¹²⁾⁽¹³⁾	\$ 0.17	0.57%	\$ 8,432	0.57%
Organization and Offering Expense Reimbursement ⁽⁵⁾	\$ 0.00	0.00%	\$ 0.00	0.00%
Brokerage Commissions and Fees ⁽⁶⁾	\$ 0.067	0.24%	\$ 3,563	0.24%
Routine Operational, Administrative and Other Ordinary Expenses ⁽⁷⁾⁽⁸⁾	\$ 0.00	0.00%	\$ 0.00	0.00%
Interest Income ⁽⁹⁾	\$(0.039)	-0.14%	\$ (2078)	-0.14%
12-Month Breakeven (continuous Offering) ⁽¹⁰⁾⁽¹¹⁾	\$ 0.268	0.95%	\$ 14,103	0.95%

1. The breakeven analysis set forth in this column assumes that the Shares have a constant month-end net asset value and is based on \$29.69 as the net asset value per share. See Fees and Charges on page 31 for an explanation of the expenses included in the Breakeven Table.
2. The breakeven analysis set forth in this column assumes that Baskets have a constant month-end net asset value and is based on \$1,484,500 as the net asset value per Basket. See Fees and Charges on page 31 for an explanation of the expenses included in the Breakeven Table.
3. No upfront selling commissions are charged to Shares sold during the continuous offering period, but it is expected that investors will be charged a customary commission by their brokers in connection with purchases of Shares that will vary from investor to investor. Investors are encouraged to review the terms of their brokerage accounts for details on applicable charges.
4. From the Management Fee, the Managing Owner will be responsible for paying any underwriting compensation in connection with this offering. As such, the \$0.17 per Share (\$8,432 per Basket) of underwriting compensation will not be an additional cost to investors in the Fund beyond the \$0.24 per Share (\$12,618 per Basket) of Management Fee which is payable.
5. All organizational and offering costs incurred in connection with organizing the Index Fund and the Master Fund and the offering of the Shares will be borne by the Managing Owner.
6. The costs to the fund for brokerage commissions and trading fees will vary by the broker or brokers involved to execute specific contracts for the funds interest. The managing owner expects to pay rates that are commensurate with the going market rate for commissions and brokerage. The costs to the fund will also be subject to the trading frequency of the fund.
7. Routine operational, administrative and other ordinary expenses are paid by the Managing Owner and include, but are not limited to, annual audit, accounting, and fund administration and other fund expenses that are fixed in

amount and not charged as a percentage of net asset value.

8. In connection with orders to create and redeem Baskets, Authorized Participants will pay a transaction fee in the amount of \$500 per order. Because these transactions fees are de minimis in amount, are charged on a transaction-by transaction basis (and not on a Basket-by-Basket basis), and are borne by the Authorized Participants, they have not been included in the Breakeven Table.

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9. Interest income currently is estimated to be earned at a rate of 0.14%, based upon the November 30, 2010 yield on 90 day Treasury Bills.
10. It is expected that interest income, as stated in footnote 9 above, will not exceed the fees and costs incurred by the fund over a 12 month period. Therefore, the fund needs to generate gains of at least 0.95% to break even in a 12 month period.
11. Investors may pay customary brokerage commissions in connection with purchases of Shares during the continuous offering period. Because such brokerage commission rates will vary from investor to investor, such brokerage commissions have not been included in the breakeven table. Investors are encouraged to review the terms of their brokerage accounts for details on applicable charges.
12. From the Management Fee, the Managing Owner will be responsible for paying all distribution and marketing fees and expenses to be paid in connection with this offering as more fully described in the Plan of Distribution Section of this prospectus, starting on page 50, which amounts equal \$3,377,000, in the aggregate. No underwriting compensation is payable by the Fund or the Master Fund in connection with this offering. For the avoidance of doubt, any underwriting compensation in connection with the offering of Shares under this prospectus is payable not by the Fund or the Master Fund but by the Managing Owner from the Management Fee. Since such compensation is not payable by the Fund or the Master Fund, such amounts do not affect the 12-month Breakeven as described in this Table.
13. The figures in this row are derived by dividing the maximum underwriting compensation as discussed in note 12 above (\$3,377,000) by the estimated maximum aggregate offering price for Shares under this prospectus (\$594,200,000), and multiplying that amount by the assumed net asset value per Share (\$29.69) and per Basket (\$1,484,500) as described in notes 1 and 2 above.

The Breakeven Table, as presented, is an approximation only. The capitalization of the Fund does not directly affect the level of its charges as a percentage of its net asset value, other than (i) administrative expenses (which are assumed for purposes of the Breakeven Table to equal the maximum estimated percentage of the average beginning of month net asset value) and (ii) brokerage commissions.

PERFORMANCE

From inception to December 31, 2010

PAST PERFORMANCE RESULTS ARE NOT NECESSARILY INDICATIVE OF FUTURE RESULTS.

Name of Pool: GreenHaven Continuous Commodity Index Master Fund

Type of Pool: Publicly offered Commodity Pool Listed on NYSE-ARCA

Inception of Fund: January 23, 2008

First Day of Public Trading: January 24, 2008

Aggregate Subscriptions: \$572,357,319 through December 31, 2010.

Current Net Asset Value: \$526,080,160 at December 31, 2010.

Largest monthly draw-down: 18.24% October 2008

Worst peak to valley draw-down: 43.33% June 2008-February 2009

Date	Month	NAV	Rate of Return
1/23/2008	Inception	\$30.00	
1/31/2008	January	\$31.65	5.50%
2/29/2008	February	\$35.41	11.88%
3/31/2008	March	\$32.46	-8.33%
4/30/2008	April	\$33.49	3.17%
5/31/2008	May	\$33.77	0.84%
6/30/2008	June	\$36.83	9.06%

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7/31/2008	July	\$33.71	-8.47%
8/31/2008	August	\$31.65	-6.11%
9/30/2008	September	\$27.74	-12.35%
10/31/2008	October	\$22.68	-18.24%
11/28/2008	November	\$22.03	-2.87%
12/31/2008	December	\$21.92	-0.50%
2008	Total Performance		-26.93%

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Date	Month	NAV	Rate of Return
1/30/2009	January	\$21.80	-0.55%
2/27/2009	February	\$20.87	-4.27%
3/31/2009	March	\$21.73	4.12%
4/30/2009	April	\$21.69	-0.18%
5/29/2009	May	\$24.21	11.62%
6/30/2009	June	\$22.73	-6.11%
7/31/2009	July	\$23.44	3.12%
8/30/2009	August	\$23.19	-1.07%
9/30/2009	September	\$23.89	3.02%
10/30/2009	October	\$24.94	4.40%
11/30/2009	November	\$26.09	4.61%
12/31/2009	December	\$26.22	0.50%
2009	Total Performance		19.62%
1/31/2010	January	\$25.09	-4.31%
2/28/2010	February	\$25.67	2.31%
3/31/2010	March	\$25.07	-2.34%
4/30/2010	April	\$25.76	2.75%
5/31/2010	May	\$24.50	-4.89%
6/30/2010	June	\$24.92	1.71%
7/30/2010	July	\$26.42	6.02%
8/31/2010	August	\$26.21	-0.79%
9/30/2010	September	\$26.33	0.46%
10/29/2010	October	\$29.76	13.03%
11/30/2010	November	\$29.67	-0.30%
12/31/2010	December	\$32.88	10.82%
	YTD Performance a/o 12/31/2010		25.40%

The Fund started trading and commenced the Continuous Offering Period on January 24, 2008. The Fund's results are verified by the Fund's Administrator. The Managing Owner will provide audited reports to shareholders annually. Quarterly results for the period ending in March, June, September, and December can be accessed online at <http://www.sec.gov> and the Fund's website, <http://www.greenhavenfunds.com>. The Fund's quarterly results are filed on form 10Q with the Securities and Exchange Commission.

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THE FUND AND MASTER FUND

GreenHaven Continuous Commodity Index Fund, or the Fund, was formed as a Delaware statutory trust on October 27, 2006. The Fund issues common units of beneficial interest, or Shares, which represent units of fractional undivided beneficial interest in and ownership of the Fund. The term of the Fund is perpetual (unless terminated earlier in certain circumstances).

GreenHaven Continuous Commodity Index Master Fund, or the Master Fund, was formed as a Delaware statutory trust on October 27, 2006. The Master Fund issues common units of beneficial interest, or Master Fund Units, which represent units of fractional undivided beneficial interest in and ownership of the Master Fund. The term of the Master Fund is perpetual (unless terminated earlier in certain circumstances).

The principal offices of the Fund and the Master Fund are located at c/o GreenHaven Commodity Services LLC, 3340 Peachtree Road, Suite 1910, Atlanta, Georgia 30326, and its telephone number is (404) 239-7938.

The Fund invests substantially all of its assets in the Master Fund in a master-feeder structure. The Fund holds no investment assets other than Master Fund Units. The Master Fund is wholly-owned by the Fund and the Managing Owner. Each Share issued by the Fund correlates with a Master Fund Unit issued by the Master Fund and held by the Fund.

Under the Trust Declaration of the Fund and the Master Fund, CSC Trust Company of Delaware, the Trustee of the Fund and the Master Fund, has delegated to the Managing Owner certain of the power and authority to manage the business and affairs of the Fund and the Master Fund and has duties and liabilities to the Fund and the Master Fund.

THE INDEX

Thomson Reuters America LLC (or Thomson Reuters) is the owner, publisher, and custodian of the Continuous Commodity Total Return Index Total Return (CCI-TR or the Index) which represents a total return version of the underlying commodities of the ninth revision (as of 1995-2005) of the original Commodity Research Bureau (CRB) Index. The CCI-TR is not the CRB Index. The Index is widely viewed as a broad measure of overall commodity price trends because of the diverse nature of the Index's constituent commodities. The Index is calculated to produce an unweighted geometric mean of the individual commodity price relatives, *i.e.*, a ratio of the current price to the base year average price. The base year of the Continuous Commodity Index (CCI) is 1967 with a starting value of 100. The base year for the CCI-TR is 1982, with a starting value of 100.

The Index is not the Thomson Reuters/Jefferies CRB Index (the CRB Index). The Index continued to be calculated using the ninth revision formula; the ninth revision is not the most recent revision of the CRB Index. In 2005, the CRB Index was revised for a tenth time, and is currently known as the Thomson Reuters/Jefferies CRB Index. The Funds are based on a total return version of the underlying commodities of the Continuous Commodity Index. The Index, both as it existed in 1995-2005 and in its current form as a basis for Fund performance, is materially different from the current CRB Index.

The Index is calculated to offer investors a representation of the investable returns that an investor should expect to receive by attempting to replicate the CCI index by buying the respective commodity futures and collateralizing their investment with United States Government securities, (*i.e.*, 90 day T-Bills). The Index takes into account the economics of rolling listed commodity futures forward to avoid delivery and maintain exposure in liquid contracts. The Index is notionally composed of commodity futures contracts on physical commodities. Unlike equities, which typically entitle the holder to a continuing stake in a corporation, commodity futures contracts normally specify a certain date for the delivery of the underlying physical commodity. In order to avoid the delivery process and maintain a long futures position, contracts nearing a delivery date must be sold and contracts that have not yet reached delivery must be purchased. This process is known as rolling a futures position. An index, such as the Index, is commonly known as a rolling index because it replaces futures contracts as they approach maturity by notionally selling and purchasing off-setting contracts to avoid delivery and maintain exposure in liquid contracts.

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The Index is an equal weight commodity index. By its very structure an evenly-weighted index will provide broader exposure than one that is not evenly-weighted. To the extent that an index is over-weighted in a particular commodity class, such as energy, that index will reflect the energy sector more than it will the broad commodity universe.

The table below indicates the constituent commodities of the Index (or the Index Commodities), the allowed contracts, their index weighting and the sector weighting within the Index.

Commodity	Allowed Contracts	Exchanges*	Index Weight		Sector Weight
Crude Oil	All 12 calendar months	NYMEX	5.88	%	Energy 17.64%
Heating Oil	All 12 calendar months	NYMEX	5.88	%	
Natural Gas	All 12 calendar months	NYMEX	5.88	%	
Corn	March, May, July, September, December	CBOT	5.88	%	Grains 17.64%
Wheat	March, May, July, September, December	CBOT	5.88	%	
Soybeans	January, March, May, July, August, November	CBOT	5.88	%	
Live Cattle	February, April, June, August, October, December	CME	5.88	%	Livestock 11.76%
Lean Hogs	February, April, June, July, August, October, December	CME	5.88	%	
Sugar	March, May, July, October	NYBOT	5.88	%	
Cotton	March, May, July, December	NYBOT	5.88	%	Softs 29.40%
Coffee	March, May, July September, December	NYBOT	5.88	%	
Cocoa	March, May, July September, December	NYBOT	5.88	%	
Orange Juice	January, March, May, July, September, November	NYBOT	5.88	%	Metals 23.52%
Gold	February, April, June, August, December	NYMEX	5.88	%	
Silver	March, May, July September, December	NYMEX	5.88	%	
Platinum	January, April, July, October	NYMEX	5.88	%	
Copper	March, May, July September, December	NYMEX	5.88	%	

* This column of the chart refers to the exchanges in which the standard futures contracts trade. The column is not intended to be an exhaustive list of all the exchanges in which a standard futures contract is traded, including foreign exchanges.

Each of the Index Commodities may trade as standard futures contracts on other exchanges, including, foreign exchange; however, the Master Fund will not engage in the purchase or sale of any standard constituent commodity traded on a foreign exchange.

The Fund and the Master Fund will not engage in the purchase of any forward, swap or other non-exchange traded instruments.

The total return version of the CCI index is calculated by Thomson Reuters. It is calculated to offer investors a fair representation of the returns that would be realized by an investment in the underlying commodities that are included in the CCI index on a fully collateralized basis.

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Tabular Performance of the CCI-TR since January 1, 1982 using month-end data provided by Thomson Reuters.

CCI Total Return Historical Prices (Monthly)**Tabular Performance**

29-Jan-82	101.34	31-Jan-91	151.18	31-Jan-00	182.49	31-Dec-09	323.9
26-Feb-82	97.88	28-Feb-91	153.9	29-Feb-00	181.6	29-Jan-10	309.71
31-Mar-82	95.25	28-Mar-91	154.35	31-Mar-00	186.68	26-Feb-10	316.72
30-Apr-82	96.8	30-Apr-91	153.43	28-Apr-00	184.96	31-Mar-10	309.01
28-May-82	93.93	31-May-91	152.96	31-May-00	195.03	30-Apr-10	317.08
30-Jun-82	92.81	28-Jun-91	149.72	30-Jun-00	195.06	31-May-10	301.2
30-Jul-82	93.17	31-Jul-91	154.8	31-Jul-00	192.53	30-Jun-10	305.95
31-Aug-82	95.18	30-Aug-91	152.99	31-Aug-00	198.89	30-Jul-10	323.85
30-Sep-82	93.88	30-Sep-91	156.77	29-Sep-00	200.19	31-Aug-10	321.16
29-Oct-82	96.53	31-Oct-91	160.4	31-Oct-00	196.31	30-Sep-10	344.3
30-Nov-82	98.58	29-Nov-91	158.33	30-Nov-00	203.55	29-Oct-10	363.59
31-Dec-82	98.44	31-Dec-91	152.25	29-Dec-00	203.47	30-Nov-10	361.99
31-Jan-83	103.24	31-Jan-92	152.62	31-Jan-01	200.87	31-Dec-10	400.73
28-Feb-83	98.56	28-Feb-92	150.99	28-Feb-01	199.37		
31-Mar-83	102.16	31-Mar-92	151.55	30-Mar-01	189.3		
29-Apr-83	104.58	30-Apr-92	149.17	30-Apr-01	192.8		
31-May-83	108.48	29-May-92	152.77	31-May-01	188.39		
30-Jun-83	107.15	30-Jun-92	153.52	29-Jun-01	183.78		
29-Jul-83	111.8	31-Jul-92	151.05	31-Jul-01	182.33		
31-Aug-83	113.31	31-Aug-92	147.35	31-Aug-01	178.58		
30-Sep-83	110.2	30-Sep-92	147.89	28-Sep-01	170.11		
31-Oct-83	106.39	30-Oct-92	145.91	31-Oct-01	165.99		
30-Nov-83	109.27	30-Nov-92	148.41	30-Nov-01	170.96		
30-Dec-83	111.16	31-Dec-92	147.44	28-Dec-01	168.51		
31-Jan-84	110	29-Jan-93	144.22	31-Jan-02	164.83		
29-Feb-84	111.46	26-Feb-93	145.81	28-Feb-02	167.85		
30-Mar-84	116.15	31-Mar-93	151.9	29-Mar-02	178.98		
30-Apr-84	114.17	30-Apr-93	153.95	30-Apr-02	174.76		
31-May-84	116.2	28-May-93	153.73	31-May-02	177.87		
29-Jun-84	112.18	30-Jun-93	152.79	28-Jun-02	179.55		
31-Jul-84	103	30-Jul-93	158.83	31-Jul-02	182.26		
31-Aug-84	107.59	31-Aug-93	156.42	30-Aug-02	188.45		
28-Sep-84	105.27	30-Sep-93	154.52	30-Sep-02	192.98		
31-Oct-84	106.2	29-Oct-93	153.92	31-Oct-02	194.72		
30-Nov-84	104.62	30-Nov-93	152.67	29-Nov-02	195.84		
31-Dec-84	101.03	31-Dec-93	156.48	31-Dec-02	199.55		
31-Jan-85	103.27	31-Jan-94	159.78	31-Jan-03	212.14		
28-Feb-85	99.17	28-Feb-94	160.8	28-Feb-03	210.43		
29-Mar-85	103.9	31-Mar-94	162.09	31-Mar-03	200.92		
30-Apr-85	101.06	29-Apr-94	161.89	30-Apr-03	201.16		
31-May-85	98.95	31-May-94	170	30-May-03	204.61		
28-Jun-85	96.93	30-Jun-94	169.55	30-Jun-03	202.54		
31-Jul-85	97.8	29-Jul-94	172.93	31-Jul-03	203.4		

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30-Aug-85	98.97	31-Aug-94	169.51	29-Aug-03	210.55
30-Sep-85	100.66	30-Sep-94	169.57	30-Sep-03	210.87
31-Oct-85	103.64	31-Oct-94	170.16	31-Oct-03	214.61
29-Nov-85	104.85	30-Nov-94	166.41	26-Nov-03	215.63
31-Dec-85	106.03	30-Dec-94	172.5	31-Dec-03	222.14
31-Jan-86	102.07	31-Jan-95	167.63	30-Jan-04	229.67
28-Feb-86	98.26	28-Feb-95	170.77	27-Feb-04	241.16
31-Mar-86	97.97	31-Mar-95	173.78	31-Mar-04	249.1
30-Apr-86	100.6	28-Apr-95	176.61	30-Apr-04	239.12
30-May-86	97.33	31-May-95	176.38	28-May-04	243.59
30-Jun-86	96.02	30-Jun-95	174.4	30-Jun-04	234.32
31-Jul-86	96.09	31-Jul-95	176.39	30-Jul-04	235.75
29-Aug-86	102.7	31-Aug-95	180.43	31-Aug-04	243.06
30-Sep-86	103.82	29-Sep-95	181.67	30-Sep-04	249.04
31-Oct-86	104.31	31-Oct-95	183.18	29-Oct-04	248.86
28-Nov-86	103.81	30-Nov-95	184.92	30-Nov-04	253.96
31-Dec-86	104.8	29-Dec-95	187.77	31-Dec-04	249.8
30-Jan-87	107.23	31-Jan-96	193.04	31-Jan-05	250.91
27-Feb-87	106	29-Feb-96	196.45	28-Feb-05	269.04
31-Mar-87	107.87	29-Mar-96	201.72	31-Mar-05	276.15
30-Apr-87	115.54	30-Apr-96	209.92	29-Apr-05	267.03
29-May-87	116.74	31-May-96	210.32	31-May-05	264.15
30-Jun-87	116.95	28-Jun-96	208.8	30-Jun-05	268.09
31-Jul-87	119.23	31-Jul-96	205.26	26-Jul-05	270.29
31-Aug-87	117.97	30-Aug-96	212.64	31-Aug-05	276.75
30-Sep-87	118.36	30-Sep-96	209.55	30-Sep-05	289.08
30-Oct-87	119	31-Oct-96	204.28	31-Oct-05	285.12
30-Nov-87	124.75	29-Nov-96	211.48	30-Nov-05	289.17
31-Dec-87	124.41	31-Dec-96	210.35	21-Dec-05	299.14
29-Jan-88	124.46	31-Jan-97	212.8	31-Jan-06	317.12
29-Feb-88	121.18	28-Feb-97	217.12	28-Feb-06	307.27
31-Mar-88	127.08	31-Mar-97	221.21	31-Mar-06	314.7
29-Apr-88	128.08	30-Apr-97	224.26	28-Apr-06	328.56
31-May-88	134.02	30-May-97	227.67	31-May-06	328.29
30-Jun-88	138.37	30-Jun-97	220.61	30-Jun-06	329.34
29-Jul-88	132.59	31-Jul-97	224.71	31-Jul-06	333.17
31-Aug-88	132.63	29-Aug-97	226.65	31-Aug-06	330.53
30-Sep-88	128.43	30-Sep-97	227.92	29-Sep-06	313.11
31-Oct-88	134.88	31-Oct-97	227.01	31-Oct-06	323.58
30-Nov-88	139.34	28-Nov-97	224.59	30-Nov-06	342.86
30-Dec-88	144.35	31-Dec-97	219.56	29-Dec-06	331.29
31-Jan-89	141.62	31-Jan-98	224.1	31-Jan-07	330.62
28-Feb-89	144.01	27-Feb-98	217.32	28-Feb-07	342.83
31-Mar-89	145.51	31-Mar-98	218.08	30-Mar-07	341.39
28-Apr-89	146.19	30-Apr-98	215.22	30-Apr-07	335.77
31-May-89	142.61	29-May-98	207.33	31-May-07	339.705
30-Jun-89	146.79	30-Jun-98	203.41	29-Jun-07	339.29
31-Jul-89	142.6	31-Jul-98	195.17	31-Jul-07	349.84

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31-Aug-89	144.06	31-Aug-98	183.2	31-Aug-07	339.34
29-Sep-89	144.97	30-Sep-98	188.69	28-Sep-07	367.75
31-Oct-89	144.75	30-Oct-98	188.01	31-Oct-07	373.06
30-Nov-89	147.55	30-Nov-98	180.37	30-Nov-07	368.91
29-Dec-89	150.98	31-Dec-98	174.47	31-Dec-07	388.29

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Values of the Index are computed by Thomson Reuters, and disseminated by NYSE-ARCA every fifteen (15) seconds during the trading day. Only settlement and last-sale prices are used in the Index's calculation, bids and offers are not recognized including limit-bid and limit-offer price quotes. Where no last-sale price exists, typically in the more deferred contract months, the previous days' settlement price is used. This means that the Index may lag its theoretical value. This tendency to lag is evident at the end of the day when the Index value is based on the settlement prices of the component commodities, and explains why the Index often closes at or near the high or low for the day.

Calculating Total Return

Thomson Reuters is the owner, custodian, and calculating agent for the Index. The Index is calculated using the following three variables:

1. The CCI cash index and its daily return; The CCI is a geometric average of the 17 Index Commodities multiplied by a constant factor. The Index is calculated by first, averaging the prices of the valid contract months for each day for each included commodity. The average prices of all commodities are then multiplied and the seventeenth root of the number is taken as the raw index value. This raw index value is multiplied by 0.8486, which is the adjustment factor necessitated by the index's July 20, 1987 change over from 26 commodities to 21 commodities. The resulting value is divided by 30.7766, which is the 1967 base year average for these 17 commodities. Finally, this result is multiplied by 100 in order to convert the index into percentage terms.

$$\text{CCI} = \{ \text{Geometric Average (PRICES)} / 30.7766 \} \times 0.8486 \times 100$$

2. The second Friday in January, February, April, June, August, and November are the roll dates for the CCI Total Return Index. On these dates, two sets of prices are considered—one from the window of the expiring month contract and another from the next contract month window. The ratio of the two index values is the roll ratio. Each index value in the subsequent contract month, is multiplied by the value of the ratio. The roll ratio is determined on the roll date and then is multiplied to each of the index value for that contract month. The index treated by multiplying the CCI with the roll ratio is called the CCI Roll Return Index or CCI Continuous Contract Index.

$$\text{Roll Ratio} = \text{Index Value (nearby month)} / \text{Index value (deferred Month), on the date.}$$

3. The CCI Total Return Index has a starting value of 100 on January 1st 1982. This index is compounded daily by multiplying the previous day value with change in CCI Index on that day and 90 days T-Bill yield for a single day. Monday's T-Bill yield is used for 3 days because of the interest earned by the collateral over the Weekend

i. CCI Total Return Index = $100 \times (1 + \text{Continuous Daily Return} + \text{T-Bill return for one day})$, beginning January 1, 1982

ii. Continuous Daily return = $\{ \text{CCI Continuous Contract Index} / \text{CCI Continuous Contract Index}(t-1) \} - 1$

iii. T-Bill return for one day = $\{ [1 / (1 - (91/360) \times \text{T-Bill Rate } t-1)]^{(1/91)} - 1$

Daily Range

The CCI high and low will be the highest and lowest quoted CCI value each day. Since prices may change during any given interval, the CCI may miss the actual or theoretical high or low for the day. Actual high and low are defined as the highest and lowest possible CCI value given all prices arrive in real time and the CCI is recalculated for each new price. Theoretical high and low are defined as the CCI value obtained by calculating the CCI from the daily high and low for each CCI-TR eligible contract.

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Eligible Contracts

Commodity

Crude Oil

Heating Oil

Natural Gas

Corn

Wheat

Soybeans

Live Cattle

Lean Hogs

Sugar

Cotton

Coffee

Cocoa

Orange Juice

Gold

Silver

Platinum

Copper

CCI-TR Eligible Those contracts which are allowed for the commodity and expire up through 6 calendar months from the next roll date, set as the 2nd Friday of January, February, April, June, August, and November except that there shall be a minimum of two contract months for each commodity (add contracts beyond the six month window, if necessary).

Furthermore, there shall be a maximum of five contract months for each commodity (drop the most deferred contracts to remain at five, if necessary).

Interruption of Index Calculation: Calculation of the Index may not be possible or feasible under certain events or circumstances, including, without limitation, a systems failure, natural or man-made disaster, act of God, armed conflict, act of terrorism, riot or labor disruption or any similar intervening circumstance, that is beyond the reasonable control of Thomson Reuters or the Managing Owner. Additionally, calculation of the Index may also be disrupted by an event that would require Thomson Reuters to calculate the closing price in respect of the relevant commodity on an alternative basis.

INVESTMENT OBJECTIVE***Investment Objective***

The investment objective of the Fund and the Master Fund is to reflect the performance of the Index, over time, less the expenses of the operations of the Fund and the Master Fund.

The Fund pursues its investment objective by investing substantially all of its assets in the Master Fund. The Master Fund pursues its investment objective by investing in a portfolio of exchange-traded futures on the commodities comprising the Index, or the Index Commodities.

The Master Fund holds a portfolio of futures contracts on the Index Commodities as well as cash and United States Treasury securities for deposit with the Master Fund's Commodity Brokers as margin and other high credit quality short-term fixed income securities. The Master Fund's portfolio is traded with a view to reflecting the performance of the Index over time, whether the Index is rising, falling or flat over any particular period. The Master Fund is not managed by traditional methods, which typically involve effecting changes in the composition of the Master Fund's portfolio (or the Portfolio) on the basis of judgments relating to economic, financial and market

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considerations with a view to obtaining positive results under all market conditions. To maintain the correspondence between the composition and weightings of the Index Commodities comprising the Index, the Managing Owner may adjust the Portfolio on a daily basis to conform to periodic changes in the identity and/or relative weighting of the Index Commodities. The Managing Owner aggregates certain of the adjustments and makes changes to the Portfolio in the case of significant changes to the Index.

There can be no assurance that the Fund or the Master Fund will achieve its investment objective or avoid substantial losses. The Master Fund has limited trading and performance history. The value of the Shares is expected to fluctuate generally in relation to changes in the value of the Master Fund Units.

Role of Managing Owner

The Managing Owner serves as the commodity pool operator and commodity trading advisor of the Fund and the Master Fund.

Specifically, with respect to the Fund and the Master Fund, the Managing Owner:

- (i) selects the Trustee, Administrator, Distributor and the Fund's and Master Fund's auditor;
- (ii) negotiates various agreements and fees; and
- (iii) performs such other services as the Managing Owner believes that the Fund and the Master Fund may from time to time require.

Specifically, with respect to the Master Fund, the Managing Owner:

- (i) selects the Commodity Broker; and
- (ii) monitors the performance results of the Master Fund's portfolio and reallocates assets within the Portfolio with a view to causing the performance of the Master Fund's Portfolio to track that of the Index over time.

The Managing Owner and its trading principals have a limited history operating a commodity pool or managed a commodity trading account. The Managing Owner is registered as a commodity pool operator and commodity trading advisor with the CFTC and was approved as a member of the NFA as of November 15, 2006.

The principal office of the Managing Owner is located at 3340 Peachtree Road, Suite 1910, Atlanta, Georgia 30326. The telephone number of the Managing Owner is (404) 239-7938.

WHO MAY SUBSCRIBE

Baskets may be created or redeemed only by Authorized Participants. Each Authorized Participant must (1) be a registered broker-dealer or other securities market participant such as a bank or other financial institution which is not required to register as a broker-dealer to engage in securities transactions, (2) be a participant in DTC, and (3) have entered into an agreement with the Fund and the Managing Owner (a Participant Agreement). The Participant Agreement sets forth the procedures for the creation and redemption of Baskets of Shares and for the delivery of cash required for such creations or redemptions. A list of the current Authorized Participants can be obtained from the Administrator. A similar agreement between the Fund and the Master Fund sets forth the procedures for the creation and redemption of Master Unit Baskets by the Fund. See *Creation and Redemption of Shares* for more details.

CREATION AND REDEMPTION OF SHARES

The Fund will create and redeem Shares from time to time, but only in one or more Baskets. A Basket is a block of 50,000 Shares. Baskets may be created or redeemed only by Authorized Participants. Authorized Participants pay a transaction fee of \$500 in connection with each order to create or redeem a Basket of Shares. Authorized Participants may sell the Shares included in the Baskets they purchase from the Fund to other investors.

The Master Fund will create and redeem Master Fund Units from time to time, but only in one or more Master Unit Baskets. A Master Unit Basket is a block of 50,000 Master Fund Units. Master Unit Baskets may be created or

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redeemed only by the Fund. Each Share issued by the Fund will correlate with a Master Fund Unit issued by the Master Fund and held by the Fund.

Authorized Participants are the only persons that may place orders to create and redeem Baskets. Investors will not be permitted to purchase Baskets from Authorized Participants. To become an Authorized Participant, a person must enter into a Participant Agreement with the Fund and the Managing Owner. The Participant Agreement sets forth the procedures for the creation and redemption of Baskets and for the payment of cash required for such creations and redemptions. The Participant Agreement and the related procedures attached thereto may be amended by the Managing Owner and the Distributor without the consent of any Shareholder or Authorized Participant. To compensate the Administrator for services in processing the creation and redemption of Baskets, an Authorized Participant is required to pay a transaction fee to the Fund of \$500 per order to create or redeem Baskets. In turn, the Fund pays this transaction fee to the Master Fund, which then pays such fee to the Administrator. Authorized Participants who purchase Baskets receive no fees, commissions or other form of compensation or inducement of any kind from either the Managing Owner or the Fund, and no such person has any obligation or responsibility to the Managing Owner or the Fund to effect any sale or resale of Shares.

Authorized Participants are cautioned that some of their activities will result in their being deemed participants in a distribution in a manner which would render them statutory underwriters and subject them to the prospectus-delivery and liability provisions of the Securities Act, as described in Plan of Distribution.

Each Authorized Participant will be registered as a broker-dealer under the Securities Exchange Act of 1934 (the Exchange Act) and regulated by the Financial Industry Regulatory Authority (FINRA), or will be exempt from being or otherwise will not be required to be so regulated or registered, and will be qualified to act as a broker or dealer in the states or other jurisdictions where the nature of its business so requires. Certain Authorized Participants may be regulated under federal and state banking laws and regulations. Each Authorized Participant has its own set of rules and procedures, internal controls and information barriers as it determines is appropriate in light of its own regulatory regime.

Authorized Participants may act for their own accounts or as agents for broker-dealers, custodians and other securities market participants that wish to create or redeem Baskets.

Under the Participant Agreements, the Managing Owner has agreed to indemnify the Authorized Participants against certain liabilities, including liabilities under the Securities Act, and to contribute to the payments the Authorized Participants may be required to make in respect of those liabilities. The Administrator has agreed to reimburse the Authorized Participants, solely from and to the extent of the Master Fund's assets, for indemnification and contribution amounts due from the Managing Owner in respect of such liabilities to the extent the Managing Owner has not paid such amounts when due.

The following description of the procedures for the creation and redemption of Baskets is only a summary and an investor should refer to the relevant provisions of the Fund's Trust Declaration and the form of Participant Agreement for more detail. The Fund's Trust Declaration and the form of Participant Agreement are filed as exhibits (by incorporation) to the registration statement of which this prospectus is a part.

Creation Procedures

On any business day, an Authorized Participant may place an order with the Distributor to create one or more Baskets. For purposes of processing both purchase and redemption orders, a business day means any day other than a day when banks in New York City are required or permitted to be closed. Purchase orders must be placed by 10:00 a.m., New York time. The day on which the Distributor receives a valid purchase order is the purchase order date. Purchase orders are irrevocable. By placing a purchase order, and prior to delivery of such Baskets, an Authorized Participant's DTC account will be charged the non-refundable transaction fee due for the purchase order.

Determination of required payment

The total payment required to create each Basket is the Net Asset Value of 50,000 Shares as of the closing time of NYSE-ARCA or the last to close of the exchanges on which the Index Commodities are traded, whichever is later,

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on the purchase order date. Baskets will be issued as of 12:00 p.m., New York time, on the Business Day immediately following the purchase order date at Net Asset Value per Share as of the closing time of NYSE-ARCA or the last to close of the exchanges on which the Index Commodities are traded, whichever is later, on the purchase order date during the continuous offering period, but only if the required payment has been timely received.

Because orders to purchase Baskets must be placed by 10:00 a.m., New York time, but the total payment required to create a Basket during the continuous offering period will not be determined until 4:00 p.m., New York time, on the date the purchase order is received, Authorized Participants will not know the total amount of the payment required to create a Basket at the time they submit an irrevocable purchase order for the Basket. The Fund's Net Asset Value and the total amount of the payment required to create a Basket could rise or fall substantially between the time an irrevocable purchase order is submitted and the time the amount of the purchase price in respect thereof is determined.

Rejection of purchase orders

The Administrator may reject a purchase order if:

- (i) it determines that the purchase order is not in proper form;
- (ii) the Managing Owner believes that the purchase order would have adverse tax consequences to the Fund or its Shareholders; or
- (iii) circumstances outside the control of the Managing Owner or the Distributor make it, for all practical purposes, not feasible to process creations of Baskets.

The Distributor and the Managing Owner will not be liable for the rejection of any purchase order.

Redemption Procedures

The procedures by which an Authorized Participant can redeem one or more Baskets mirror the procedures for the creation of Baskets. On any business day, an Authorized Participant may place an order with the Distributor to redeem one or more Baskets. Redemption orders must be placed by 10:00 a.m., New York time. The day on which the Distributor receives a valid redemption order is the redemption order date. Redemption orders are irrevocable. Individual Shareholders may not redeem directly from the Fund.

By placing a redemption order, an Authorized Participant agrees to deliver the Baskets to be redeemed through DTC's book-entry system to the Fund not later than 12:00pm, New York time, on the business day immediately following the redemption order date. By placing a redemption order, and prior to receipt of the redemption proceeds, an Authorized Participant's DTC account will be charged the non-refundable transaction fee due for the redemption order.

Determination of redemption proceeds

The redemption proceeds from the Fund consist of the cash redemption amount equal to the Net Asset Value of the number of Basket(s) requested in the Authorized Participant's redemption order as of the closing time of the NYSE-ARCA or the last to close of the exchanges on which the Index Commodities are traded, whichever is later, on the redemption order date. The Managing Owner will distribute the cash redemption amount at 12:00 p.m., New York time, on the business day immediately following the redemption order date through DTC to the account of the Authorized Participant as recorded on DTC's book entry system.

Delivery of redemption proceeds

The redemption proceeds due from the Fund is delivered to the Authorized Participant at 12:00 p.m., New York time, on the business day immediately following the redemption order date if, by such time, the Fund's DTC account has been credited with the Baskets to be redeemed. If the Fund's DTC account has not been credited with all of the Baskets to be redeemed by such time, the redemption distribution is delivered to the extent of whole Baskets received. Any remainder of the redemption distribution is delivered on the next business day to the extent

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of remaining whole Baskets received if the Distributor receives the fee applicable to the extension of the redemption distribution date which the Distributor may, from time to time, determine and the remaining Baskets to be redeemed are credited to the Fund's DTC account by 12:00 p.m., New York time, on such next business day. Any further outstanding amount of the redemption order shall be cancelled. The Distributor is also authorized to deliver the redemption distribution notwithstanding that the Baskets to be redeemed are not credited to the Fund's DTC account by 12:00 p.m., New York time, on the business day immediately following the redemption order date if the Authorized Participant has collateralized its obligation to deliver the Baskets through DTC's book entry system on such terms as the Distributor and the Managing Owner may from time to time agree upon.

Suspension or rejection of redemption orders

The Distributor may, in its discretion, and will when directed by the Managing Owner, suspend the right of redemption, or postpone the redemption settlement date, (1) for any period during which an emergency exists as a result of which the redemption distribution is not reasonably practicable, or (2) for such other period as the Managing Owner determines to be necessary for the protection of the Shareholders. Neither the Distributor nor the Managing Owner will be liable to any person or in any way for any loss or damages that may result from any such suspension or postponement.

The Distributor will reject a redemption order if the order is not in proper form as described in the Participant Agreement or if the fulfillment of the order, in the opinion of its counsel, might be unlawful.

Creation and Redemption Transaction Fee

To compensate the Administrator for services in processing the creation and redemption of Baskets, an Authorized Participant is required to pay a transaction fee to the Fund of \$500 per order to create or redeem Baskets. In turn, the Fund pays this transaction fee to the Master Fund, which then pays such fee to the Administrator. An order may include multiple Baskets. The transaction fee may be reduced, increased or otherwise changed by the Administrator with consent from the Managing Owner. The Administrator must notify DTC of any agreement to change the transaction fee and will not implement any increase in the fee for the redemption of Baskets until thirty (30) days after the date of the notice.

THE COMMODITY BROKERS

A variety of executing brokers may execute futures transactions on behalf of the Master Fund. The Master Fund has designated Morgan Stanley & Co. Incorporated (MS&Co.), a Delaware corporation, to serve as clearing broker to which the executing brokers give-up all such transactions.

MS&Co. is a wholly-owned subsidiary of Morgan Stanley (MS), a Delaware holding company. MS files periodic reports with the Securities and Exchange Commission as required by the Securities Exchange Act of 1934, which include current descriptions of material litigation and material proceedings and investigations, if any, by governmental and/or regulatory agencies or self-regulatory organizations concerning MS and its subsidiaries, including MS&Co. As a consolidated subsidiary of MS, MS&Co. does not file its own periodic reports with the SEC that contain descriptions of material litigation, proceedings and investigations. As a result, we refer you to the following Legal Proceedings section of MS's SEC 10-K filings for 2009, 2008, 2007, 2006, and 2005.

In addition to the matters described in those filings, in the normal course of business, each of MS and MS&Co. has been named, from time to time, as a defendant in various legal actions, including arbitrations, class actions, and other litigation, arising in connection with its activities as a global diversified financial services institution. Certain of the legal actions include claims for substantial compensatory and/or punitive damages or claims for indeterminate amounts of damages. Each of MS and MS&Co. is also involved, from time to time, in investigations and proceedings by governmental and/or regulatory agencies or self-regulatory organizations, certain of which may result in adverse judgments, fines or penalties. The number of these investigations and proceedings has increased in recent years with regard to many financial services institutions, including MS and MS&Co.

MS&Co. is a Delaware corporation with its main business office located at 1585 Broadway, New York, New York 10036. Among other registrations and memberships, MS&Co. is registered as a futures commission merchant and is a member of the National Futures Association.

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Effective on or about April 1, 2007 Morgan Stanley DW Inc. (MSDW) was merged into Morgan Stanley & Co. Incorporated (MS&Co.), which has assumed all of the responsibilities of MSDW. For purposes of clarity, however, MSDW's litigation disclosure will be retained and listed separately, in relevant part, until the fifth anniversary of the date of each specific disclosure item in the MSDW sub-section.

MS&Co. is a wholly-owned subsidiary of Morgan Stanley (MS), a Delaware holding company. MS files periodic reports with the Securities and Exchange Commission as required by the Securities Exchange Act of 1934, which include current descriptions of material litigation and material proceedings and investigations, if any, by governmental and/or regulatory agencies or self-regulatory organizations concerning MS and its subsidiaries, including MS&Co. As a consolidated subsidiary of MS, MS&Co. does not file its own periodic reports with the SEC that contain descriptions of material litigation, proceedings and investigations. As a result, we refer you to the Legal Proceedings section of MS's SEC 10-K filings for 2009, 2008, 2007, 2006, 2005 and 2004.

During the preceding five years, the following administrative, civil, or criminal actions pending, on appeal or concluded against MS&Co. or any of its principals are material within the meaning of CFTC Rule 4.24(1)(2) or 4.34(k)(2):

Morgan Stanley DW Inc.

In the normal course of business, MSDW was involved in numerous legal actions, including arbitrations, class actions, and other litigation. Certain of the legal actions include claims for substantial compensatory and/or punitive damages or claims for indeterminate amounts of damages. MSDW was also involved, from time to time, in investigations and proceedings by governmental and/or regulatory agencies or self-regulatory organizations, certain of which have resulted and may result in adverse judgments, fines or penalties. The number of these investigations and proceedings has increased in recent years with regard to many financial services institutions, including MSDW.

On July 14, 2003, the Massachusetts Securities Division filed an administrative complaint alleging that MSDW filed false information in response to an inquiry from the Massachusetts Securities Division pertaining to mutual fund sales practices. On August 11, 2003, the Massachusetts Securities Division filed an administrative complaint, alleging that MSDW failed to make disclosures of incentive compensation for proprietary and partnered mutual fund transactions. On November 25, 2003, the Massachusetts Securities Division filed an administrative complaint, alleging that a former branch manager engaged in securities fraud and dishonest conduct in promoting the sales of proprietary mutual funds. On May 24, 2004, the presiding hearing officer granted MSDW's motion to dismiss all claims relating to MSDW's differential compensation practices and its receipt of remuneration from third-party fund families, holding that these practices did not violate any state law or regulation. Regarding the Massachusetts Securities Division's complaint filed on July 14, 2003, MSDW waived its right to a hearing and agreed to pay an administrative fine of \$25,000 on September 27, 2004. Regarding the Massachusetts Securities Division's complaints filed on August 11, 2003 and November 25, 2003, hearings were concluded on December 20, 2004. On March 27, 2005 the hearing officer issued two decisions dismissing all charges against MSDW and the branch manager. On April 7, 2005, the Massachusetts Securities Division filed a Motion for Reconsideration of the hearing officer's decisions to dismiss all charges against MSDW and the branch manager. On August 24, 2005, the hearing officer denied the Massachusetts Securities Division's motion for reconsideration as to the branch manager, not having yet ruled upon the motion as to MSDW.

In fiscal 2004, MSDW discovered irregularities in the accounts of certain clients of Carlos Soto, a former registered representative in its San Juan, Puerto Rico branch. Mr. Soto stated that, with respect to certain clients, he had raised some funds by making misrepresentations, issuing false account statements and diverting some funds to accounts he controlled. MSDW promptly notified regulators and law enforcement. On December 9, 2004, MSDW reached a final settlement with the New York Stock Exchange to resolve this matter (see December 2004 matter).

On June 17, 2004, the New Hampshire Bureau of Securities Regulation filed a petition for relief against MSDW alleging, among other things, that a former representative solicited certain customers to purchase certain unregistered, non-exempt securities, that certain managers promoted the sale of proprietary mutual funds and other products by the use of certain sales contests and that MSDW failed to disclose the alleged material fact of such contests. On April 7, 2005, MSDW entered into a consent agreement with the New Hampshire Bureau of Securities Regulation. MSDW agreed to a \$425,000 fine, a cease and desist order, to pay \$10,000 for the cost of investigation,

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and to comply with a variety of undertakings, including requirements to retain an independent consultant to review certain compliance and policy procedures, provide rescission with respect to certain transactions, and notify New Hampshire residents of certain rights with respect to arbitration agreements.

In December 2004, the New York Stock Exchange brought an administrative action (relating to the Carlos Soto matter noted above and misconduct by a separate former employee of the firm) against MSDW and its affiliate MS&Co. alleging violations by MSDW and/or MS&Co. of (1) New York Stock Exchange Rule 342 by failing to provide for appropriate supervision of certain business activities and by failing to provide for proper implementation of adequate systems and procedures to ensure adequate supervision of certain customer accounts; (2) New York Stock Exchange Rule 405 by failing to use due diligence concerning accounts handled by two registered representatives; and (3) New York Stock Exchange Rule 440 and Regulation 240.17A-3 of the Securities Exchange Act by failing to maintain complete and accurate books and records related to this matter. Without admitting or denying guilt, MSDW and MS&Co. consented to a censure and a fine of \$6 million which was accepted by a hearing panel of the New York Stock Exchange on December 9, 2004.

In 2004, the New York Stock Exchange brought an administrative action against MSDW and MS&Co. alleging violations by MSDW and/or MS&Co. of (1) New York Stock Exchange Rules 401 and 476(a)(6) by failing to ensure delivery of prospectuses in connection with certain sales of securities; (2) New York Stock Exchange Rule 476(a)(11) by failing to timely and accurately file daily program trade reports; (3) New York Stock Exchange Rule 440b and SEC Regulation 10a-1 of the Securities Exchange Act by erroneously executing certain sell orders on a minus tick for securities in which MSDW held a short position; (4) New York Stock Exchange Rule 351 by failing to timely submit RE-3 in connection with certain matters; (5) New York Stock Exchange Rule 345 and Securities Exchange Act Regulations 17f-2 and 17a-3(12)(i) by hiring certain individuals subject to statutory disqualification and failing to file fingerprint cards for certain non-registered employees; (6) New York Stock Exchange Rule 123c by failing to comply with requirements concerning certain market-on-close and limit-on-close orders; (7) New York Stock Exchange Rule 472, 342.16 and 342.17 concerning supervision of certain incoming and/or outgoing communications; and (8) New York Stock Exchange Rule 342(a) and (b) by failing to reasonably supervise certain activities. MSDW and MS&Co. resolved the action by consenting, without admitting or denying guilt, to a censure, a fine of \$13 million and a rescission offer to those clients who should have received a prospectus during the period from June 2003 to September 2004. A hearing panel of the New York Stock Exchange accepted this settlement on December 9, 2004.

In an acceptance, waiver and consent dated August 1, 2005, the National Association of Securities Dealers, Inc. found that MSDW Inc. violated the National Association of Securities Dealers, Inc.'s rules 3010 and 2110 by failing to establish and maintain a supervisory system, including written procedures, reasonably designed to review and monitor its fee-based brokerage business between January 2001 and December 2003. Without admitting or denying the allegations, MSDW consented to the described sanctions and findings. The firm was censured and fined \$1.5 million, and agreed to the payment of restitution to 3,549 customers in the total amount of approximately \$4,640,582, plus interest from December 31, 2003 until August 1, 2005.

On September 27, 2007, FINRA announced that MS&Co., on behalf of itself and as successor to Morgan Stanley DW Inc., entered into a Letter of Acceptance, Waiver and Consent to resolve charges filed by FINRA on December 19, 2006. In the Letter of Acceptance, Waiver and Consent, FINRA found that, among other things, MS&Co. provided inaccurate information regarding the existence of pre-September 11, 2001 emails and failed to provide such emails to arbitration claimants and regulators in response to discovery obligations and regulatory inquiries, failed adequately to preserve books and records, and failed to establish and maintain systems and written procedures reasonably designed to preserve required records and to ensure that it conducted adequate searches in response to regulatory inquiries and discovery requests. The Letter of Acceptance, Waiver and Consent also included findings that MS&Co. failed to provide arbitration claimants with updates to a supervisory manual when called for in discovery. FINRA found that MS&Co. violated Section 17(a) of the Exchange Act of 1934 and Rule 17a-4 thereunder, NASD Conduct Rules 2110, 3010 (a) and (b) and 3110, NASD Procedural Rule 8210 and Interpretative Material 10100 under the NASD Code of Arbitration Procedure. In the settlement, MS&Co. neither admitted nor denied these findings. The settlement established a \$9.5 million fund for the benefit of potentially affected arbitration claimants to be administered by a third party at the expense of MS&Co. In addition, MS&Co. was censured and agreed to pay a \$3 million regulatory

fine and to retain an independent consultant to review its procedures for complying with discovery requirements in arbitration proceedings relating to MS&Co.'s retail brokerage operations.

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On October 10, 2007, MS&Co., on behalf of itself and as successor to Morgan Stanley DW Inc., became the subject of an Order Instituting Administrative and Cease-And-Desist Proceedings by the SEC. The Order found that from as early as 2000 until 2006, MS&Co. failed to provide to its customers accurate and complete written trade confirmations for certain fixed income securities in violation of Rule 10b-10 under the Exchange Act, Section 15B(c)(1) of the Exchange Act and Rule G-15 of the Municipal Securities Rulemaking Board (MSRB). The Order censured MS&Co., ordered it to cease and desist from committing or causing any violations and any future violations of Rule 10b-10 under the Exchange Act, Section 15B(c)(1) of the Exchange Act, and MSRB Rule G-15, ordered MS&Co. to pay a \$7.5 million penalty, and to retain an independent consultant to review MS&Co.'s policies and procedures. MS&Co. consented to the issuance of the Order without admitting or denying any of the SEC's findings, except as to the SEC's jurisdiction over the matter.

Morgan Stanley & Co. Incorporated

On June 2, 2009, MS executed a final settlement with the Office of the New York State Attorney General (NYAG) in connection with its investigation relating to the sale of auction-rate securities (ARS). MS agreed, among other things to: (1) repurchase at par illiquid ARS that were purchased by certain retail clients prior to February 13, 2008; (2) pay certain retail clients that sold ARS below par the difference between par and the price at which the clients sold the securities; (3) arbitrate, under special procedures, claims for consequential damages by certain retail clients; (4) refund refinancing fees to certain municipal issuers of ARS; and (5) pay a total penalty of \$35 million. On August 13, 2008, MS reached an agreement in principle on substantially the same terms with the Office of the Illinois Secretary of State, Securities Department (on behalf of a task force of other states under the auspices of the North American Securities Administrators Association) that would settle their investigations into the same matters. A separate investigation of these matters by the SEC remains ongoing.

In connection with the MS&Co.'s role as either lead or co-lead underwriter in several initial public offerings (IPO), the company has been exposed to both regulatory and civil proceedings. On January 25, 2005, MS&Co. announced a settlement with the Securities and Exchange Commission regarding allegations that it violated Rule 101 of Regulation M by attempting to induce certain customers that received shares in IPOs to place purchase orders for additional shares in the aftermarket. Under the terms of the settlement, MS&Co. agreed, without admitting or denying the allegations, to the entry of a judgment enjoining it from violating Rule 101 of Regulation M and the payment of a \$40 million civil penalty. The court approved the settlement on February 4, 2005.

On May 12, 2006, the U.S. District Court for the District of Columbia (the D.C. District Court) entered Final Judgment effecting a settlement MS had reached with the SEC, the New York Stock Exchange, Inc. (NYSE) and the NASD relating to MS&Co.'s production of email in the research analyst and IPO investigations from December 2000 through at least July 2005. The complaint, filed by the SEC in the District Court on May 10, 2006, alleges that MS&Co. did not timely produce emails in response to those matters because it did not diligently search for back-up tapes containing responsive emails until 2005, and because it over-wrote back-up tapes potentially containing responsive email until at least December 2002. Without admitting or denying the allegations of the complaint, MS&Co. consented to (1) a permanent injunction barring future violations of §17(b) of the Exchange Act (which requires, among other things, that MS respond promptly to SEC subpoenas and requests) and the relevant regulations promulgated thereunder and (2) the payment of a \$15 million civil penalty, \$5 million of which will be paid to the NASD and NYSE.

On May 31, 2006, MS&Co. and MSDW consented, without admitting or denying the findings, to the entry of an order in which they were censured by the SEC for allegedly violating Section 17(a)(2) of the Securities Act by managing auctions for auction rate securities in ways that were not adequately disclosed or that did not conform to disclosed procedures. The order required that MS&Co. and MSDW cease and desist from committing or causing any violations and any future violations of Section 17(a)(2) of the Securities Act, the payment of a civil money penalty of \$1.5 million and to comply with certain additional undertakings.

On June 27, 2006, MS&Co. and MSDW consented, without admitting or denying the findings, to the entry of an order in which they were censured by the SEC for allegedly violating Section 15(f) of the Exchange Act of 1934 and Section 204A of the Investment Advisers Act of 1940 and paid a civil money penalty of \$10 million. The SEC found that MS&Co. and MSDW failed to: (1) conduct any surveillance of a number of accounts and securities; (2) provide

adequate guidance to personnel charged with conducting surveillance; (3) have adequate controls in place

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with respect to certain aspects of watch list maintenance. The SEC's findings covered different areas from the 1997 through 2006 time period. The order also required that MS&Co. and MSDW comply with certain undertakings as described in the SEC's order, which include retaining a qualified independent consultant to conduct a comprehensive review of their policies, practices and procedures relating to 15(f) of the Exchange Act of 1934 and Section 204A of the Investment Advisors Act of 1940 to determine the adequacy of such policies, practices and procedures and make appropriate recommendations.

MS&Co., nor any affiliate, officer, director or employee thereof have passed on the merits of this Memorandum or offering, or give any guarantee as to the performance or any other aspect of the Fund.

**DESCRIPTION OF THE SHARES AND THE MASTER FUND UNITS;
CERTAIN MATERIAL TERMS OF THE TRUST DECLARATIONS**

The following summary briefly describes in brief the Shares and the Master Fund Units and certain aspects of the operation of the Fund and the Master Fund and the respective responsibilities of the Trustee and the Managing Owner concerning the Fund and Master Fund and the material terms of the Declarations of Trust, each of which are substantially identical except as set forth below. Prospective investors should carefully review the Forms of Declarations of Trust filed as exhibits to the registration statement of which this prospectus is a part and consult with their own advisers concerning the implications to such prospective subscribers of investing in a Delaware statutory trust. Capitalized terms used in this section and not otherwise defined shall have such meanings assigned to them under the applicable Trust Declaration.

Description of the Shares and the Master Fund Units

The Fund will issue common units of beneficial interest, or Shares, which represent units of fractional undivided beneficial interest in and ownership of the Fund. A Supplemental Listing Application has been made to list the Shares on the NYSE-ARCA under the symbol GCC.

The Shares may be purchased from the Fund or redeemed on a continuous basis, but only by Authorized Participants and only in blocks of 50,000 Shares, or Baskets. Individual Shares may not be purchased from the Fund or redeemed. Shareholders that are not Authorized Participants may not purchase from the Fund or redeem Shares or Baskets.

The Fund will invest the proceeds of its offering of the Shares in the Master Fund. The Master Fund will issue common units of beneficial interest, or Master Fund Units, which represent units of fractional undivided beneficial interest in and ownership of the Master Fund. Master Fund Units may be purchased or redeemed on a continuous basis, but only by the Fund and only in blocks of 50,000 Master Fund Units, or Master Unit Baskets. The Master Fund is wholly-owned by the Fund and indirectly, by the Managing Owner. Each Share issued by the Fund will correlate with a Master Fund Unit issued by the Master Fund and held by the Fund.

Principal Office; Location of Records

Each of the Fund and the Master Fund is organized as a statutory trust under the Delaware Statutory Trust Act. The Fund and Master Fund are managed by the Managing Owner, whose office is located at 3340 Peachtree Road, Suite 1910, Atlanta, Georgia 30326, telephone: (404) 239-7938.

The books and records of the Fund and the Master Fund will be maintained as follows: all marketing materials and Basket creation and redemption books and records will be maintained at the offices of ALPS Distributors; Telephone number (303) 623-2577; certain financial books and records (including fund accounting records, ledgers with respect to assets, liabilities, capital, income and expenses, the registrar, transfer journals and related details) and trading and related document received from futures commission merchants will be maintained by GreenHaven Commodity Services. All other books and records of the Fund and the Master Fund (including minute books and other general corporate records, trading records and related reports and other items received from the Master Fund's Commodity Brokers) will be maintained at its principal office, c/o GreenHaven Commodity Services LLC, 3340 Peachtree Road, Suite 1910, Atlanta, Georgia 30326, telephone: (404) 239-7938.

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The books and records of the Fund and the Master Fund are located at the foregoing addresses, and available for inspection and copying (upon payment of reasonable reproduction costs) by Shareholders or their representatives for any purposes reasonably related to a Shareholder's interest as a beneficial owner of such Shares during regular business hours as provided in the Declarations of Trust. The Managing Owner will maintain and preserve the books and records of the Fund and the Master Fund for a period of not less than six (6) years.

The Trustee

CSC Trust Company of Delaware, a Delaware corporation (the Trustee), is the sole trustee of the Fund and Master Fund. The Trustee's principal offices are located at 2711 Centerville Road, Suite 210, Wilmington, DE 19808. The Trustee is unaffiliated with the Managing Owner. The Trustee's duties and liabilities with respect to the offering of the Shares and the management of the Fund and Master Fund are limited to its express obligations under the Trust Declarations.

The rights and duties of the Trustee, the Managing Owner and the Shareholders are governed by the provisions of the Delaware Statutory Trust Act and by the applicable Trust Declaration.

The Trustee serves as the sole trustee of the Fund and the Master Fund in the State of Delaware. The Trustee will accept service of legal process on the Fund and the Master Fund in the State of Delaware and will make certain filings under the Delaware Statutory Trust Act. The Trustee does not owe any other duties to the Fund or the Master Fund, the Managing Owner or the Shareholders. The Trustee is permitted to resign upon at least sixty (60) days' notice to the Fund and the Master Fund, *provided*, that any such resignation will not be effective until a successor Trustee is appointed by the Managing Owner. Each of the Trust Declarations provides that the Trustee is compensated by the Fund or the Master Fund, as appropriate, and is indemnified by the Fund or Master Fund, as appropriate, against any expenses it incurs relating to or arising out of the formation, operation or termination of the Fund or Master Fund, as appropriate, or the performance of its duties pursuant to the Trust Declarations, except to the extent that such expenses result from the gross negligence or willful misconduct of the Trustee. The Managing Owner has the discretion to replace the Trustee.

Only the Managing Owner has signed the Registration Statement of which this Prospectus is a part, and only the assets of the Fund, the Master Fund and the Managing Owner are subject to issuer liability under the federal securities laws for the information contained in this Prospectus and under federal laws with respect to the issuance and sale of the Shares. Under such laws, neither the Trustee, either in its capacity as trustee or in its individual capacity, nor any director, officer or controlling person of the Trustee is, or has any liability as, the issuer or a director, officer or controlling person of the issuer of the Shares. The Trustee's liability in connection with the issuance and sale of the Shares is limited solely to the express obligations of the Trustee set forth in each Trust Declaration.

Under each Trust Declaration, the Trustee has delegated to the Managing Owner the exclusive management and control of all aspects of the business of the Fund and Master Fund. The Trustee will have no duty or liability to supervise or monitor the performance of the Managing Owner, nor will the Trustee have any liability for the acts or omissions of the Managing Owner. The Shareholders have no voice in the day-to-day management of the business and operations of the Fund or the Master Fund, other than certain limited voting rights as set forth in each Trust Declaration. In the course of its management of the business and affairs of the Fund and the Master Fund, the Managing Owner may, in its sole and absolute discretion, appoint an affiliate or affiliates of the Managing Owner as additional managing owners (except where the Managing Owner has been notified by the Shareholders that it is to be replaced as the managing owner) and retain such persons, including affiliates of the Managing Owner, as it deems necessary for the efficient operation of the Fund or Master Fund, as appropriate.

Because the Trustee has delegated substantially all of its authority over the operation of the Fund and the Master Fund to the Managing Owner, the Trustee itself is not registered in any capacity with the CFTC.

The Managing Owner

Background and Principal. GreenHaven Commodity Services LLC, a Delaware limited liability company, is the Managing Owner of the Fund and the Master Fund. The Managing Owner serves as both commodity pool operator and commodity trading advisor of the Fund and Master Fund. The Managing Owner is

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registered with the CFTC as a Commodity Pool Operator (CPO) and Commodity Trading Advisor (CTA) and was approved as a Member of the NFA as of November 15, 2006. Its principal place of business is 3340 Peachtree Road, Suite 1910, Atlanta, Georgia 30326, telephone: (404) 239-7938. The registration of the Managing Owner with the CFTC and its membership in the NFA must not be taken as an indication that either the CFTC or the NFA has recommended or approved the Managing Owner, the Fund or the Master Fund.

In its capacity as a commodity pool operator, the Managing Owner is an organization which operates or solicits funds for a commodity pool; that is, an enterprise in which funds contributed by a number of persons are combined for the purpose of trading futures contracts. In its capacity as a commodity trading advisor, the Managing Owner is an organization which, for compensation or profit, advises others as to the value of or the advisability of buying or selling futures contracts.

Principals and Key Employees. Ashmead Pringle and Thomas Fernandes serve as the chief decision makers of the Managing Owner.

Greenhaven LLC

Greenhaven LLC, a limited liability company in the state of Georgia, is the sole owner of the Managing Owner, Greenhaven Commodity Services, LLC. Greenhaven LLC was formed in August 2005. GreenHaven LLC became a member of the NFA on September 14, 2006, and registered as a Commodity Trading Advisor on September 14, 2006 and became a listed principal of the Managing Owner on November 23, 2009.

Ashmead Pringle, 64, President

Mr. Pringle founded the Managing Owner and has served as the President since October of 2006. Since October 1984, Mr. Pringle founded and has acted as the President of Grain Service Corporation (GSC), a commodity research and trading company. Mr. Pringle became a registered Associated Person and listed Principal of the Managing Owner on November 15, 2006. He became a listed Principal of GreenHaven, LLC on November 15, 2006 and a registered Associated Person of GreenHaven, LLC on September 18, 2006. GreenHaven LLC is a Georgia LLC that focuses on the development of private and public commodity investments and which became registered as a CTA on September 14, 2006. Mr. Pringle became a listed Principal of Grain Service Corporation, Inc. on June 12, 1985 and a registered Associated Person of Grain Service Corporation, Inc. on October 31, 1985.

Thomas Fernandes, 37, Treasurer and Manager of Operations

Mr. Fernandes is the Chief Operations Officer of the Managing Owner and has held that position since October of 2006. From May 2005 to October 2006, Mr. Fernandes worked as a commodity derivatives expert at GSC. Prior to joining GSC, Mr. Fernandes worked as an analyst at West Broadway Partners, an investment partnership, from March 2002 to April 2005. From March 2000 to March 2002, Mr. Fernandes was employed as a trader at Fleet Bank of Boston. Mr. Fernandes became a registered Associated Person and listed Principal of the Managing Owner on October 26, 2006. He became a listed Principal of GreenHaven, LLC on August 29, 2006 and an Associated Person of GreenHaven, LLC on September 14, 2006. He became an Associated Person of Grain Service Corporation, Inc. on June 8, 2005.

Cooper Anderson, 31, Trader

Mr. Anderson is a trader for the Managing Owner and is responsible for daily futures trading, cash flow management, treasury portfolio management, and quantitative analysis for the GreenHaven Continuous Commodity Index Fund. Prior to joining GreenHaven LLC, in April of 2007, Mr. Anderson worked from December of 2002 until March of 2006 as an analyst in Institutional Equity Sales and Trading for Credit Suisse Securities USA LLC, a securities broker dealer and investment bank based in Zurich, Switzerland. At Credit Suisse Securities USA LLC, Mr. Anderson served as a brokerage sales person covering the major financial institutions in the Southeastern United States and the Caribbean. He has passed the Level 3 CFA® exam and has a B.B.A. in Finance from the University of Georgia. Mr. Anderson became a registered Associated Person on May 29, 2007 with GreenHaven LLC and registered Associated Person and as listed Principal of the Managing Owner on November 30, 2009.

Scott Glasing, 48, Trader

Mr. Glasing is a trader for the Managing Owner and is responsible for daily futures trading. Mr. Glasing has held this position since November of 2006. Mr. Glasing has an expertise, concentrated in trading, back office operations and

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compliance. A native of Chicago, he has interest in finance, economics and hedging. Mr. Glasing has worked for Grain Service since 1998. Mr. Glasing became a registered Associated Person on November 15, 2006 and listed Principal of the Managing Owner on November 30, 2009. He became a registered Associated Person of GreenHaven, LLC on September 14, 2006. He became an Associated Person of Grain Service Corporation, Inc. on February 9, 1998 and was listed as a principal of Grain Service Corporation, Inc. on March 26, 1998.

Neither Mr. Pringle nor Mr. Fernandes nor Mr. Anderson nor Mr. Glasing receives a salary directly from the Master Fund or the Fund as a result of serving in any capacity. However, a portion the Management Fee that is received for the services provided by the Managing Owner shall be used for payment of compensation to such individuals.

As of the date of this prospectus, neither Mr. Pringle nor Mr. Fernandes nor Mr. Anderson nor Mr. Glasing owned any shares, and the Managing Owner owned fifty (50) shares.

The performance history of the Fund and the Master Fund, since January 23^d, 2008, is summarized on page 11. NEITHER THIS POOL OPERATOR NOR ANY OF ITS TRADING PRINCIPALS HAS PREVIOUSLY OPERATED ANY OTHER POOLS OR TRADED ANY OTHER ACCOUNTS.

Fiduciary Obligations of the Managing Owner. As managing owner of the Fund and the Master Fund, the Managing Owner effectively is subject to the duties and restrictions imposed on fiduciaries under both statutory and common law. The Managing Owner has a fiduciary responsibility to the Shareholders to exercise good faith, fairness and loyalty in all dealings affecting the Fund and the Master Fund, consistent with the terms of the Trust Declarations. A form of each of the Trust Declarations is filed as an exhibit to the registration statement of which this prospectus is a part. The general fiduciary duties which would otherwise be imposed on the Managing Owner (which would make the operation of the Fund and the Master Fund as described herein impracticable due to the strict prohibition imposed by such duties on, for example, conflicts of interest on behalf of a fiduciary in its dealings with its beneficiaries), are defined and limited in scope by the disclosure of the business terms of the Fund and the Master Fund, as set forth herein and in the Trust Declarations (to which terms all Shareholders, by subscribing to the Shares, are deemed to consent).

The Trust Declarations provide that the Managing Owner and its affiliates shall have no liability to the Fund, the Master Fund or any Shareholder for any loss suffered by the Fund or the Master Fund arising out of any action or inaction of the Managing Owner or its affiliates or their respective directors, officers, shareholders, partners, members, managers or employees (the Managing Owner Related Parties) if the Managing Owner Related Parties, in good faith, determined that such course of conduct was in the best interests of the Fund or the Master Fund, as applicable, and such course of conduct did not constitute gross negligence or misconduct by the Managing Owner Related Parties. The Fund and the Master Fund have agreed to indemnify the Managing Owner Related Parties against claims, losses or liabilities based on their conduct relating to the Fund and the Master Fund, provided that the conduct resulting in the claims, losses or liabilities for which indemnity is sought did not constitute gross negligence or misconduct and was done in good faith and in a manner reasonably believed to be in the best interests of the Fund or the Master Fund, as applicable.

Fiduciary and Regulatory Duties of the Managing Owner

An investor should be aware that the terms of the governing instrument of the Fund or the Master Fund, as applicable, may expand or restrict or eliminate the Managing Owner's duties (including fiduciary duties) owed to the Fund, the Master Fund or any beneficial owner of the Fund or the Master Fund, as applicable, provided that the governing instrument of the Fund or the Master Fund, as applicable, may not eliminate the implied contractual covenant of good faith and fair dealing.

Under Delaware law, a beneficial owner of a statutory trust (such as a Shareholder of the Fund) may, under certain circumstances and in accordance with the statutory trust's governing instrument, institute legal action on behalf of himself and all other similarly situated beneficial owners (a class action) to recover damages from a managing owner of such statutory trust for violations of fiduciary duties, or on behalf of a statutory trust (a derivative action) to recover damages from a third party where a trustee with authority to do so has failed or refused to institute proceedings to recover such damages. In addition, beneficial owners may have the right, subject to certain legal requirements, to bring class actions in federal court to enforce their rights under the federal securities laws and the rules and regulations promulgated thereunder by the Securities and Exchange Commission (SEC). Beneficial owners who have suffered

losses in connection with the purchase or sale of their beneficial interests may be able to recover such losses from a managing owner where the losses result from a violation by the managing owner of the anti-fraud provisions of the federal securities laws.

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Under certain circumstances, Shareholders also have the right to institute a reparations proceeding before the CFTC against the Managing Owner (a registered commodity pool operator and commodity trading advisor), the Commodity Broker (registered futures commission merchant), as well as those of their respective employees who are required to be registered under the Commodity Exchange Act, as amended, and the rules and regulations promulgated thereunder. Private rights of action are conferred by the Commodity Exchange Act. Investors in commodities and in commodity pools may, therefore, invoke the protections provided thereunder.

There are substantial and inherent conflicts of interest in the structure of the Fund and the Master Fund which are, on their face, inconsistent with the Managing Owner's fiduciary duties. One of the purposes underlying the disclosures set forth in this Prospectus is to disclose to all prospective investors these conflicts of interest so that the Managing Owner may have the opportunity to obtain investors' informed consent to such conflicts. Prospective investors who are not willing to consent to the various conflicts of interest described under "Conflicts of Interest" and elsewhere should not invest in the Fund. The Managing Owner currently intends to raise such disclosures and consent as a defense in any proceeding brought seeking relief based on the existence of such conflicts of interest.

The foregoing summary describing in general terms the remedies available to Shareholders under federal law is based on statutes, rules and decisions as of the date of this Prospectus. This is a rapidly developing and changing area of the law. Therefore, Shareholders who believe that they may have a legal cause of action against any of the foregoing parties should consult their own counsel as to their evaluation of the status of the applicable law at such time.

Ownership or Beneficial Interest in the Fund and Master Fund

No principal has an ownership or beneficial interest in either the Fund or the Master Fund. The Managing owner owns 50 General Units of each of the Master Fund and the Fund.

Management; Voting by Shareholders

The Shareholders take no part in the management or control, and have no voice in the operations or the business of the Fund or the Master Fund. Shareholders, may, however, remove and replace the Managing Owner as the managing owner of the Fund, except in certain limited respects, upon the affirmative vote of the Shares then owned by Shareholders representing at least 75% of the Net Asset Value. The Shareholders may also amend the Trust Declaration of the Fund, except in certain limited respects, by the affirmative vote of the Shares then owned by Shareholders representing a majority of the Net Asset Value (as opposed to by the Managing Owner and its affiliates). The affirmative vote of the Shares then owned by Shareholders representing at least 75% of the Net Asset Value may also compel dissolution of the Fund. The owners of ten percent (10%) of the outstanding Shares then owned by Shareholders have the right to bring a matter before a vote of the Shareholders. The Managing Owner has no power under the Trust Declaration to restrict any of the Shareholders' voting rights. Any Shares purchased by the Managing Owner or its affiliates, as well as the Managing Owner's general liability interest in the Fund or Master Fund, are non-voting.

The Managing Owner has the right unilaterally to amend the Trust Declaration provided that any such amendment is for the benefit of and not adverse to the Shareholders or the Trustee and also in certain unusual circumstances for example, if doing so is necessary to comply with certain regulatory requirements.

Recognition of the Fund and the Master Fund in Certain States

A number of states do not have business trust statutes such as that under which the Fund and the Master Fund have been formed in the State of Delaware. It is possible, although unlikely, that a court in such a state could hold that, due to the absence of any statutory provision to the contrary in such jurisdiction, the Shareholders, although entitled under Delaware law to the same limitation on personal liability as stockholders in a private corporation for profit organized under the laws of the State of Delaware, are not so entitled in such state. To protect Shareholders against any loss of limited liability, the Trust Declarations provide that no written obligation may be undertaken by the Fund or Master Fund unless such obligation is explicitly limited so as not to be enforceable against any Shareholder personally.

Furthermore, each of the Fund and Master Fund itself indemnifies all its Shareholders against any liability that such Shareholders might incur in addition to that of a beneficial owner. The Managing

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Owner is itself generally liable for all obligations of the Fund and the Master Fund and will use its assets to satisfy any such liability before such liability would be enforced against any Shareholder individually.

Possible Repayment of Distributions Received by Shareholders; Indemnification by Shareholders

The Shares are limited liability investments; investors may not lose more than the amount that they invest plus any profits recognized on their investment. However, Shareholders could be required, as a matter of bankruptcy law, to return to the estate of the Fund any distribution they received at a time when the Fund was in fact insolvent or in violation of its Trust Declaration. In addition, although the Managing Owner is not aware of this provision ever having been invoked in the case of any public futures fund, Shareholders agree in the Trust Declaration that they will indemnify the Fund for any harm suffered by it as a result of (i) Shareholders' actions unrelated to the business of the Fund, or (ii) taxes imposed on the Shares by the states or municipalities in which such investors reside.

The foregoing repayment of distributions and indemnity provisions (other than the provision for Shareholders indemnifying the Fund for taxes imposed upon it by the state or municipality in which particular Shareholders reside, which is included only as a formality due to the fact that many states do not have business trust statutes so that the tax status of the Fund in such states might, theoretically, be challenged although the Managing Owner is unaware of any instance in which this has actually occurred) are commonplace in statutory trusts and limited partnerships.

Shares Freely Transferable

The Shares trade on NYSE-ARCA. The Fund will hold no investment assets other than Master Fund Units. The Master Fund trades with a view to tracking the Index over time, less expenses. The Fund's Shares may be bought and sold on NYSE-ARCA like any other exchange-listed security.

Book-Entry Form

Individual certificates will not be issued for the Shares. Instead, global certificates are deposited by the Trustee with DTC and registered in the name of Cede & Co., as nominee for DTC. The global certificates evidence all of the Shares outstanding at any time. Under the Fund's Trust Declaration, Shareholders are limited to (1) participants in DTC such as banks, brokers, dealers and trust companies (DTC Participants), (2) those who maintain, either directly or indirectly, a custodial relationship with a DTC Participant (Indirect Participants), and (3) those banks, brokers, dealers, trust companies and others who hold interests in the Shares through DTC Participants or Indirect Participants. The Shares are only transferable through the book-entry system of DTC. Shareholders who are not DTC Participants may transfer their Shares through DTC by instructing the DTC Participant holding their Shares (or by instructing the Indirect Participant or other entity through which their Shares are held) to transfer the Shares. Transfers are made in accordance with standard securities industry practice.

Reports to Shareholders

The Managing Owner will furnish you with annual reports as required by the rules and regulations of the SEC as well as with those reports required by the CFTC and the NFA, including, but not limited to, an annual audited financial statement certified by independent public accountants and any other reports required by any other governmental authority that has jurisdiction over the activities of the Fund and the Master Fund. You also will be provided with appropriate information to permit you (on a timely basis) to file your United States federal and state income tax returns with respect to your Shares.

The Managing Owner will notify Shareholders of any change in the fees paid by the Fund and the Master Fund or of any material changes to the Fund or the Master Fund. Any such notification shall include a description of Shareholders' voting rights.

Net Asset Value

Net Asset Value means the total assets of the Master Fund including, but not limited to, all cash and cash equivalents or other debt securities less total liabilities of the Master Fund, each determined on the basis of generally accepted accounting principles in the United States, consistently applied under the accrual method of

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accounting. In particular, Net Asset Value includes any unrealized profit or loss on open commodity futures contracts, and any other credit or debit accruing to the Master Fund but unpaid or not received by the Master Fund. All open commodity futures contracts traded on a United States exchange will be calculated at their then current market value, which will be based upon the settlement price for that particular commodity futures contract traded on the applicable United States exchange on the date with respect to which Net Asset Value is being determined; provided, that if a commodity futures contract traded on a United States exchange could not be liquidated on such day, due to the operation of daily limits or other rules of the exchange upon which that position is traded or otherwise, the settlement price on the most recent day on which the position could have been liquidated shall be the basis for determining the market value of such position for such day.

The current market value of all open commodity futures contracts traded on a non-United States exchange shall be the basis for determining the market value of such position for such day.

	1/15/2008
2006	
First Quarter	
\$0.18	03/31/2006
	04/21/2006
\$0.50	04/01/2006
	04/17/2006
Second Quarter	
\$0.18	06/30/2006
	07/17/2006
\$0.50	07/01/2006
	07/17/2006
Third Quarter	
\$0.18	09/29/2006
	10/17/2006
\$0.50	10/01/2006
	10/16/2006
Fourth Quarter	
\$0.18	12/29/2006
	1/16/2007
\$0.50	01/01/2007

1/16/2007

Our Board of Trustees will determine the amount of our future distributions and its decision will depend on a number of factors, including the amount of funds from operations, our partnership's financial condition, debt service requirements, capital expenditure requirements for our hotels, the annual distribution requirements under the REIT provisions of the Code and such other factors as the trustees deem relevant. Our ability to make distributions will depend on the profitability and cash flow available from our hotels. There can be no assurance we will continue to pay distributions at the rates above or any other rate.

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SEASONALITY

Our hotels' operations historically have been seasonal in nature, reflecting higher occupancy rates during the second and third quarters. This seasonality can be expected to cause fluctuations in our quarterly operating revenues and profitability. Hotel revenue is generally greater in the second and third quarters than in the first and fourth quarters. To the extent that cash flow from operating activities is insufficient to provide all of the estimated quarterly distributions, we anticipate that we will be able to fund any such deficit from future working capital. We expect to use excess cash flow from the second and third quarters to fund distribution shortfalls in the first and fourth quarters. There are no assurances we will be able to continue to make quarterly distributions at the current rate.

COMPETITION

The upscale and mid-scale, limited service segment of the hotel business is highly competitive. Among many other factors, our hotels compete on the basis of location, room rates, quality, service levels, reputation, and reservation systems. There are many competitors in our market segments and new hotels are always being constructed. Additions to supply create new competitors, in some cases without corresponding increases in demand for hotel rooms.

We also compete for hotel acquisitions with entities that have investment objectives similar to ours. This competition could limit the number of suitable investment opportunities offered to us. It may also increase the bargaining power of property owners seeking to sell to us, making it more difficult for us to acquire new properties on attractive terms.

EMPLOYEES

As of December 31, 2007, we had 20 employees who were principally engaged in managing the affairs of the company unrelated to property management. Our relations with our employees are satisfactory.

FRANCHISE AGREEMENTS

We believe that the public's perception of quality associated with a franchisor is an important feature in the operation of a hotel. Franchisors provide a variety of benefits for franchisees, which include national advertising, publicity and other marketing programs designed to increase brand awareness, training of personnel, continuous review of quality standards and centralized reservation systems. Our hotels operate under franchise licenses from national hotel franchisors, including:

Franchisor	Franchise
Marriott International	Marriott, Residence Inn, Springhill Suites, Courtyard by Marriott, Fairfield Inn
Hilton Hotels Corporation	Hilton, Hilton Garden Inn, Hampton Inn, Homewood Suites
Intercontinental Hotel Group	Holiday Inn, Holiday Inn Express, Holiday Inn Express & Suites
Global Hyatt Corporation	Hyatt Summerfield Suites, Hawthorn Suites
Starwood Hotels	Four Points by Sheraton
Choice Hotels International	Comfort Inn, Comfort Suites, Sleep Inn, Mainstay Suites

We anticipate that most of the hotels in which we invest will be operated pursuant to franchise licenses.

The franchise licenses generally specify certain management, operational, record-keeping, accounting, reporting and marketing standards and procedures with which the franchisee must comply. The franchise licenses obligate our lessees to comply with the franchisors' standards and requirements with respect to training of operational personnel, safety, maintaining specified insurance, the types of services and products ancillary to guest room services that may be provided by our lessees, display of signage, and the type, quality and age of furniture, fixtures and equipment included in guest rooms, lobbies and other common areas.

TAX STATUS

We have elected to be taxed as a REIT under Sections 856 through 860 of the Internal Revenue Code, commencing with our taxable year ended December 31, 1999. As long as we qualify for taxation as a REIT, we generally will not be subject to Federal income tax on the portion of our income that is distributed to shareholders. If we fail to qualify as a REIT in any taxable year and do not qualify for certain statutory relief provisions, we will be subject to Federal income tax (including any applicable alternative minimum tax) on our taxable income at regular corporate tax rates. Even if we qualify for taxation as a REIT, we may be subject to certain state and local taxes on our income and property and to Federal income and excise taxes on our undistributed income.

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We may own up to 100% of one or more taxable REIT subsidiaries (“TRS”). A TRS is a taxable corporation that may lease hotels under certain circumstances, provide services to us, and perform activities such as third party management, development, and other independent business activities. Overall, no more than 20% of the value of our assets may consist of securities of one or more TRS. In addition, no more than 25% of our revenue for any year, excluding all TRS revenues, but including any dividends received from TRSs, may consist of dividends from one or more TRSs.

A TRS is permitted to lease hotels from us as long as the hotels are operated on behalf of the TRS by a third party manager who satisfies the following requirements:

1. such manager is, or is related to a person who is, actively engaged in the trade or business of operating “qualified lodging facilities” for any person unrelated to us and the TRS;
2. such manager does not own, directly or indirectly, more than 35% of our shares;
3. no more than 35% of such manager is owned, directly or indirectly, by one or more persons owning 35% or more of our shares; and
4. we do not directly or indirectly derive any income from such manager.

The deductibility of interest paid or accrued by a TRS to us is limited to assure that the TRS is subject to an appropriate level of corporate taxation. A 100% excise tax is imposed on transactions between a TRS and us or our tenants that are not on an arm’s-length basis.

FINANCIAL INFORMATION ABOUT SEGMENTS

We are in the business of acquiring equity interests in hotels, and we manage our business in one reportable segment. See Item 8 of this Annual Report on Form 10-K for segment financial information.

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Item 1A. Risk Factors

You should carefully consider the following risks, together with the other information included in this Annual Report on Form 10-K. If any of the following risks actually occur, our business, financial condition or results of operations may suffer. As a result, the trading price of our securities could decline, and you may lose all or part of any investment you have in our securities.

RISKS RELATED TO THE HOTEL INDUSTRY

The value of our hotels depends on conditions beyond our control.

Our hotels are subject to varying degrees of risk generally incident to the ownership of hotels. The underlying value of our hotels, our income and ability to make distributions to our shareholders are dependent upon the operation of the hotels in a manner sufficient to maintain or increase revenues in excess of operating expenses. Hotel revenues may be adversely affected by adverse changes in national economic conditions, adverse changes in local market conditions due to changes in general or local economic conditions and neighborhood characteristics, competition from other hotels, changes in interest rates and in the availability, cost and terms of mortgage funds, the impact of present or future environmental legislation and compliance with environmental laws, the ongoing need for capital improvements, particularly in older structures, changes in real estate tax rates and other operating expenses, adverse changes in governmental rules and fiscal policies, civil unrest, acts of terrorism, acts of God, including earthquakes, hurricanes and other natural disasters, acts of war, adverse changes in zoning laws, and other factors that are beyond our control. In particular, general and local economic conditions may be adversely affected by the previous terrorist incidents in New York and Washington, D.C. Our management is unable to determine the long-term impact, if any, of these incidents or of any acts of war or terrorism in the United States or worldwide, on the U.S. economy, on us or our hotels or on the market price of our common shares.

Our hotels are subject to general hotel industry operating risks, which may impact our ability to make distributions to shareholders.

Our hotels are subject to all operating risks common to the hotel industry. The hotel industry has experienced volatility in the past, as have our hotels, and there can be no assurance that such volatility will not occur in the future. These risks include, among other things, competition from other hotels; over-building in the hotel industry that could adversely affect hotel revenues; increases in operating costs due to inflation and other factors, which may not be offset by increased room rates; reduction in business and commercial travel and tourism; strikes and other labor disturbances of hotel employees; increases in energy costs and other expenses of travel; adverse effects of general and local economic conditions; and adverse political conditions. These factors could reduce revenues of the hotels and adversely affect our ability to make distributions to our shareholders.

Our investments are concentrated in a single segment of the hotel industry.

Our current business strategy is to own and acquire hotels primarily in the high quality, upscale and mid-scale limited service and extended-stay segment of the hotel industry. We are subject to risks inherent in concentrating investments in a single industry and in a specific market segment within that industry. The adverse effect on amounts available for distribution to shareholders resulting from a downturn in the hotel industry in general or the mid-scale segment in particular could be more pronounced than if we had diversified our investments outside of the hotel industry or in additional hotel market segments.

Operating costs and capital expenditures for hotel renovation may be greater than anticipated and may adversely impact distributions to shareholders.

Hotels generally have an ongoing need for renovations and other capital improvements, particularly in older structures, including periodic replacement of furniture, fixtures and equipment. Under the terms of our management agreements with HHMLP, we are obligated to pay the cost of expenditures for items that are classified as capital items under GAAP that are necessary for the continued operation of our hotels. If these expenses exceed our estimate, the additional cost could have an adverse effect on amounts available for distribution to shareholders. In addition, we may acquire hotels in the future that require significant renovation. Renovation of hotels involves certain risks, including the possibility of environmental problems, construction cost overruns and delays, uncertainties as to market demand or deterioration in market demand after commencement of renovation and the emergence of unanticipated competition from hotels.

Competition for guests is highly competitive.

The hotel industry is highly competitive. Our hotels compete with other existing and new hotels in their geographic markets. Many of our competitors have substantially greater marketing and financial resources than we do. If their marketing strategies are effective, we may be unable to make distributions to our shareholders.

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Risks of operating hotels under franchise licenses, which may be terminated or not renewed, may impact our ability to make distributions to shareholders.

The continuation of the franchise licenses is subject to specified operating standards and other terms and conditions. All of the franchisors of our hotels periodically inspect our hotels to confirm adherence to their operating standards. The failure of our partnership or HHMLP to maintain such standards or to adhere to such other terms and conditions could result in the loss or cancellation of the applicable franchise license. It is possible that a franchisor could condition the continuation of a franchise license on the completion of capital improvements that the trustees determine are too expensive or otherwise not economically feasible in light of general economic conditions, the operating results or prospects of the affected hotel. In that event, the trustees may elect to allow the franchise license to lapse or be terminated.

There can be no assurance that a franchisor will renew a franchise license at each option period. If a franchisor terminates a franchise license, we, our partnership, and HHMLP may be unable to obtain a suitable replacement franchise, or to successfully operate the hotel independent of a franchise license. The loss of a franchise license could have a material adverse effect upon the operations or the underlying value of the related hotel because of the loss of associated name recognition, marketing support and centralized reservation systems provided by the franchisor. Our loss of a franchise license for one or more of the hotels could have a material adverse effect on our partnership's revenues and our amounts available for distribution to shareholders.

The hotel industry is seasonal in nature.

The hotel industry is seasonal in nature. Generally, hotel revenues are greater in the second and third quarters than in the first and fourth quarters. Our hotels' operations historically reflect this trend. We believe that we will be able to make distributions necessary to maintain REIT status through cash flow from operations; but if we are unable to do so, we may not be able to make the necessary distributions or we may have to generate cash by a sale of assets, increasing indebtedness or sales of securities to make the distributions. Risks of operating hotels under franchise licenses, which may be terminated or not renewed, may impact our ability to make distributions to shareholders.

RISKS RELATING TO OUR BUSINESS AND OPERATIONS

We face risks associated with the use of debt, including refinancing risk.

At December 31, 2007, we had long-term debt, excluding capital leases, outstanding of \$619.3 million. We may borrow additional amounts from the same or other lenders in the future. Some of these additional borrowings may be secured by our hotels. Our strategy is to maintain target debt levels of approximately 60% of the total purchase price of our hotels both on an individual and aggregate basis, and our Board of Trustees' policy is to limit indebtedness to no more than 67% of the fair market value of the hotels in which we have invested. However, our declaration of trust (as amended and restated, our "Declaration of Trust") does not limit the amount of indebtedness we may incur. We cannot assure you that we will be able to meet our debt service obligations and, to the extent that we cannot, we risk the loss of some or all of our hotels to foreclosure. There is also a risk that we may not be able to refinance existing debt or that the terms of any refinancing will not be as favorable as the terms of the existing debt. If principal payments due at maturity cannot be refinanced, extended or repaid with proceeds from other sources, such as new equity capital or sales of properties, our cash flow may not be sufficient to repay all maturing debt in years when significant "balloon" payments come due.

If we cannot access the capital markets, we may not be able to grow the Company at our historical growth rates.

We may not be able to access the capital markets to obtain capital to fund future acquisitions and investments. The market for real estate related debt and equity capital could endure a prolonged period of volatility which may limit our ability to access new capital for acquisitions, investments and joint ventures. If we lack the capital to make future acquisitions or investments, we may not be able to continue to grow at historical rates.

We face high levels of competition for the acquisition of hotel properties and other assets, which may impede our ability to make future acquisitions or may increase the cost of these acquisitions.

We face competition for investment opportunities in high quality, upscale and mid-scale limited service and extended-stay hotels from entities organized for purposes substantially similar to our objectives, as well as other purchasers of hotels. We compete for such investment opportunities with entities that have substantially greater financial resources than we do, including access to capital or better relationships with franchisors, sellers or lenders. Our competitors may generally be able to accept more risk than we can manage prudently and may be able to borrow the funds needed to acquire hotels. Competition may generally reduce the number of suitable investment opportunities offered to us and increase the bargaining power of property owners seeking to sell.

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We do not operate our hotels and, as a result, we do not have complete control over implementation of our strategic decisions.

In order for us to satisfy certain REIT qualification rules, we cannot directly operate any of our hotels. Instead, we must engage an independent management company to operate our hotels. As of December 31, 2007, our TRSs and our joint venture partnerships have engaged independent management companies as the property managers for all of our wholly owned hotels leased to our TRSs and the respective hotels for the joint ventures, as required by the REIT qualification rules. The management companies operating the hotels make and implement strategic business decisions with respect to these hotels, such as decisions with respect to the repositioning of a franchise or food and beverage operations and other similar decisions. Decisions made by the management companies operating the hotels may not be in the best interests of a particular hotel or of our company. Accordingly, we cannot assure you that the management companies will operate our hotels in a manner that is in our best interests.

Our acquisitions may not achieve expected performance, which may harm our financial condition and operating results.

We anticipate that acquisitions will largely be financed with the net proceeds of securities offerings and through externally generated funds such as borrowings under credit facilities and other secured and unsecured debt financing. Acquisitions entail risks that investments will fail to perform in accordance with expectations and that estimates of the cost of improvements necessary to acquire and market properties will prove inaccurate, as well as general investment risks associated with any new real estate investment. Because we must distribute annually at least 90% of our taxable income to maintain our qualification as a REIT, our ability to rely upon income or cash flow from operations to finance our growth and acquisition activities will be limited. Accordingly, were we unable to obtain funds from borrowings or the capital markets to finance our growth and acquisition activities, our ability to grow could be curtailed, amounts available for distribution to shareholders could be adversely affected and we could be required to reduce distributions.

We depend on key personnel.

We depend on the services of our existing senior management team, including Jay H. Shah, Neil H. Shah, Ashish R. Parikh and Michael R. Gillespie, to carry out our business and investment strategies. As we expand, we will continue to need to attract and retain qualified additional senior management. We have employment contracts with certain of our senior management; however, the employment agreements may be terminated under certain circumstances. The termination of an employment agreement and the loss of the services of any of our key management personnel, or our inability to recruit and retain qualified personnel in the future, could have an adverse effect on our business and financial results.

Acquisition of hotels with limited operating history may not achieve desired results.

Many of our recent acquisitions are newly-developed hotels. Newly-developed or newly-renovated hotels do not have the operating history that would allow our management to make pricing decisions in acquiring these hotels based on historical performance. The purchase prices of these hotels are based upon management's expectations as to the operating results of such hotels, subjecting us to risks that such hotels may not achieve anticipated operating results or may not achieve these results within anticipated time frames. As a result, we may not be able to generate enough cash flow from these hotels to make debt payments or pay operating expenses. In addition, room revenues may be less than that required to provide us with our anticipated return on investment. In either case, the amounts available for distribution to our shareholders could be reduced.

We may be unable to integrate acquired hotels into our operations or otherwise manage our planned growth, which may adversely affect our operating results.

We have recently acquired a substantial number of hotels. We cannot assure you that we or HHMLP will be able to adapt our management, administrative, accounting and operational systems and arrangements, or hire and retain sufficient operational staff to successfully integrate these investments into our portfolio and manage any future acquisitions of additional assets without operational disruptions or unanticipated costs. Acquisition of hotels generates additional operating expenses that we will be required to pay. As we acquire additional hotels, we will be subject to the operational risks associated with owning new lodging properties. Our failure to integrate successfully any future acquisitions into our portfolio could have a material adverse effect on our results of operations and financial condition and our ability to pay dividends to shareholders or make other payments in respect of securities issued by us.

Most of our hotels are located in the Eastern United States and many are located in the area from Pennsylvania to Connecticut, which may increase the effect of any regional or local economic conditions.

Most of our hotels are located in the Eastern United States. Thirty-two of our wholly owned hotels and twelve of our joint venture hotels are located in the states of Pennsylvania, New Jersey, New York and Connecticut. As a result, regional or localized adverse events or conditions, such as an economic recession around these hotels, could have a significant adverse effect on our operations, and ultimately on the amounts available for distribution to shareholders.

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Downward adjustments, or “mark-to-market losses,” would reduce our shareholders’ equity.

Hedging involves risk and typically involves costs, including transaction costs, which may reduce returns on our investments. These costs increase as the period covered by the hedging increases and during periods of rising and volatile interest rates. These costs will also limit the amount of cash available for distribution to shareholders. The REIT qualification rules may also limit our ability to enter into hedging transactions. We generally intend to hedge as much of our interest rate risk as our management determines is in our best interests given the cost of such hedging transactions and the requirements applicable to REITs. If we are unable to hedge effectively because of the cost of such hedging transactions or the limitations imposed by the REIT rules, we will face greater interest risk exposure than may be commercially prudent.

We own a limited number of hotels and significant adverse changes at one hotel may impact our ability to make distributions to shareholders.

As of December 31, 2007, our portfolio consisted of 53 wholly-owned limited and full service properties and joint venture investments in 18 hotels with a total of 9,129 rooms. Significant adverse changes in the operations of any one hotel could have a material adverse effect on our financial performance and, accordingly, on our ability to make expected distributions to our shareholders.

We focus on acquiring hotels operating under a limited number of franchise brands, which creates greater risk as the investments are more concentrated.

We place particular emphasis in our acquisition strategy on hotels similar to our current hotels. We invest in hotels operating under a few select franchises and therefore will be subject to risks inherent in concentrating investments in a particular franchise brand, which could have an adverse effect on amounts available for distribution to shareholders. These risks include, among others, the risk of a reduction in hotel revenues following any adverse publicity related to a specific franchise brand.

We may engage in hedging transactions, which can limit our gains and increase exposure to losses.

We may enter into hedging transactions to protect us from the effects of interest rate fluctuations on floating rate debt and also to protect our portfolio of mortgage assets from interest rate and prepayment rate fluctuations. Our hedging transactions may include entering into interest rate swaps, caps, and floors, options to purchase such items, and futures and forward contracts. Hedging activities may not have the desired beneficial impact on our results of operations or financial condition. No hedging activity can completely insulate us from the risks associated with changes in interest rates and prepayment rates. Moreover, interest rate hedging could fail to protect us or could adversely affect us because, among other things:

- Available interest rate hedging may not correspond directly with the interest rate risk for which protection is sought.
 - The duration of the hedge may not match the duration of the related liability.
 - The party at risk in the hedging transaction may default on its obligation to pay.
- The credit quality of the party owing money on the hedge may be downgraded to such an extent that it impairs our ability to sell or assign our side of the hedging transaction.
- The value of derivatives used for hedging may be adjusted from time to time in accordance with accounting rules to reflect changes in fair value.

RISKS RELATING TO CONFLICTS OF INTEREST

Due to conflicts of interest, many of our existing agreements may not have been negotiated on an arm's-length basis and may not be in our best interest.

Some of our officers and trustees have ownership interests in HHMLP and in entities with which we have entered into transactions, including hotel acquisitions and dispositions and certain financings. Consequently, the terms of our agreements with those entities, including hotel contribution or purchase agreements, the Option Agreement between the operating partnership and some of the trustees and officers and our property management agreements with HHMLP may not have been negotiated on an arm's-length basis and may not be in the best interest of all our shareholders.

Conflicts of interest with other entities may result in decisions that do not reflect our best interests.

The following officers and trustees own collectively approximately 70% of HHMLP: Hasu P. Shah, Jay H. Shah, Neil H. Shah, David L. Desfor and Kiran P. Patel. Conflicts of interest may arise in respect to the ongoing acquisition, disposition and operation of our hotels including, but not limited to, the enforcement of the contribution and purchase agreements, the Option Agreement and our property management agreements with HHMLP. Consequently, the interests of shareholders may not be fully represented in all decisions made or actions taken by our officers and trustees.

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Conflicts of interest relating to sales or refinancing of hotels acquired from some of our trustees and officers may lead to decisions that are not in our best interest.

Some of our trustees and officers have unrealized gains associated with their interests in the hotels we have acquired from them and, as a result, any sale of these hotels or refinancing or prepayment of principal on the indebtedness assumed by us in purchasing these hotels may cause adverse tax consequences to such of our trustees and officers. Therefore, our interests and the interests of these individuals may be different in connection with the disposition or refinancing of these hotels.

Agreements to provide financing of hotel development projects owned by some of our trustees and officers may not have been negotiated on an arm's-length basis and may not be in our best interest.

Some of our officers and trustees have ownership interests in projects to develop hotel properties with which we have entered into agreements to provide financing. Consequently, the terms of our agreements with those entities, including interest rates and other key terms, may not have been negotiated on an arm's-length basis and may not be in the best interest of all our shareholders.

Competing hotels owned or acquired by some of our trustees and officers may hinder these individuals from spending adequate time on our business.

Some of our trustees and officers own hotels and may develop or acquire new hotels, subject to certain limitations. Such ownership, development or acquisition activities may materially affect the amount of time these officers and trustees devote to our affairs. Some of our trustees and officers operate hotels that are not owned by us, which may materially affect the amount of time that they devote to managing our hotels. Pursuant to the Option Agreement, as amended, we have an option to acquire any hotels developed by our officers and trustees.

Need for certain consents from the limited partners may not result in decisions advantageous to shareholders.

Under our operating partnership's amended and restated partnership agreement, the holders of at least two-thirds of the interests in the partnership must approve a sale of all or substantially all of the assets of the partnership or a merger or consolidation of the partnership. Some of our officers and trustees will own an approximately 6.8% interest in the operating partnership on a fully-diluted basis. Their large ownership percentage may make it less likely that a merger or sale of our company that would be in the best interests of our shareholders will be approved.

RISKS RELATING TO OUR CORPORATE STRUCTURE

There are no assurances of our ability to make distributions in the future.

We intend to pay quarterly dividends and to make distributions to our shareholders in amounts such that all or substantially all of our taxable income in each year, subject to certain adjustments, is distributed. However, our ability to pay dividends may be adversely affected by the risk factors described in this annual report. All distributions will be made at the discretion of our Board of Trustees and will depend upon our earnings, our financial condition, maintenance of our REIT status and such other factors as our board may deem relevant from time to time. There are no assurances of our ability to pay dividends in the future. In addition, some of our distributions may include a return of capital.

An increase in market interest rates may have an adverse effect on the market price of our securities.

One of the factors that investors may consider in deciding whether to buy or sell our securities is our dividend rate as a percentage of our share or unit price, relative to market interest rates. If market interest rates increase, prospective investors may desire a higher dividend or interest rate on our securities or seek securities paying higher dividends or interest. The market price of our common shares likely will be based primarily on the earnings and return that we derive from our investments and income with respect to our properties and our related distributions to shareholders, and not from the market value or underlying appraised value of the properties or investments themselves. As a result, interest rate fluctuations and capital market conditions can affect the market price of our common shares. For instance, if interest rates rise without an increase in our dividend rate, the market price of our common shares could decrease because potential investors may require a higher dividend yield on our common shares as market rates on interest-bearing securities, such as bonds, rise. In addition, rising interest rates would result in increased interest expense on our variable rate debt, thereby adversely affecting cash flow and our ability to service our indebtedness and pay dividends.

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Holders of our outstanding Series A preferred shares have dividend, liquidation and other rights that are senior to the rights of the holders of our common shares.

Our Board of Trustees has the authority to designate and issue preferred shares with liquidation, dividend and other rights that are senior to those of our common shares. As of December 31, 2007, 2,400,000 shares of our Series A preferred shares were issued and outstanding. The aggregate liquidation preference with respect to the outstanding preferred shares is approximately \$60.0 million, and annual dividends on our outstanding preferred shares are approximately \$4.8 million. Holders of our Series A preferred shares are entitled to cumulative dividends before any dividends may be declared or set aside on our common shares. Upon our voluntary or involuntary liquidation, dissolution or winding up, before any payment is made to holders of our common shares, holders of our Series A preferred shares are entitled to receive a liquidation preference of \$25.00 per share plus any accrued and unpaid distributions. This will reduce the remaining amount of our assets, if any, available to distribute to holders of our common shares. In addition, holders of our Series A preferred shares have the right to elect two additional trustees to our Board of Trustees whenever dividends are in arrears in an aggregate amount equivalent to six or more quarterly dividends, whether or not consecutive.

Future offerings of equity securities, which would dilute our existing shareholders and may be senior to our common shares for the purposes of dividend distributions, may adversely affect the market price of our common shares.

In the future, we may attempt to increase our capital resources by making additional offerings of equity securities, including classes of preferred or common shares. Upon liquidation, holders of our preferred shares and lenders with respect to other borrowings will receive a distribution of our available assets prior to the holders of our common shares. Additional equity offerings may dilute the holdings of our existing shareholders or reduce the market price of our common shares, or both. Our preferred shares, if issued, could have a preference on liquidating distributions or a preference on dividend payments that could limit our ability to make a dividend distribution to the holders of our common shares. Because our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings. Thus, our shareholders bear the risk of our future offerings reducing the market price of our common shares and diluting their share holdings in us.

Our Board of Trustees may issue additional shares that may cause dilution or prevent a transaction that is in the best interests of our shareholders.

Our Declaration of Trust authorizes the Board of Trustees, without shareholder approval, to:

- amend the Declaration of Trust to increase or decrease the aggregate number of shares of beneficial interest or the number of shares of beneficial interest of any class or series that we have the authority to issue;
 - cause us to issue additional authorized but unissued common shares or preferred shares; and
- classify or reclassify any unissued common or preferred shares and to set the preferences, rights and other terms of such classified or reclassified shares, including the issuance of additional common shares or preferred shares that have preference rights over the common shares with respect to dividends, liquidation, voting and other matters.

Any one of these events could cause dilution to our common shareholders, delay, deter or prevent a transaction or a change in control that might involve a premium price for the common shares or otherwise not be in the best interest of holders of common shares.

Our ownership limitation may restrict business combination opportunities.

To qualify as a REIT under the Code, no more than 50% of the value of our outstanding shares of beneficial interest may be owned, directly or indirectly, by five or fewer individuals (as defined in the Internal Revenue Code to include certain entities) during the last half of each taxable year. To preserve our REIT qualification, our Declaration of Trust generally prohibits direct or indirect ownership of more than 9.9% of (i) the number of outstanding common shares of any class or series of common shares or (ii) the number of outstanding preferred shares of any class or series of preferred shares. Generally, shares owned by affiliated owners will be aggregated for purposes of the ownership limitation. The ownership limitation could have the effect of delaying, deterring or preventing a change in control or other transaction in which holders of shares might receive a premium for their shares over the then prevailing market price or which such holders might believe to be otherwise in their best interests.

The Declaration of Trust contains a provision that creates staggered terms for our Board of Trustees.

Our Board of Trustees is divided into two classes. The terms of the first and second classes expire in 2008 and 2009, respectively. Trustees of each class are elected for two-year terms upon the expiration of their current terms and each year one class of trustees will be elected by the shareholders. The staggered terms of trustees may delay, deter or prevent a tender offer, a change in control of us or other transaction, even though such a transaction might be in the best interest of the shareholders.

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Maryland Business Combination Law may discourage a third party from acquiring us.

Under the Maryland General Corporation Law, as amended (MGCL), as applicable to REITs, certain “business combinations” (including certain issuances of equity securities) between a Maryland REIT and any person who beneficially owns ten percent or more of the voting power of the trust’s shares, or an affiliate thereof, are prohibited for five years after the most recent date on which this shareholder acquired at least ten percent of the voting power of the trust’s shares. Thereafter, any such business combination must be approved by two super-majority shareholder votes unless, among other conditions, the trust’s common shareholders receive a minimum price (as defined in the MGCL) for their shares and the consideration is received in cash or in the same form as previously paid by the interested shareholder for its common shares. These provisions could delay, deter or prevent a change of control or other transaction in which holders of our equity securities might receive a premium for their shares above then-current market prices or which such shareholders otherwise might believe to be in their best interests.

Our Board of Trustees may change our investment and operational policies without a vote of the common shareholders.

Our major policies, including our policies with respect to acquisitions, financing, growth, operations, debt limitation and distributions, are determined by our Board of Trustees. The Trustees may amend or revise these and other policies from time to time without a vote of the holders of the common shares.

Our Board of Trustees and management make decisions on our behalf, and shareholders have limited management rights.

Our shareholders have no right or power to take part in our management except through the exercise of voting rights on certain specified matters. The board of trustees is responsible for our management and strategic business direction, and our management is responsible for our day-to-day operations. Certain policies of our board of trustees may not be consistent with the immediate best interests of our securityholders.

RISKS RELATED TO OUR TAX STATUS

If we fail to qualify as a REIT, our dividends will not be deductible to us, and our income will be subject to taxation.

We have operated and intend to continue to operate so as to qualify as a REIT for federal income tax purposes. Our continued qualification as a REIT will depend on our continuing ability to meet various requirements concerning, among other things, the ownership of our outstanding shares of beneficial interest, the nature of our assets, the sources of our income, and the amount of our distributions to our shareholders. If we were to fail to qualify as a REIT in any taxable year and do not qualify for certain statutory relief provisions, we would not be allowed a deduction for distributions to our shareholders in computing our taxable income and would be subject to federal income tax (including any applicable alternative minimum tax) on our taxable income at regular corporate rates. Unless entitled to relief under certain Internal Revenue Code provisions, we also would be disqualified from treatment as a REIT for the four taxable years following the year during which qualification was lost. As a result, amounts available for distribution to shareholders would be reduced for each of the years involved. Although we currently intend to operate in a manner designed to qualify as a REIT, it is possible that future economic, market, legal, tax or other considerations may cause the trustees, with the consent of holders of two-thirds of the outstanding shares, to revoke the REIT election.

Failure to make required distributions would subject us to tax.

In order to qualify as a REIT, each year we must distribute to our shareholders at least 90% of our REIT taxable income, other than any net capital gain. To the extent that we satisfy the distribution requirement, but distribute less than 100% of our taxable income, we will be subject to federal corporate income tax on our undistributed income. In addition, we will incur a 4% nondeductible excise tax on the amount, if any, by which our distributions in any year are less than the sum of:

- 85% of our net ordinary income for that year;
- 95% of our net capital gain net income for that year; and
- 100% of our undistributed taxable income from prior years.

We have paid out, and intend to continue to pay out, our income to our shareholders in a manner intended to satisfy the distribution requirement and to avoid corporate income tax and the 4% nondeductible excise tax. Differences in timing between the recognition of income and the related cash receipts or the effect of required debt amortization payments could require us to borrow money or sell assets to pay out enough of our taxable income to satisfy the distribution requirement and to avoid corporate income tax and the 4% nondeductible excise tax in a particular year. In the past we have borrowed, and in the future we may borrow, to pay distributions to our shareholders and the limited partners of our operating partnership. Such borrowings subject us to risks from borrowing as described herein.

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The taxation of corporate dividends may adversely affect the value of our common shares.

Legislation enacted in 2003 and 2006, among other things, generally reduced to 15% the maximum marginal rate of tax payable by domestic noncorporate taxpayers on dividends received from a regular C corporation through 2010. This reduced tax rate, however, does not apply to dividends paid by a REIT to domestic noncorporate taxpayers, except for certain limited amounts. Although the earnings of a REIT that are distributed to its shareholders are still generally subject to less federal income taxation than earnings of a non-REIT C corporation that are distributed to its shareholders net of corporate-level income tax, this legislation could cause domestic noncorporate investors to view the shares of regular C corporations as more attractive relative to the shares of a REIT than was the case prior to the enactment of the legislation, because the dividends from regular C corporations are generally taxed at a lower rate while dividends from REITs are generally taxed at the same rate as the individual's other ordinary income. We cannot predict what effect, if any, the enactment of this legislation may have on the value of the shares of REITs in general or on our shares in particular, either in terms of price or relative to other investments.

The U.S. federal income tax laws governing REITs are complex.

We intend to continue to operate in a manner that will qualify us as a real estate investment trust, or REIT, under the U.S. federal income tax laws. The REIT qualification requirements are extremely complex, however, and interpretations of the U.S. federal income tax laws governing qualification as a REIT are limited. Accordingly, we cannot be certain that we will be successful in operating so we can continue to qualify as a REIT. At any time, new laws, interpretations, or court decisions may change the federal tax laws or the U.S. federal income tax consequences of our qualification as a REIT.

RISKS RELATED TO REAL ESTATE INVESTMENT GENERALLY

Illiquidity of real estate investments could significantly impede our ability to respond to adverse changes in the performance of our properties and harm our financial condition.

Real estate investments are relatively illiquid. Our ability to vary our portfolio in response to changes in operating, economic and other conditions will be limited. No assurances can be given that the fair market value of any of our hotels will not decrease in the future.

If we suffer losses that are not covered by insurance or that are in excess of our insurance coverage limits, we could lose investment capital and anticipated profits.

We require comprehensive insurance to be maintained on each of the our hotels, including liability and fire and extended coverage in amounts sufficient to permit the replacement of the hotel in the event of a total loss, subject to applicable deductibles. However, there are certain types of losses, generally of a catastrophic nature, such as earthquakes, floods, hurricanes and acts of terrorism, that may be uninsurable or not economically insurable. Inflation, changes in building codes and ordinances, environmental considerations and other factors also might make it impracticable to use insurance proceeds to replace the applicable hotel after such applicable hotel has been damaged or destroyed. Under such circumstances, the insurance proceeds received by us might not be adequate to restore our economic position with respect to the applicable hotel. If any of these or similar events occur, it may reduce the return from the attached property and the value of our investment.

REITs are subject to property taxes.

Each hotel is subject to real and personal property taxes. The real and personal property taxes on hotel properties in which we invest may increase as property tax rates change and as the properties are assessed or reassessed by taxing

authorities. Many state and local governments are facing budget deficits which has led many of them, and may in the future lead others to, increase assessments and/or taxes. If property taxes increase, our ability to make expected distributions to our shareholders could be adversely affected.

Environmental matters could adversely affect our results.

Operating costs may be affected by the obligation to pay for the cost of complying with existing environmental laws, ordinances and regulations, as well as the cost of future legislation. Under various federal, state and local environmental laws, ordinances and regulations, a current or previous owner or operator of real property may be liable for the costs of removal or remediation of hazardous or toxic substances on, under or in such property. Such laws often impose liability whether or not the owner or operator knew of, or was responsible for, the presence of such hazardous or toxic substances. The cost of complying with environmental laws could materially adversely affect amounts available for distribution to shareholders. Phase I environmental assessments have been obtained on all of our hotels. Nevertheless, it is possible that these reports do not reveal all environmental liabilities or that there are material environmental liabilities of which we are unaware.

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Costs associated with complying with the Americans with Disabilities Act may adversely affect our financial condition and operating results.

Under the Americans with Disabilities Act of 1993 (ADA), all public accommodations are required to meet certain federal requirements related to access and use by disabled persons. While we believe that our hotels are substantially in compliance with these requirements, a determination that we are not in compliance with the ADA could result in imposition of fines or an award of damages to private litigants. In addition, changes in governmental rules and regulations or enforcement policies affecting the use and operation of the hotels, including changes to building codes and fire and life-safety codes, may occur. If we were required to make substantial modifications at the hotels to comply with the ADA or other changes in governmental rules and regulations, our ability to make expected distributions to our shareholders could be adversely affected.

Item 1B. Unresolved Staff Comments

None.

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Item 2. Properties

The following table sets forth certain information with respect to the hotels we wholly owned as of December 31, 2007.

Name	Year Opened	Number of Rooms	Twelve Months Ended December 31, 2007				
			Room Revenue	Other Revenue (1)	Occupancy	Average Daily Rate	RevPAR (2)
Comfort Inn							
North Dartmouth, MA							
	1986	84	\$ 1,391,704	\$ 10,960	53.96%	\$ 84.13	\$ 45.39
Harrisburg, PA							
	1998	81	\$ 1,753,576	\$ 48,685	66.38%	\$ 90.47	\$ 60.05
Frederick, MD							
	2004	73	\$ 1,347,638	\$ 19,673	62.31%	\$ 81.17	\$ 50.58
Courtyard							
Alexandria, VA							
	2006	203	\$ 6,130,351	\$ 884,115	66.79%	\$ 123.87	\$ 82.74
Scranton, PA							
	1996	120	\$ 2,980,369	\$ 248,268	70.58%	\$ 96.41	\$ 68.04
Langhorne, PA							
	2002	118	\$ 3,695,323	\$ 392,934	69.84%	\$ 122.84	\$ 85.80
Brookline/Boston, MA							
	2003	188	\$ 9,855,988	\$ 811,959	82.22%	\$ 174.69	\$ 143.63
Wilmington, DE							
	1999	78	\$ 2,749,980	\$ 137,876	73.21%	\$ 131.94	\$ 96.59
Fairfield Inn							
Bethlehem, PA							
	1997	103	\$ 2,391,133	\$ 35,875	63.69%	\$ 99.86	\$ 63.60
Laurel, MD							
	1999	109	\$ 2,954,035	\$ 37,839	69.51%	\$ 106.82	\$ 74.25
Hampton Inn							
Brookhaven, NY							
	2002	161	\$ 5,239,471	\$ 296,111	72.48%	\$ 123.02	\$ 89.16
Chelsea/Manhattan, NY							
	2003	144	\$ 10,893,829	\$ 31,059	88.68%	\$ 235.66	\$ 208.98
Hershey, PA							
	1999	110	\$ 3,901,574	\$ 100,257	68.37%	\$ 142.13	\$ 97.17
Carlisle, PA							
	1997	95	\$ 2,626,935	\$ 15,222	72.46%	\$ 102.40	\$ 74.20
Danville, PA							
	1998	72	\$ 2,003,670	\$ 13,628	75.59%	\$ 102.29	\$ 77.32
Selinsgrove, PA (3)							
	1996	75	\$ 2,003,942	\$ 23,453	64.84%	\$ 112.89	\$ 73.20
Herald Square, Manhattan, NY							
	2005	136	\$ 10,512,543	\$ 21,857	88.66%	\$ 239.51	\$ 212.36
Philadelphia, PA (4)							
	2001	250	\$ 9,349,384	\$ 747,064	78.35%	\$ 130.78	\$ 102.46
Seaport, NY (5)							
	2006	65	\$ 5,175,599	\$ 24,691	85.92%	\$ 277.47	\$ 238.40
Hawthorne Suites							
Franklin, MA							
	1999	100	\$ 2,486,733	\$ 155,692	72.35%	\$ 94.16	\$ 68.13
Hilton Garden Inn							
JFK Airport, NY							
	2005	188	\$ 8,738,877	\$ 1,006,210	90.70%	\$ 140.41	\$ 127.35
Edison, NJ							
	2003	132	\$ 3,751,718	\$ 939,242	73.64%	\$ 106.33	\$ 78.30
Gettysburg, PA							
	2004	88	\$ 2,017,153	\$ 268,526	65.33%	\$ 96.13	\$ 62.80
Holiday Inn							
Norwich, CT (6)							
	2006	134	\$ 1,618,128	\$ 70,651	56.89%	\$ 115.36	\$ 65.63
Holiday Inn Express							
Hauppauge, NY							
	2001	133	\$ 4,701,844	\$ 336,362	73.10%	\$ 132.50	\$ 96.86
Cambridge, MA							
	1997	112	\$ 4,290,745	\$ 79,053	73.31%	\$ 143.18	\$ 104.96

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Hershey, PA	1997	85	\$ 2,156,255	\$ 22,082	65.59%	\$ 115.47	\$ 75.74
New Columbia, PA	1997	81	\$ 1,343,821	\$ 12,273	49.21%	\$ 93.52	\$ 46.02
Malvern, PA	2004	88	\$ 2,054,481	\$ 10,540	65.03%	\$ 98.35	\$ 63.96
Oxford Valley, PA	2004	88	\$ 2,122,654	\$ 65,254	62.83%	\$ 105.18	\$ 66.09
Chester, NY (7)	2006	80	\$ 2,299,968	\$ 66,948	70.58%	\$ 119.45	\$ 84.31
Holiday Inn							
Express & Suites							
Harrisburg, PA	1997	77	\$ 2,216,076	\$ 24,965	79.20%	\$ 100.86	\$ 79.89
King of Prussia, PA	2004	155	\$ 4,728,516	\$ 105,758	75.35%	\$ 110.93	\$ 83.58
Independent							
Wilmington, DE	1999	71	\$ 1,641,999	\$ 16,203	64.96%	\$ 97.53	\$ 63.36
Fifth Ave, NY (8)	2007	70	\$ 3,037,532	\$ 13,184	80.36%	\$ 250.00	\$ 200.89
Mainstay							
Valley Forge, PA	2000	69	\$ 1,846,037	\$ 105,498	78.21%	\$ 93.72	\$ 73.30
Frederick, MD	2001	72	\$ 1,374,961	\$ 12,686	66.66%	\$ 77.53	\$ 51.68
Residence Inn							
North Dartmouth,							
MA	2002	96	\$ 2,932,018	\$ 82,860	70.60%	\$ 118.52	\$ 83.68
Tysons Corner, VA	1984	96	\$ 4,509,861	\$ 44,107	76.17%	\$ 168.97	\$ 128.71
Framingham, MA	2000	125	\$ 4,481,539	\$ 152,841	76.95%	\$ 127.65	\$ 98.23
Greenbelt, MD	2002	120	\$ 5,231,853	\$ 96,784	74.81%	\$ 159.67	\$ 119.45
Norwood, MA	2006	96	\$ 3,029,251	\$ 66,509	70.51%	\$ 122.62	\$ 86.45
Langhorne, PA (7)	2007	100	\$ 3,246,331	\$ 105,688	76.03%	\$ 119.60	\$ 90.93
Carlisle, PA (7)	2007	78	\$ 2,036,985	\$ 53,744	70.04%	\$ 104.74	\$ 73.36
Sleep Inn							
Valley Forge, PA	2000	87	\$ 1,934,392	\$ 26,956	75.88%	\$ 89.55	\$ 67.94

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Twelve Months Ended December 31, 2007							
Name	Year Opened	Number of Rooms	Room Revenue	Other Revenue (1)	Occupancy	Average Daily Rate	RevPAR (2)
Summerfield Suites							
White Plains, NY	2000	159	\$ 9,479,871	\$ 340,715	87.81%	\$ 186.01	\$ 163.34
Bridgewater, NJ	1998	128	\$ 5,281,368	\$ 368,495	76.95%	\$ 146.91	\$ 113.04
Gaithersburg, MD	1998	140	\$ 4,763,186	\$ 100,148	69.40%	\$ 134.31	\$ 93.21
Pleasant Hill, CA	2003	142	\$ 5,794,588	\$ 296,426	81.30%	\$ 137.56	\$ 111.83
Pleasanton, CA	1998	128	\$ 4,716,773	\$ 124,317	83.45%	\$ 121.98	\$ 101.79
Scottsdale, AZ	1999	164	\$ 6,165,039	\$ 184,554	75.13%	\$ 137.09	\$ 102.99
Charlotte, NC	1989	144	\$ 3,029,730	\$ 66,963	69.65%	\$ 88.28	\$ 61.49
TOTAL		5,891	\$ 206,017,327	\$ 9,323,760			
WEIGHTED AVERAGE					73.77%	\$ 133.03	\$ 98.13

(1) Represents restaurant revenue, telephone revenue and other revenue

(2) Revenue per Available Room, or RevPAR, is determined by dividing room revenue by available rooms for the applicable period

(3) A portion of the land adjacent to this hotel, which is not currently used for hotel operations, is leased to an affiliate for \$1 per year for 99 years

(4) We acquired the remaining 20% of the limited partnership interests in Affordable Hospitality Associates, LP, the owner of the Hampton Inn, Philadelphia, PA on October 1, 2007. This hotel was a consolidated joint venture prior to this; therefore, this table represents the twelve months of operations for this property which are fully included in the statements of operations for the year ended December 31, 2007.

(5) We assumed operations of this hotel in February 2007

(6) We assumed operations of this hotel in July 2007

(7) We assumed operations of this hotel in January 2007

(8) We assumed operations of this hotel in June 2007

The following table sets forth certain information with respect to the hotels we owned through joint ventures with third parties as of December 31, 2007.

Twelve Months Ended December 31, 2007							
Name	Year Opened	Number of Rooms	Room Revenue	Other Revenue (1)	Occupancy	Average Daily Rate	RevPAR (2)
Courtyard							
Norwich, CT	1997	144	\$ 4,034,924	\$ 395,480	71.06%	\$ 108.03	\$ 76.77
South Boston, MA	2005	164	\$ 6,647,227	\$ 467,302	75.94%	\$ 146.23	\$ 111.05
Warwick, RI	2003	92	\$ 3,040,648	\$ 259,589	77.52%	\$ 116.80	\$ 90.55
Ewing/Princeton, NJ	2004	130	\$ 4,786,160	\$ 552,085	73.30%	\$ 137.61	\$ 100.87
Four Points - Sheraton							
Revere/Boston, MA	2001	180	\$ 5,576,146	\$ 2,558,034	84.87%	\$ 100.01	\$ 84.87
Hilton							
Hartford, CT	2005	393	\$ 11,764,920	\$ 5,208,310	58.11%	\$ 141.14	\$ 82.02

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Homewood Suites								
Glastonbury, CT	2006	136	\$	3,552,370	\$	138,435	60.99%	\$ 117.33 \$ 71.56
Marriott								
Mystic, CT	2001	285	\$	12,143,575	\$	12,829,088	74.36%	\$ 156.99 \$ 116.74
Hartford, CT	2005	409	\$	15,741,688	\$	9,790,740	62.41%	\$ 168.97 \$ 105.45
Residence Inn								
Danbury, CT	1999	78	\$	2,868,013	\$	89,780	82.72%	\$ 121.79 \$ 100.74
Mystic, CT	1996	133	\$	4,368,523	\$	147,974	75.62%	\$ 119.01 \$ 89.99
Southington, CT	2002	94	\$	3,310,668	\$	294,222	87.81%	\$ 109.89 \$ 96.49
Williamsburg, VA	2002	108	\$	3,024,376	\$	43,218	62.98%	\$ 121.83 \$ 76.72
Holiday Inn Express								
South Boston, MA	1998	118	\$	4,311,826	\$	88,845	79.36%	\$ 126.14 \$ 100.11
Manhattan, NY (3)	2006	228	\$	15,101,859	\$	71,096	93.13%	\$ 213.57 \$ 198.91
Hilton Garden Inn								
Glastonbury, CT	2003	150	\$	4,421,016	\$	1,200,428	66.05%	\$ 122.26 \$ 80.75
Springhill Suites								
Waterford, CT	1998	80	\$	2,487,212	\$	53,449	78.62%	\$ 108.34 \$ 85.18
Williamsburg, VA	2002	120	\$	2,775,969	\$	59,360	61.55%	\$ 102.97 \$ 63.38
TOTAL		3,042	\$	109,957,120	\$	34,247,435		
WEIGHTED AVERAGE							71.59%	\$ 139.24 \$ 99.69

(1) Represents restaurant revenue, telephone revenue and other revenue

(2) Revenue per Available Room, or RevPAR, is determined by dividing room revenue by available rooms for the applicable period

(3) We assumed operations of this hotel in February 2007

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Item 3. Legal Proceedings

We are not presently subject to any material litigation nor, to our knowledge, is any other litigation threatened against us, other than routine actions for negligence or other claims and administrative proceedings arising in the ordinary course of business, some of which are expected to be covered by liability insurance and all of which collectively are not expected to have a material adverse effect on our liquidity, results of operations or business or financial condition.

Item 4. Submission of Matters to a Vote of Security Holders

No matter was submitted to a vote of our security holders during the fourth quarter of 2007, through the solicitation of proxies or otherwise.

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PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

MARKET INFORMATION

Our common shares began trading on the American Stock Exchange on January 20, 1999 under the symbol "HT." As of March 12, 2008, the last reported closing price per common share on the American Stock Exchange was \$8.87. The following table sets forth the high and low sales price per common share reported on the American Stock Exchange as traded and the dividends paid on the common shares for each of the quarters indicated.

Year Ended December 31, 2007	High	Low	Cash Dividend Per Share
Fourth Quarter	\$ 11.11	\$ 9.22	\$ 0.18
Third Quarter	\$ 14.20	\$ 9.75	\$ 0.18
Second Quarter	\$ 12.38	\$ 11.19	\$ 0.18
First Quarter	\$ 12.06	\$ 9.73	\$ 0.18

Year Ended December 31, 2006	High	Low	Cash Dividend Per Share
Fourth Quarter	\$ 11.99	\$ 9.47	\$ 0.18
Third Quarter	\$ 10.17	\$ 8.83	\$ 0.18
Second Quarter	\$ 9.80	\$ 8.76	\$ 0.18
First Quarter	\$ 10.00	\$ 8.89	\$ 0.18

SHAREHOLDER INFORMATION

At March 12, 2008 we had approximately 120 holders of record and 5,543 beneficial owners of our common shares. Units of limited partnership interest in our operating partnership (which are redeemable for common shares subject to certain limitations) were held by approximately 43 entities and persons.

Our organizational documents limit the number of equity securities of any series that may be owned by any single person or affiliated group to 9.9% of the outstanding shares. We granted limited waivers of these ownership limitations as follows:

- a limited waiver to RREEF America L.L.C., Deutsche Asset Management, Inc., and their related mutual funds and accounts, specifically including Scudder RREEF Real Estate Fund Inc., Scudder RREEF Real Estate Fund II Inc. and Scudder RREEF Securities Trust (collectively, the "Scudder RREEF Group") to own up to 16% of the outstanding common shares, subject to their compliance with certain representations and warranties, including that no single person will own more than 9.9% of the outstanding common shares;
- a limited waiver to K.G. Redding & Associates, and its managed accounts to own up to 15% of the outstanding common shares, subject to their compliance with certain representations and warranties including that no single person will own more than 9.9% of the outstanding common shares;

- a limited waiver to Kensington Investment Group, Inc., together with its related mutual funds and accounts, to own up to 14% of the outstanding common shares, subject to their compliance with certain representations and warranties including that no single person will own more than 9.9% of the outstanding common shares; and
- a limited waiver to Morgan Stanley Investment Management, Inc., together with its affiliates and its managed accounts, to own up to 15% of the outstanding common shares, subject to their compliance with certain representations and warranties including that no single person will own more than 9.9% of the outstanding common shares.

DISTRIBUTION INFORMATION

While it is the current policy of our Board to maintain our dividends at least at historical levels, future distributions, if any, will be at the discretion of our Board of Trustees and will depend on our actual cash flow, financial condition, capital requirements, the annual distribution requirements under the REIT provisions of the Internal Revenue Code and such other factors as we may deem relevant. Our ability to make distributions will depend on our receipt of distributions from our operating partnership and lease payments from our lessees with respect to the hotels. We rely on the profitability and cashflows of our hotels to generate sufficient cash flow for distributions.

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SHARE PERFORMANCE GRAPH

The following graph compares the yearly change in our cumulative total shareholder return on our common shares for the period beginning January 1, 2002 and ending December 31, 2007, with the yearly changes in the Standard & Poor's 500 Stock Index (the S&P 500 Index), the Russell 2000 Index, and the SNL Hotel REITs Index ("Hotel REIT Index") for the same period, assuming a base share price of \$100.00 for our common shares, the S&P 500 Index, the Russell 2000 Index and the Hotel REIT Index for comparative purposes. The Hotel REIT Index is comprised of nineteen publicly traded REITs which focus on investments in hotel properties. Total shareholder return equals appreciation in stock price plus dividends paid and assumes that all dividends are reinvested. The performance graph is not indicative of future investment performance. We do not make or endorse any predictions as to future share price performance:

	Period Ending December 31,					
	2002	2003	2004	2005	2006	2007
Hersha Hospitality Trust	\$ 100.00	\$ 172.48	\$ 210.86	\$ 178.75	\$ 241.83	\$ 212.51
Russell 2000	100.00	147.25	174.24	182.18	215.64	212.26
SNL Hotel REITs Index	100.00	130.49	173.10	190.07	244.45	190.25
S&P 500	100.00	128.68	142.69	149.68	173.32	182.84

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COMMON SHARES ISSUABLE PURSUANT TO OPTIONS

As of December 31, 2007, no options or warrants to acquire our securities were outstanding. The following table sets forth the number of securities to be issued upon exercise of outstanding options, warrants and rights; weighted average exercise price of outstanding options, warrants and rights; and the number of securities remaining available for future issuance as of December 31, 2007:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (c)
Equity compensation plans approved by security holders	N/A	N/A	1,109,823
Equity compensation plans not approved by security holders	—	—	—
Total	N/A	N/A	1,109,823

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Item 6. Selected Financial Data

The following sets forth selected financial and operating data on a historical consolidated basis. The following data should be read in conjunction with the financial statements and notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this Form 10-K.

HERSHA HOSPITALITY TRUST
SELECTED FINANCIAL DATA
(In thousands, except per share data)

	2007	2006	2005	2004	2003
Revenue:					
Hotel Operating Revenues	\$ 229,462	\$ 135,274	\$ 71,280	\$ 39,001	\$ 920
Interest Income From Development Loans	6,046	2,487	3,940	2,191	715
Land Lease Revenue	4,860	2,071	-	-	-
Hotel Lease Revenue	781	391	-	1,192	10,144
Other Revenues	980	737	529	176	8
Total Revenue	242,129	140,960	75,749	42,560	11,787
Operating Expenses:					
Hotel Operating Expenses	130,925	79,430	43,700	24,848	836
Hotel Ground Rent	856	804	433	504	50
Land Lease Expense	2,721	1,189	-	-	-
Real Estate and Personal Property Taxes and Property Insurance	11,426	6,089	3,517	2,286	905
General and Administrative	8,185	6,238	4,967	3,140	628
Compensation Expense related to Option Redemption	-	-	-	-	1,307
Depreciation and Amortization	34,336	18,954	8,919	5,344	3,174
Total Operating Expenses	188,449	112,704	61,536	36,122	6,900
Operating Income	53,680	28,256	14,213	6,438	4,887
Interest Income	686	1,182	602	241	86
Interest expense	42,402	25,423	12,471	4,471	3,159
Loss on Debt Extinguishment	-	1,485	-	-	116
Income before income (loss) from Unconsolidated Joint Venture Investments, Distributions to Preferred Unitholders, Minority Interests and Discontinued Operations	11,964	2,530	2,344	2,208	1,698
Income (Loss) from Unconsolidated Joint Venture Investments	3,476	1,799	457	481	(24)
Income Before Distribution to Preferred Unitholders, Minority Interest and Discontinued Operations	15,440	4,329	2,801	2,689	1,674
Distributions to Preferred Unitholders	-	-	-	499	1,195
Income Allocated to Minority Interest in Continuing Operations	1,765	536	76	273	200
Income from Continuing Operations Discontinued Operations, net of minority interest:	13,675	3,793	2,725	1,917	279

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Gain on Disposition of Hotel Properties	3,745	693	1,161	-	-
Income (Loss) from Discontinued Operations	427	612	(589)	132	506
Net Income	17,847	5,098	3,297	2,049	785
Preferred Distributions	4,800	4,800	1,920	-	-
Net Income applicable to Common Shareholders	\$ 13,047	\$ 298	\$ 1,377	\$ 2,049	\$ 785
Basic Income (Loss) from Continuing Operations applicable to Common Shareholders	\$ 0.22	\$ (0.04)	\$ 0.04	\$ 0.12	\$ 0.06
Diluted Income (Loss) from Continuing Operations applicable to Common Shareholder (1)	\$ 0.22	\$ (0.04)	\$ 0.04	\$ 0.12	\$ 0.06
Dividends declared per Common Share	\$ 0.72	\$ 0.72	\$ 0.72	\$ 0.72	\$ 0.72

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	2007	2006	2005	2004	2003
Balance Sheet Data					
Net investment in hotel properties	\$ 893,297	\$ 807,784	\$ 317,980	\$ 163,923	\$ 121,076
Assets Held for Sale	\$ -	\$ -	\$ 3,407	\$ 18,758	\$ -
Minority interest in Partnership	\$ 42,845	\$ 25,933	\$ 15,147	\$ 16,779	\$ 38,971
Shareholder's equity	\$ 330,405	\$ 331,619	\$ 164,703	\$ 119,792	\$ 71,460
Total assets	\$ 1,067,607	\$ 968,208	\$ 455,355	\$ 261,021	\$ 196,568
Total debt	\$ 663,008	\$ 580,542	\$ 256,146	\$ 98,788	\$ 71,837
Debt related to Assets Held for Sale	\$ -	\$ -	\$ 375	\$ 13,058	\$ -
Other Data					
Funds from Operations (2)	\$ 49,821	\$ 25,936	\$ 14,495	\$ 10,539	\$ 6,533
Net cash provided by operating activities	\$ 59,300	\$ 27,217	\$ 15,002	\$ 12,148	\$ 5,193
Net cash used in investing activities	\$ (46,027)	\$ (413,881)	\$ (190,825)	\$ (78,378)	\$ (58,370)
Net cash (used in) provided by financing activities	\$ (11,262)	\$ 388,200	\$ 163,989	\$ 46,137	\$ 93,744
Weighted average shares outstanding					
Basic	40,718,724	27,118,264	20,293,554	16,391,805	4,614,316
Diluted (1)	40,718,724	27,118,264	20,299,937	16,391,805	4,614,316

(1) Income allocated to minority interest in the Partnership has been excluded from the numerator and Partnership units have been omitted from the denominator for the purpose of computing diluted earnings per share since the effect of including these amounts in the numerator and denominator would have no impact.

(2) See Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations—Funds From Operations" for an explanation of FFO, why we believe FFO is a meaningful measure of our operating performance and a reconciliation of FFO to net income calculated in accordance with GAAP.

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

All statements contained in this section that are not historical facts are based on current expectations. Words such as "believes", "expects", "anticipate", "intends", "plans" and "estimates" and variations of such words and similar words also identify forward-looking statements. Our actual results may differ materially. We caution you not to place undue reliance on any such forward-looking statements. We assume no obligation to update any forward-looking statements as a result of new information, subsequent events or any other circumstances.

GENERAL

As of December 31, 2007, we owned interests in 71 hotels in the eastern United States including 18 hotels owned through joint ventures. For purposes of the REIT qualification rules, we cannot directly operate any of our hotels. Instead, we must lease our hotels to a third party lessee or to a taxable REIT subsidiary, or TRS, provided that the TRS engages an eligible independent contractor to manage the hotels. With the exception of one hotel which is leased to an unrelated party under a fixed lease, as of December 31, 2007, we have leased all of our hotels to a wholly-owned TRS, a joint venture owned TRS, or an entity owned by our wholly-owned TRS. Each of these TRS entities will pay qualifying rent, and the TRS entities have entered into management contracts with qualified independent managers, including HHMLP, with respect to our hotels. We intend to lease all newly acquired hotels to a TRS. As of December 31, 2007, all of our hotels owned through interests in joint ventures are leased to TRSs that are wholly owned by those joint ventures or entities that are owned in part by our wholly owned TRS. The hotels owned by the joint ventures are managed by various management companies pursuant to the terms of certain management agreements.

The TRS structure enables us to participate more directly in the operating performance of our hotels. The TRS directly receives all revenue from, and funds all expenses relating to hotel operations. The TRS is also subject to income tax on its earnings.

The following table outlines operating results for the Company's portfolio of wholly owned hotels and those owned through joint venture interests that are consolidated in our financial statements for the three years ended December 31, 2007, 2006 and 2005:

CONSOLIDATED
HOTELS:

	Year Ended 2007	Year Ended 2006	2007 vs. 2006 % Variance	Year Ended 2005	2006 vs. 2005 % Variance
Rooms Available	2,248,253	1,507,003	49.2%	880,314	71.2%
Rooms Occupied	1,656,158	1,086,478	52.4%	615,888	76.4%
Occupancy	73.66%	72.10%	2.2%	69.96%	3.1%
Average Daily Rate (ADR)	\$ 131.26	\$ 115.49	13.7%	\$ 103.82	11.2%
Revenue Per Available Room (RevPAR)	\$ 96.69	\$ 83.26	16.1%	\$ 72.63	14.6%
Room Revenues	\$ 217,393,817	\$ 125,475,166	73.3%	\$ 63,940,185	96.2%
Total Revenues	\$ 229,462,240	\$ 135,273,785	69.6%	\$ 71,280,027	89.8%
	\$ 6,683,896	\$ 12,926,991	(48.3%)	\$ 13,718,121	(5.8%)

Hotel Operating
Revenues from
Discontinued Operations

The following table outlines operating results for the three years ended December 31, 2007, 2006 and 2005 for hotels we own through an unconsolidated joint venture interest. These operating results reflect 100% of the operating results of the property including our interest and the interests of our joint venture partners and other minority interest holders.

UNCONSOLIDATED JOINT
VENTURES:

	Year Ended 2007	Year Ended 2006	2007 vs. 2006 % Variance	Year Ended 2005	2006 vs. 2005 % Variance
Rooms Available	954,114	879,384	8.5%	355,551	147.3%
Rooms Occupied	682,169	613,272	11.2%	263,030	133.2%
Occupancy	71.50%	69.74%	2.5%	73.98%	(5.7%)
Average Daily Rate (ADR)	\$ 144.51	\$ 132.54	9.0%	\$ 127.34	4.1%
Revenue Per Available Room (RevPAR)	\$ 103.32	\$ 92.43	11.8%	\$ 94.20	(1.9%)
Room Revenues	\$ 98,580,629	\$ 81,285,744	21.3%	\$ 33,492,953	142.7%
Total Revenues	\$ 130,167,451	\$ 111,301,348	17.0%	\$ 42,171,809	163.9%

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The increase in revenue per available room (“RevPAR”) during the years ended December 31, 2007 and 2006, was due primarily to the Company’s broadened strategic portfolio focus on stronger central business districts and primary suburban office parks; the size of the recent acquisitions as a percentage of the portfolio; franchise affiliations with stronger brands, such as Hyatt Summerfield Suite, Hilton Garden Inn, Residence Inn and Courtyard by Marriott; and a focus on improving the average daily rate (“ADR”). The increase in both rooms and total revenue can be attributed primarily to the hotels acquired during the respective periods.

COMPARISON OF THE YEAR ENDED DECEMBER 31, 2007 TO DECEMBER 31, 2006
(dollars in thousands, except per share data)

Revenue

Our total revenues for the year ended December 31, 2007 consisted of hotel operating revenues, interest income from our development loan program, land lease revenue, hotel lease revenue and other revenue. Hotel operating revenues are recorded for wholly owned hotels that are leased to our wholly owned TRS and hotels owned through joint venture interests that are consolidated in our financial statements. Hotel operating revenues increased \$94,188, or 69.6%, from \$135,274 for the twelve months ended December 31, 2006 to \$229,462 for the same period in 2007. The increase in revenues is primarily attributable to the acquisitions consummated in 2007 and improved RevPAR and occupancy at certain of our hotels. We acquired interests in the following six consolidated hotels since December 31, 2006:

Brand	Location	Acquisition Date	Rooms	2007 Total Revenue
Residence Inn	Langhorne, PA	1/8/2007	100	\$ 3,352
Residence Inn	Carlisle, PA	1/10/2007	78	2,091
Holiday Inn Express	Chester, NY	1/25/2007	80	2,367
Hampton Inn	Seaport, NY	2/1/2007	65	5,200
Independent	373 Fifth Avenue	6/1/2007	70	3,051
Holiday Inn	Norwich, CT	7/1/2007	100	1,689
			493	\$ 17,750

Revenues for all six hotels were recorded from the date of acquisition as hotel operating revenues. Further, hotel operating revenues for the year ended December 31, 2007 included revenues for a full year related to the following 22 hotels that were purchased during the twelve months ended December 31, 2006:

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Brand	Location	Acquisition Date	Rooms	2007 Total Revenue	2006 Total Revenue	
Courtyard	Langhorne, PA	1/3/2006	118	\$ 4,088	\$ 4,312	
Fairfield Inn	Mt. Laurel, NJ	1/3/2006	118	2,697	2,760	
Fairfield Inn	Bethlehem, PA	1/3/2006	103	2,427	2,489	
Courtyard	Scranton, PA	2/1/2006	120	3,229	2,543	
Residence Inn	Tysons Corner, VA	2/2/2006	96	4,554	4,092	
Hampton Inn	Philadelphia, PA	2/15/2006	250	10,096	7,799	
Hilton Garden Inn	JFK Airport, NY	2/16/2006	188	9,745	7,883	
Hawthorne Suites	Franklin, MA	4/25/2006	100	2,642	1,877	
Residence Inn	North Dartmouth, MA	5/1/2006	96	3,015	2,386	
Comfort Inn	North Dartmouth, MA	5/1/2006	84	1,403	1,213	
Holiday Inn Express	Cambridge, MA	5/3/2006	112	4,370	2,950	
Residence Inn	Norwood, MA	7/27/2006	96	3,096	1,088	
Holiday Inn Express	Hauppauge, NY	9/1/2006	133	5,038	1,580	
Hampton Inn	Brookhaven, NY	9/6/2006	161	5,536	1,658	
Courtyard	Alexandria, VA	9/29/2006	203	7,014	1,301	
Summerfield Suites	White Plains, NY	12/27/2006	159	9,821	*	
Summerfield Suites	Bridgewater, NJ	12/27/2006	128	5,650	*	
Summerfield Suites	Gaithersburg, MD	12/27/2006	140	4,863	*	
Summerfield Suites	Pleasant Hill, CA	12/27/2006	142	6,091	*	
Summerfield Suites	Pleasanton, CA	12/27/2006	128	4,841	*	
Summerfield Suites	Scottsdale, AZ	12/27/2006	164	6,350	*	
Summerfield Suites	Charlotte, NC	12/27/2006	144	3,096	*	
				2,983 \$	109,662 \$	45,931

* Total Revenues for 2006 insignificant

We invest in hotel development projects by providing secured first mortgage or mezzanine financing to hotel developers and through the acquisition of land that is then leased to hotel developers. Interest income is earned on our development loans at rates ranging between 10% and 13.5%. Interest income from development loans receivable was \$6,046 for the twelve months ended December 31, 2007 compared to \$2,487 for the same period in 2006. The average balance of development loans receivable outstanding in 2007 was higher than the average balance outstanding in 2006. This resulted in a \$3,559, or 143.1%, increase in interest income.

In June and July of 2006 we acquired two parcels of land which are being leased to hotel developers. Our net investment in these parcels is approximately \$18,946. The land is leased to hotel developers at a minimum rental rate of 10% of our net investment in the land. On June 11, 2007 and July 11, 2007, we acquired two adjacent parcels of land which are being leased to a hotel developer that is owned in part by certain executives and affiliated trustees of the Company. Our net investment in these parcels is approximately \$23,366. The land is leased to hotel developers at a minimum rental rate of 10% of our net investment in the land. Additional rents are paid by the lessee for the principal and interest on the mortgage, real estate taxes and insurance. During the year ended December 31, 2007, we recorded \$4,860 in land lease revenue from these parcels. We incurred \$2,721 in expense related to these land leases resulting in a contribution of \$2,139 to our operating income during the twelve months ended December 31, 2007.

Total revenues for the year ended December 31, 2007 also included hotel lease revenue for the lease of the Holiday Inn Conference Center, New Cumberland, Pennsylvania which has a fixed rent over the five year term. Beginning on July 1, 2006 this hotel was leased to an unrelated party. Prior to July 1, 2006, this hotel was leased to our wholly owned TRS and operating revenues and expenses of the hotel were recorded in hotel operating revenue and hotel operating expenses. Hotel lease revenue of \$781 was recorded in the twelve months ended December 31, 2007 related to the lease of this property, compared to \$391 in 2006.

Other revenue consists primarily of fees earned for asset management services provided to properties owned by two of our unconsolidated joint ventures. Other revenues increased \$243, or 32.3%, from \$737 during the twelve months ended December 31, 2006 to \$980 during the twelve months ended December 31, 2007.

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Income from unconsolidated joint venture investments increased \$1,677 from \$1,799 for the year ended December 31, 2006 to \$3,476 for the year ended December 31, 2007. During 2007, we acquired unconsolidated joint venture interests in the following property:

Joint Venture	Brand	Name	Acquisition Date	Rooms	Ownership %	Hersha Preferred Equity Return
Metro 29th Street Associates, LLC	Holiday Inn Express	Manhattan-New York, NY	2/1/2007	228	50.0%	N/A

In addition, we acquired joint venture interests in the following two properties during 2006:

Joint Venture	Brand	Name	Acquisition Date	Rooms	Ownership %	Hersha Preferred Equity Return
PRA Suites at Glastonbury, LLC	Homewood Suites	Glastonbury, CT	6/15/2006	136	40.0%	* 10.0%
Mystic Partners, LLC	Marriott	Hartford, CT	2/8/2006	409	15.0%	8.5%

*Percent owned was 40% through March 31, 2007. On April 1, 2007 our percent owned increased to 48.0%.

Income from unconsolidated joint venture investments was favorably impacted by the inclusion of these investments for a full twelve months in 2007.

For the year ended December 31, 2007, interest income decreased \$496 compared to the same period in 2006. Increased levels of interest income in 2006 resulted from higher levels of interest bearing deposits related to the acquisition of hotel properties and interest earned on proceeds from the offering of our common stock during 2006.

Expenses

Total hotel operating expenses increased 64.8% to approximately \$130,925 for the year ended December 31, 2007 from \$79,430 for the year ended December 31, 2006. Consistent with the increase in hotel operating revenues, hotel operating expenses increased primarily due to the acquisitions consummated since the comparable period in 2006, as mentioned above. The acquisitions also resulted in an increase in depreciation and amortization from \$18,954 for the year ended December 31, 2006 to \$34,336 for the year ended December 31, 2007. Similarly, real estate and personal property tax and property insurance increased \$5,337, or 87.7%, in the year ended December 31, 2007 when compared to the same period in 2006.

General and administrative expense increased by approximately \$1,947 from \$6,238 in 2006 to \$8,185 in 2007. General and administrative expenses increased primarily due to higher compensation expense related to an increase in staffing in our asset management and accounting teams and an increase in incentive compensation.

Net Income

Net income applicable to common shareholders for year ended December 31, 2007 was approximately \$13,047 compared to net income applicable to common shareholders of \$298 for the same period in 2006.

Operating income for the year ended December 31, 2007 was \$53,680 compared to operating income of \$28,256 during the same period in 2006. The \$25,424, or 90.0%, increase in operating income resulted from improved performance of our portfolio and acquisitions that have increased the scale of our operations enabling us to leverage the absorption of administrative costs.

The increase in our operating income was partially offset by increases in interest expense, which increased \$16,979 from \$25,423 for the year ended December 31, 2006 to \$42,402 for the year ended December 31, 2007. The increase in interest expense is the result of mortgages placed on newly acquired properties and increased average balances on our line of credit.

Included in net income applicable to common shareholders for the year ended December 31, 2007 is \$427 in income from discontinued operations compared to \$612 in income during the same period in 2006. Discontinued operations results from the operations of one property sold in April 2006, two properties sold in November 2006, two properties sold in December 2006, and two properties sold in November 2007. Also included in net income applicable to common shareholders for the year ended December 31, 2007 is a gain of \$3,745 resulting from the sale of the Hilton Garden Inn in Edison, NJ and Fairfield Inn in Mt. Laurel, NJ which had been held for sale. Included in net income applicable to common shareholders for the year ended December 31, 2006 is a gain of \$693 resulting from the sale of the Holiday Inn Express in Hartford, CT, the Hampton Inn in Peachtree, GA, the Hampton Inn in Newnan, GA, the Comfort Suites in Duluth, GA, and the Holiday Inn Express in Duluth, GA.

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COMPARISON OF YEAR ENDED DECEMBER 31, 2006 TO YEAR ENDED DECEMBER 31, 2005

(dollars in thousands, except per share data)

Revenue

Our total revenues for the year ended December 31, 2006 consisted of hotel operating revenues, interest income from our development loan program, land lease revenue, hotel lease revenue and other revenue. Hotel operating revenue is recorded for wholly owned hotels that are leased to our wholly owned TRS and hotels owned through joint venture interests that are consolidated in our financial statements. Hotel operating revenue increased \$63,994, or 89.8%, from \$71,280 for the twelve months ended December 31, 2005 to \$135,274 for the same period in 2006. The increase in revenues is primarily attributable to the acquisitions consummated in 2006 and improved RevPAR and occupancy at certain of our hotels. We acquired interests in 22 consolidated hotels during the twelve months ended December 31, 2006, as noted above.

Revenues for all 22 hotels were recorded from the date of acquisition as hotel operating revenues. Further, hotel operating revenues for the year ended December 31, 2006 included revenues for a full year related to the following 10 hotels that were purchased during the twelve months ended December 31, 2005:

Brand	Name	Acquisition Date	Rooms	2006 Total Revenue	2005 Total Revenue
Residence Inn	Williamsburg, VA	11/22/2005	108	\$ 3,143	\$ 231
Springhill Suites	Williamsburg, VA	11/22/2005	120	2,331	141
Courtyard	Wilmington, DE	6/17/2005	78	2,609	1,357
Independent	Wilmington, DE	6/17/2005	71	1,604	833
Courtyard	Brookline/Boston, MA	6/16/2005	188	9,665	5,086
Holiday Inn Express	Oxford Valley, PA	5/26/2005	88	2,300	1,280
Holiday Inn Express	Malvern, PA	5/24/2005	88	1,905	1,036
Holiday Inn Express & Suites	King of Prussia, PA	5/23/2005	155	3,939	2,206
Hampton Inn	Herald Square, Manhattan, NY	4/1/2005	136	8,315	6,019
Fairfield Inn	Laurel, MD	1/31/2005	109	2,543	2,184
			1,141	\$ 38,354	\$ 20,373

We invest in hotel development projects by providing secured first mortgage or mezzanine financing to hotel developers and through the acquisition of land that is then leased to hotel developers. Interest income is earned on our development loans at rates ranging between 8% and 12%. Interest income from development loans receivable was \$2,487 for the twelve months ended December 31, 2006 compared to \$3,940 for the same period in 2005. The average balance of development loans receivable outstanding in 2006 was lower than the average balance outstanding in 2005 resulting in a \$1,453, or 36.9%, decrease in interest income. The lower average balance outstanding in 2006 was partially due to an increase in our investment in land leased to developers for the construction of hotel properties. In June and July of 2006 we acquired two parcels of land which are being leased to hotel developers. Our

net investment in these parcels is approximately \$18,946. The land is leased to hotel developers at a minimum rental rate of 10% of our net investment in the land. Additional rents are paid by the lessee for the principal and interest on the mortgage, real estate taxes and insurance. During the year ended December 31, 2006, we recorded \$2,071 in land lease revenue from these parcels. We incurred \$1,189 in expense related to these land leases resulting in a contribution of \$882 to our operating income during the twelve months ended December 31, 2006.

Total revenues for the year ended December 31, 2006 also included hotel lease revenue for the lease of the Holiday Inn Conference Center, New Cumberland, Pennsylvania which has a fixed rent over the five year term. Beginning on July 1, 2006 this hotel was leased to an unrelated party. Prior to July 1, 2006, this hotel was leased to our wholly owned TRS and operating revenues and expenses of the hotel were recorded in hotel operating revenue and hotel operating expenses. Hotel lease revenue of \$391 was recorded in the twelve months ended December 31, 2006 related to the lease of this property.

Other revenue consists primarily of fees earned for asset management services provided to properties owned by two of our unconsolidated joint ventures. Other revenues increased \$208, or 39.3%, from \$529 during the twelve months ended December 31, 2005 to \$737 during the twelve months ended December 31, 2006. We provided asset management services for the hotels owned by the Mystic Partners joint venture for the entire year in 2006. In 2005 we provided asset management services for this portfolio for a partial year.

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Income from unconsolidated joint venture investments increased \$1,342 from \$457 for the year ended December 31, 2005 to \$1,799 for the year ended December 31, 2006. In addition to the two joint venture interest acquired in 2006 noted above, we acquired joint venture interests in the following 10 properties during the twelve months ended December 31, 2005:

Joint Venture	Brand	Name	Acquisition Date	Rooms	Ownership %	Hersha Preferred Equity Return
SB Partners, LLC	Holiday Inn Express	South Boston, MA	10/7/2005	118	50.0%	10.0%
Mystic Partners, LLC	Hilton	Hartford, CT	10/6/2005	393	8.8%	8.5%
Mystic Partners, LLC	Residence Inn	Mystic, CT	9/15/2005	133	66.7%	8.5%
Mystic Partners, LLC	Marriott	Mystic, CT	8/9/2005	285	66.7%	8.5%
Mystic Partners, LLC	Courtyard	Norwich, CT	8/9/2005	144	66.7%	8.5%
Mystic Partners, LLC	Courtyard	Warwick, RI	8/9/2005	92	66.7%	8.5%
Mystic Partners, LLC	Residence Inn	Danbury, CT	8/9/2005	78	66.7%	8.5%
Mystic Partners, LLC	Residence Inn	Southington, CT	8/9/2005	94	44.7%	8.5%
Mystic Partners, LLC	Springhill Suites	Waterford, CT	8/9/2005	80	66.7%	8.5%
Hiren Boston, LLC	Courtyard	South Boston, MA	7/1/2005	164	50.0%	10.0%

Income from unconsolidated joint venture investments was favorably impacted by the inclusion of these investments for a full twelve months in 2006.

For the year ended December 31, 2006, interest income increased \$580 compared to the same period in 2005. This increase was the result of an increase in interest bearing deposits related to the acquisition of hotel properties, interest earned on proceeds from the offering of our common stock during 2006, and an increase in interest income on our escrow deposits.

Expenses

Total hotel operating expenses increased 81.8% to approximately \$79,430 for the year ended December 31, 2006 from \$43,700 for the year ended December 31, 2005. Consistent with the increase in hotel operating revenues, hotel operating expenses increased primarily due to the acquisitions consummated since the comparable period in 2005, as mentioned above. The acquisitions also resulted in an increase in depreciation and amortization from \$8,919 for the year ended December 31, 2005 to \$18,954 for the year ended December 31, 2006. Similarly, real estate and personal property tax and property insurance increased \$2,572, or 73.1%, in the year ended December 31, 2006 when compared to the same period in 2005.

General and administrative expense increased by approximately \$1,271 from \$4,967 in 2005 to \$6,238 in 2006. General and administrative expenses increased primarily due to higher compensation expense related to an increase in staffing in our asset management and accounting teams and an increase in incentive compensation. Also included in general administrative costs are approximately \$316 of terminated deal costs written off in 2006 compared to \$41 in 2005. This increase in cost has been partially offset by the reduction in costs related to enhancing our process to evaluate internal controls that were incurred during the year ended December 31, 2005.

Net Income

Net income applicable to common shareholders for year ended December 31, 2006 was approximately \$298 compared to net income applicable to common shareholders of \$1,377 for the same period in 2005.

Operating income for the year ended December 31, 2006 was \$28,256 compared to operating income of \$14,213 during the same period in 2005. The \$14,043, or 98.8%, increase in operating income resulted from improved performance of our portfolio and acquisitions that have increased the scale of our operations enabling us to leverage the absorption of administrative costs.

The increase in our operating income was partially offset by increases in interest expense, which increased \$12,952 from \$12,471 for the year ended December 31, 2005 to \$25,423 for the year ended December 31, 2006. The increase in interest expense is the result of our issuance of \$51,548 of notes payable in the second quarter of 2005 and mortgages placed on newly acquired properties. Also in the year ended December 31, 2006, we refinanced \$56,125 in variable rate debt, replacing it with \$62,800 fixed rate debt, and paid down \$12,907 on another mortgage. We also replaced our line of credit with an increased credit facility. As a result of terminating the variable rate debt and line of credit, we incurred \$1,485 in debt extinguishment expense due to early termination fees and to write-off deferred loan costs associated with the retired debt and credit facility.

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Included in net income applicable to common shareholders for the year ended December 31, 2006 is \$612 in income from discontinued operations compared to a \$589 loss during the same period in 2005. Discontinued operations results from the operations of two properties that were sold in June of 2005, one property sold in April 2006, two properties sold in November 2006, two properties sold in December 2006, and two properties sold in November 2007. Also included in net income applicable to common shareholders for the year ended December 31, 2006 is a gain of \$693 resulting from the sale of the Holiday Inn Express in Hartford, CT, the Hampton Inn in Peachtree, GA, the Hampton Inn in Newnan, GA, the Comfort Suites in Duluth, GA, and the Holiday Inn Express, Duluth, GA which had been held for sale. Included in net income applicable to common shareholders for the year ended December 31, 2005 is a gain of \$1,161 resulting from the sale of Doubletree Club, Jamaica, NY and the Holiday Inn Express, Hunters Point, NY.

Net income applicable to common shareholders was also negatively impacted by \$4,800 in preferred dividends declared in 2006, compared to \$1,920 in preferred dividends declared during 2005 on our outstanding 2,400,000 shares of 8.0% Series A cumulative redeemable preferred stock issued in August of 2005.

LIQUIDITY, CAPITAL RESOURCES, AND EQUITY OFFERINGS

(dollars in thousands, except per share data)

We expect to meet our short-term liquidity requirements generally through net cash provided by operations, existing cash balances and, if necessary, short-term borrowings under our lines of credit. We believe that the net cash provided by operations will be adequate to fund the Company's operating requirements, debt service and the payment of dividends in accordance with REIT requirements of the federal income tax laws. We expect to meet our long-term liquidity requirements, such as scheduled debt maturities and property acquisitions, through long-term secured and unsecured borrowings, the issuance of additional equity securities or, in connection with acquisitions of hotel properties, the issuance of units of operating partnership interest in our operating partnership subsidiary.

We have a debt policy that limits our consolidated indebtedness to less than 67% of the fair market value for the hotels in which we have invested. However, our organizational documents do not limit the amount of indebtedness that we may incur and our Board of Trustees may modify our debt policy at any time without shareholder approval. We intend to repay indebtedness incurred under the line of credit from time to time, for acquisitions or otherwise, out of cash flow and from the proceeds of issuances of additional common shares and other securities.

We intend to invest in additional hotels only as suitable opportunities arise and adequate sources of financing are available. We expect that future investments in hotels will depend on and will be financed by, in whole or in part, our existing cash, the proceeds from additional issuances of common shares, issuances of operating partnership units or other securities or borrowings.

We make available to the TRS of our hotels 4% (6% for full service properties) of gross revenues per quarter, on a cumulative basis, for periodic replacement or refurbishment of furniture, fixtures and equipment at each of our hotels. We believe that a 4% (6% for full service hotels) reserve is a prudent estimate for future capital expenditure requirements. We intend to spend amounts in excess of the obligated amounts if necessary to comply with the reasonable requirements of any franchise license under which any of our hotels operate and otherwise to the extent we deem such expenditures to be in our best interests. We are also obligated to fund the cost of certain capital improvements to our hotels. We may use undistributed cash or borrowings under credit facilities to pay for the cost of capital improvements and any furniture, fixture and equipment requirements in excess of the set aside referenced above.

Cash and Cash Equivalents

The cash and cash equivalents balance of \$12,327 at December 31, 2007 was primarily the result of cash provided by operations. Cash and cash equivalents are generally used to reduce obligations under our line of credit, pay dividends and distributions or invest in hotel properties or loans to hotel development projects.

Line of Credit Facility

We maintain a revolving credit loan and security agreement with Commerce Bank, N.A. with a maximum amount of \$100,000. Borrowings under this facility bear interest at either the bank's prime rate of interest minus 0.75% or LIBOR available for the periods of 1, 2, 3, or 6 months plus 2.00%, at our discretion. The line of credit is collateralized by title-insured, first-lien mortgages on the Holiday Inn Express, Harrisburg, PA, the Mainstay Suites and Sleep Inn, King of Prussia, PA, the Fairfield Inn, Laurel, MD, the Hampton Inn, Philadelphia, PA, the Residence Inn, Norwood, MA, and the Residence Inn, Langhorne, PA. Additionally, the line of credit is collateralized by a first lien-security interest in all existing and future assets of HHLP, and collateral assignment of all hotel management contracts of the management companies in the event of default. The line of credit includes financial covenants and requires us to maintain minimum tangible net worth of \$110.0 million; maximum accounts and other receivables from affiliates of \$75.0 million; and certain financial ratios. The Company is in compliance with each of these covenants as of December 31, 2007. The line of credit expires on December 31, 2008. We intend to refinance remaining balances at the end of the line of credit facilities' term.

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Mortgages and Notes Payable

During 2007, in connection with the acquisition of hotel properties and refinancing of existing mortgage debt, we entered into or assumed \$70,564 in mortgages and notes payable. We recorded premiums of \$952 on fixed rate mortgages and notes payable assumed in the acquisition of hotel properties.

The Company has two junior subordinated notes payable in the aggregate amount of \$51,548 to statutory trusts entities pursuant to indenture agreements. The \$25,774 note issued to Hersha Statutory Trust I will mature on June 30, 2035, but may be redeemed at our option, in whole or in part, beginning on June 30, 2010 in accordance with the provisions of the indenture agreement. The \$25,774 note issued to Hersha Statutory Trust II will mature on July 30, 2035, but may be redeemed at our option, in whole or in part, beginning on July 30, 2010 in accordance with the provisions of the indenture agreement. The note issued to Hersha Statutory Trust I bears interest at a fixed rate of 7.34% per annum through June 30, 2010, and the note issued to Hersha Statutory Trust II bears interest at a fixed rate of 7.173% per annum through July 30, 2010. Subsequent to June 30, 2010 for notes issued to Hersha Statutory Trust I and July 30, 2010 for notes issued to Hersha Statutory Trust II, the notes bear interest at a variable rate of LIBOR plus 3.0% pre annum.

Equity Offerings

On December 11, 2006, we completed a public offering of 7,200,000 common shares at \$11.20 per share. On December 13, 2006, the underwriter exercised its over-allotment option with respect to that offering, and we issued an additional 1,080,000 common shares at \$11.20 per share. Proceeds to us, net of underwriting discounts and commissions and expenses, were approximately \$87,658. Immediately upon closing the offering, we contributed all of the net proceeds of the offering to the Partnership in exchange for additional Partnership interests. The net offering proceeds were used to repay indebtedness and to lend additional development financing to third parties.

On September 19, 2006, we completed a public offering of 3,775,000 common shares at \$9.75 per share. On September 28, 2006, the underwriter exercised its over-allotment option with respect to that offering, and we issued an additional 566,250 common shares at \$9.75 per share. Proceeds to us, net of underwriting discounts and commissions and expenses, were approximately \$40,004. Immediately upon closing the offering, we contributed all of the net proceeds of the offering to the Partnership in exchange for additional Partnership interests. The net offering proceeds were used to repay indebtedness.

On April 28, 2006, we completed a public offering of 6,520,000 common shares at \$9.00 per share. On May 9, 2006, the underwriter exercised its over-allotment option with respect to that offering, and we issued an additional 977,500 common shares at \$9.00 per share. Proceeds to us, net of underwriting discounts and commissions and expenses, were approximately \$63,353. Immediately upon closing the offering, we contributed all of the net proceeds of the offering to the Partnership in exchange for additional Partnership interests. Of the net offering proceeds, approximately \$30,000 was used to repay indebtedness and approximately \$19,500 was used to fund property acquisitions.

On August 5, 2005, the Company completed a public offering of 2,400,000 of its 8.00% Series A Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share. Net proceeds of the offering, less expenses and underwriters commissions, were approximately \$57,720. Proceeds from the offering were used to finance the acquisition of the Company's interests in Mystic Partners, LLC and SB Partners, LLC. The remaining net proceeds have been principally allocated to fund secured development loans and for general corporate purposes.

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CASH FLOW ANALYSIS

(dollars in thousands, except per share data)

Comparison of year ended December 31, 2007 to year ended December 31, 2006

Net cash provided by operating activities for the year ended December 31, 2007, and 2006, was \$59,300 and \$27,217, respectively. The increase in net cash provided by operating activities was primarily the result of an increase in income before depreciation and amortization expense and accounts payable and accrued expenses and decreases in escrows and due from related party. This was partially offset by an increase in hotel accounts receivable and a decrease in due to related party.

Net cash used in investing activities for the year ended December 31, 2007 and 2006 decreased \$367,854, from \$413,881 in the year ended December 31, 2006 compared to \$46,027 for the year ended December 31, 2007. Net cash used for the purchase of hotel properties decreased \$362,701 in 2007 over 2006 as the number of hotels acquired decreased and units of our operating partnership were issued in place of cash for acquisitions in 2007. Also, cash provided by the disposition of hotel assets held for sale was \$11,905 in 2007 compared to \$9,800 in 2006. Cash provided by distributions from unconsolidated joint ventures increased \$3,718 while advances and capital contributions for unconsolidated joint ventures decreased from \$4,209 in 2006 to \$2,309 in 2007. The increase in distributions from unconsolidated joint ventures in 2007 was primarily the result of proceeds of debt refinancing and improved cash flow in certain joint venture interests. We increased our capital expenditures from \$11,020 in 2006 to \$16,773 in 2007 as a result of continuing property improvement plans at certain properties in 2007 in addition to capital expenditures in the ordinary course of business.

Net cash used in financing activities for the year ended December 31, 2007 was \$11,262 compared to cash provided by financing activities of \$388,200 for the year ended December 31, 2006. This change was, in part, the result of proceeds from mortgages and notes payable, net of repayments, of \$7,826 in 2007 compared to net proceeds of \$199,983 in 2006. The decrease in net proceeds from mortgages and notes payable was due to a decrease in our acquisition activity in 2007. Also included in cash provided by financing activities in 2006 were net proceeds from the issuance of common stock of \$191,015. Dividends paid on common shares increased \$11,250 in 2007, from \$18,174 during the year ended December 31, 2006 to \$29,424 during the same period in 2007.

Comparison of year ended December 31, 2006 to year ended December 31, 2005

Net cash provided by operating activities for the year ended December 31, 2006, and 2005, was \$27,217 and \$15,002, respectively. The increase in net cash provided by operating activities was primarily the result of an increase in income before depreciation and amortization and debt extinguishment expense, distributions from unconsolidated joint ventures, and increases in accounts payable and accrued expenses. This was offset by an increase in hotel accounts receivable, other assets, and due from related party and a decrease in due to related party.

Net cash used in investing activities for the year ended December 31, 2006 and 2005 increased \$223,056, from \$190,825 in the year ended December 31, 2005 compared to \$413,881 for the year ended December 31, 2006. Net cash used for the purchase of hotel properties increased \$260,300 in 2006 over 2005. We increased our capital expenditures from \$2,958 in 2005 to \$11,020 in 2006 as a result of undertaking property improvement plans at certain properties in 2006 in addition to capital expenditures in the ordinary course of business. We also increased cash used to invest in development loans receivable, net of repayments, by \$13,946 in 2006 compared to 2005, as the originations of new development loans exceeded repayments. The increases in these expenditures in 2006 were offset by a decrease in advances and capital contributions for unconsolidated joint ventures from \$47,704 in 2005 to \$4,209 in 2006. The capital contributions for unconsolidated joint ventures in 2005 was primarily due to our investment in the Mystic Partners joint venture. The uses of cash in 2006 were also offset by cash provided by the disposition of hotel

assets held for sale of \$9,800 received in 2006 compared to \$6,288 in 2005. Also in 2005, \$8,250 was on deposit for hotel properties that were acquired in the first quarter of 2006 compared to \$2,100 on deposit as of December 31, 2006.

Net cash provided by financing activities for the year ended December 31, 2006 was \$388,200 compared to cash provided by financing activities of \$163,989 for the year ended December 31, 2005. This increase was, in part, the result of proceeds from mortgages and notes payable, net of repayments, of \$199,983 in 2006 compared to net proceeds of \$127,503 in 2005. The increase in net proceeds from mortgages and notes payable was due to an increase in our acquisition activity in 2006. Cash proceeds of \$191,015 resulted from three separate offerings of common stock in 2006. As a result of the issuance of common shares, dividends paid on common shares increased \$3,575 in 2006, from \$14,599 during the year ended December 31, 2005 to \$18,174 during the same period in 2006. We received \$57,720 from the issuance of 8.0% Series A Preferred Shares were received during the year ended December 31, 2005. Dividends of \$947 were paid on the preferred shares during the year ended December 31, 2005. During the same period in 2006, we paid \$4,800 in dividends on preferred shares. Net cash provided by borrowing under our line of credit facility was \$24,000 in 2006 compared to net repayments of \$1,027 in 2005. Net borrowings under the line of credit were used primarily in 2006 to fund the acquisition of hotel properties.

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FUNDS FROM OPERATIONS

(in thousands, except share data)

The National Association of Real Estate Investment Trusts (“NAREIT”) developed Funds from Operations (“FFO”) as a non-GAAP financial measure of performance of an equity REIT in order to recognize that income-producing real estate historically has not depreciated on the basis determined under GAAP. We calculate FFO applicable to common shares and Partnership units in accordance with the April 2002 National Policy Bulletin of NAREIT, which we refer to as the White Paper. The White Paper defines FFO as net income (loss) (computed in accordance with GAAP) excluding extraordinary items as defined under GAAP and gains or losses from sales of previously depreciated assets, plus certain non-cash items, such as depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures. Our interpretation of the NAREIT definition is that minority interest in net income (loss) should be added back to (deducted from) net income (loss) as part of reconciling net income (loss) to FFO. Our FFO computation may not be comparable to FFO reported by other REITs that do not compute FFO in accordance with the NAREIT definition, or that interpret the NAREIT definition differently than we do.

The GAAP measure that we believe to be most directly comparable to FFO, net income (loss) applicable to common shares, includes depreciation and amortization expenses, gains or losses on property sales, minority interest and preferred dividends. In computing FFO, we eliminate these items because, in our view, they are not indicative of the results from our property operations.

FFO does not represent cash flows from operating activities in accordance with GAAP and should not be considered an alternative to net income as an indication of Hersha’s performance or to cash flow as a measure of liquidity or ability to make distributions. We consider FFO to be a meaningful, additional measure of operating performance because it excludes the effects of the assumption that the value of real estate assets diminishes predictably over time, and because it is widely used by industry analysts as a performance measure. We show both FFO from consolidated hotel operations and FFO from unconsolidated joint ventures because we believe it is meaningful for the investor to understand the relative contributions from our consolidated and unconsolidated hotels. The display of both FFO from consolidated hotels and FFO from unconsolidated joint ventures allows for a detailed analysis of the operating performance of our hotel portfolio by management and investors. We present FFO applicable to common shares and Partnership units because our Partnership units are redeemable for common shares. We believe it is meaningful for the investor to understand FFO applicable to all common shares and Partnership units.

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The following table reconciles FFO for the periods presented to the most directly comparable GAAP measure, net income, for the same periods.

	Twelve Months Ending		
	December 31, 2007	December 31, 2006	December 31, 2005
Net income applicable to common shares	\$ 13,047	\$ 298	\$ 1,377
Income allocated to minority interest	1,765	536	76
Income (loss) of discontinued operations allocated to minority interest	57	80	(83)
Income from unconsolidated joint ventures	(3,476)	(1,799)	(457)
Gain on sale of assets	(3,745)	(693)	(1,161)
Depreciation and amortization	34,336	18,954	8,919
Depreciation and amortization from discontinued operations	794	1,316	1,835
FFO related to the minority interests in consolidated joint ventures (1)	(652)	(714)	(147)
Funds from consolidated hotel operations applicable to common shares and Partnership units	42,126	17,978	10,359
Income from Unconsolidated Joint Ventures	3,476	1,799	457
Add:			
Depreciation and amortization of purchase price in excess of historical cost (2)	2,055	1,817	653
Interest in deferred financing costs written off in unconsolidated joint venture debt extinguishment	(2,858)	(207)	-
Interest in depreciation and amortization of unconsolidated joint venture (3)	5,022	4,549	3,026
Funds from unconsolidated joint ventures operations applicable to common shares and Partnership units	7,695	7,958	4,136
Funds from Operations applicable to common shares and Partnership units	\$ 49,821	\$ 25,936	\$ 14,495
Weighted Average Common Shares and Units Outstanding			
Basic	40,718,724	27,118,264	20,293,554
Diluted	46,183,394	30,672,625	23,141,994

(1) Adjustment made to deduct FFO related to the minority interest in our consolidated joint ventures. Represents the portion of net income and depreciation allocated to our joint venture partners.

(2) Adjustment made to add depreciation of purchase price in excess of historical cost of the assets in the unconsolidated joint venture at the time of our investment.

(3) Adjustment made to add our interest in real estate related depreciation and amortization of our unconsolidated joint ventures.

FFO was \$49,821 for the year ended December 31, 2007, which was an increase of \$23,885, or 92.1%, over FFO in the comparable period in 2006, which was \$25,936. The increase in FFO was primarily a result of continued strength in the lodging industry and the markets where our properties are located; the benefits of acquiring assets and interests in joint ventures since December 31, 2006 and continued stabilization and maturation of the existing portfolio.

FFO was negatively impacted by increases in our interest expense and dividends paid to our preferred shareholders during the year ended December 31, 2007.

For the year ended December 31, 2006, FFO increased \$11,441, or 78.9% over the same period in 2005. The increase in FFO was primarily a result of growth in the lodging industry and the markets where our properties are located, the benefits of acquiring assets and interests in joint ventures since December 31, 2005 and continued stabilization and maturation of the existing portfolio.

FFO was negatively impacted by increases in our interest expense and dividends paid to our preferred shareholders during the year ended December 31, 2006.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities.

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On an on-going basis, estimates are evaluated by us, including those related to carrying value of investments in hotel properties. Our estimates are based upon historical experience and on various other assumptions we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our consolidated financial statements:

Revenue Recognition

Approximately 95% of our revenues are derived from hotel room revenues and revenue from other hotel operating departments. We directly recognize revenue and expense for all consolidated hotels as hotel operating revenue and hotel operating expense when earned and incurred. These revenues are recorded net of any sales or occupancy taxes collected from our guests. All revenues are recorded on an accrual basis, as earned. We participate in frequent guest programs sponsored by the brand owners of our hotels and we expense the charges associated with those programs, as incurred.

Revenue for interest on development loan financing is recorded in the period earned based on the interest rate of the loan and outstanding balance during the period. Development loans receivable and accrued interest on the development loans receivable are evaluated to determine if outstanding balances are collectible. Interest is recorded only if it is determined the outstanding loan balance and accrued interest balance are collectible.

We lease land to hotel developers under fixed lease agreements. In addition to base rents, these lease agreements contain provisions that require the lessee to reimburse real estate taxes, debt service and other impositions. Base rents and reimbursements for real estate taxes, debt service and other impositions are recorded in land lease revenue on an accrual basis. Expenses for real estate taxes, interest expense, and other impositions that are reimbursed under the land leases are recorded in land lease expense when they are incurred.

We lease a hotel to a third party under a fixed lease agreement. In addition to base rents, the lease agreement contains provisions that require the lessee to reimburse us for real estate taxes, capital expenditures and other impositions. Base rents and reimbursements for real estate taxes, capital expenditures and other impositions are recorded in hotel lease revenue on an accrual basis. Expenses for real estate taxes and other impositions that are reimbursed under the leases are recorded in operating expenses when incurred.

Other revenues consist primarily of fees earned for asset management services provided to hotels we own through unconsolidated joint ventures. Fees are earned as a percentage of the hotels revenue and are recorded in the period earned.

Investment in Hotel Properties

Investments in hotel properties are recorded at cost. Improvements and replacements are capitalized when they extend the useful life of the asset. Costs of repairs and maintenance are expensed as incurred. Depreciation is computed using the straight-line method over the estimated useful life of up to 40 years for buildings and improvements, five to seven years for furniture, fixtures and equipment. We are required to make subjective assessments as to the useful lives of our properties for purposes of determining the amount of depreciation to record on an annual basis with respect to our investments in hotel properties. These assessments have a direct impact on our net income because if we were to shorten the expected useful lives of our investments in hotel properties we would depreciate these investments over fewer years, resulting in more depreciation expense and lower net income on an annual basis.

We follow Statement of Financial Accounting Standards (SFAS) No. 141, “Business Combinations,” to account for our acquisition of hotel properties. Under SFAS No. 141 the purchase price of an acquisition is allocated based on the fair value of identifiable tangible and intangible assets acquired and liabilities assumed. Estimating techniques and assumptions used in determining fair values involve significant estimates and judgments. These estimates and judgments have a direct impact on the carrying value of our assets and liabilities which can directly impact the amount of depreciation expense recorded on an annual basis and could have an impact on our assessment of potential impairment of our investment in hotel properties.

We follow Statement of Financial Accounting Standards (SFAS) No. 144, “Accounting for the Impairment or Disposal of Long-Lived Assets,” which established a single accounting model for the impairment or disposal of long-lived assets including discontinued operations. SFAS No. 144 requires that the operations related to properties that have been sold or properties that are intended to be sold be presented as discontinued operations in the statement of operations for all periods presented, and properties intended to be sold to be designated as “held for sale” on the balance sheet.

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Based on the occurrence of certain events or changes in circumstances, we review the recoverability of the property's carrying value. Such events or changes in circumstances include the following:

- a significant decrease in the market price of a long-lived asset;
- a significant adverse change in the extent or manner in which a long-lived asset is being used or in its physical condition;
- a significant adverse change in legal factors or in the business climate that could affect the value of a long-lived asset, including an adverse action or assessment by a regulator;
- an accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of a long-lived asset;
- a current-period operating or cash flow loss combined with a history of operating or cash flow losses or a projection or forecast that demonstrates continuing losses associated with the use of a long-lived asset; and
- a current expectation that, it is more likely than not that, a long-lived asset will be sold or otherwise disposed of significantly before the end of its previously estimated useful life.

We review our portfolio on an on-going basis to evaluate the existence of any of the aforementioned events or changes in circumstances that would require us to test for recoverability. In general, our review of recoverability is based on an estimate of the future undiscounted cash flows, excluding interest charges, expected to result from the property's use and eventual disposition. These estimates consider factors such as expected future operating income, market and other applicable trends and residual value expected, as well as the effects of hotel demand, competition and other factors. If impairment exists due to the inability to recover the carrying value of a property, an impairment loss is recorded to the extent that the carrying value exceeds the estimated fair value of the property. We are required to make subjective assessments as to whether there are impairments in the values of our investments in hotel properties. These assessments have a direct impact on our net income because recording an impairment loss results in an immediate negative adjustment to net income.

Investment in Joint Ventures

Properties owned in joint ventures 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. We evaluate whether we have a controlling financial interest in a VIE through means other than voting rights and determine whether we should include the VIE in our consolidated financial statements. Our examination of each joint venture consists of reviewing the sufficiency of equity at risk, controlling financial interests, voting rights, and the obligation to absorb expected losses and expected gains, including residual returns. Control can also be demonstrated by the ability of the general partner to manage day-to-day operations, refinance debt and sell the assets of the partnerships without the consent of the limited partners and the inability of the limited partners to replace the general partner. This evaluation requires significant judgment.

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 our voting interest in a voting interest entity, 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 affiliates as they occur rather than as dividends or other distributions are received, limited to the extent of our investment in, advances to and commitments for the investee. Pursuant to our joint venture agreements, allocations of profits and losses of some of our investments in unconsolidated joint ventures may be allocated disproportionately as compared to nominal ownership percentages due to specified preferred return rate thresholds.

Accounting for Derivative Financial Investments and Hedging Activities

We use derivatives to hedge, fix and cap interest rate risk and we account for our derivative and hedging activities using SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities," as amended, which requires all

derivative instruments to be carried at fair value on the balance sheet. Derivative instruments designated in a hedge relationship to mitigate exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. We formally document all relationships between hedging instruments and hedged items, as well as our risk-management objective and strategy for undertaking each hedge transaction. Cash flow hedges that are considered highly effective are accounted for by recording the fair value of the derivative instrument on the balance sheet as either an asset or liability, with a corresponding amount recorded in other comprehensive income within shareholders' equity. Amounts are reclassified from other comprehensive income to the income statements in the period or periods the hedged forecasted transaction affects earnings.

Under cash flow hedges, derivative gains and losses not considered highly effective in hedging the change in expected cash flows of the hedged item are recognized immediately in the income statement. For hedge transactions that do not qualify for the short-cut method, at the hedge's inception and on a regular basis thereafter, a formal assessment is performed to determine whether changes in the cash flows of the derivative instruments have been highly effective in offsetting changes in cash flows of the hedged items and whether they are expected to be highly effective in the future.

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RECENTLY ISSUED ACCOUNTING STANDARDS

SFAS No. 157

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, “Fair Value Measurements” (“SFAS No. 157”). SFAS No. 157 establishes a new definition of fair value, provides guidance on how to measure fair value and establishes new disclosure requirements of assets and liabilities at their fair value measurements. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007. The adoption of SFAS No. 157 is not expected to have a material effect on the Company’s financial statements.

SFAS No. 159

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, “The Fair Value Option for Financial Assets and Financial Liabilities—Including an amendment of FASB Statement No. 115” (“SFAS 159”). SFAS 159 permits entities to choose to measure many financial instruments and certain other items at fair value and requires certain disclosures for amounts for which the fair value option is applied. This standard is effective as of the beginning of an entity’s first fiscal year that begins after November 15, 2007. Early adoption is permitted as of the beginning of a fiscal year that begins on or before November 15, 2007, provided the entity also elects to apply the provisions of Statement 157. The adoption of SFAS No. 159 is not expected to have a material effect on the Company’s financial statements.

SFAS No. 141R

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 141R, “Business Combinations” (“SFAS No. 141R”). SFAS No. 141R requires most identifiable assets, liabilities, noncontrolling interests, and goodwill acquired in a business combination to be recorded at “full fair value.” SFAS No. 141R is effective for fiscal years beginning after December 15, 2008. The Company has not determined whether the adoption of SFAS No. 141R will have a material effect on the Company’s financial statements.

SFAS No. 160

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 160, “Noncontrolling Interests in Consolidated Financial Statements” (“SFAS No. 160”). SFAS No. 160 requires noncontrolling interests (previously referred to as minority interests) to be reported as a component of equity, which changes the accounting for transactions with noncontrolling interest holders. SFAS No. 160 is effective for fiscal years beginning after December 15, 2008. The Company has not determined whether the adoption of SFAS No. 160 will have a material effect on the Company’s financial statements.

RELATED PARTY TRANSACTIONS

We have entered into a number of transactions and arrangements that involve related parties. For a description of the transactions and arrangements, please see the Notes to the consolidated financial statements.

CONTRACTUAL OBLIGATIONS AND COMMERCIAL COMMITMENTS

The following table summarizes our contractual obligations and commitments to make future payments under contracts, such as debt and lease agreements, as of December 31, 2007.

Contractual Obligations	2008	2009	2010	2011	2012	Thereafter
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(in thousands)

Long Term Debt	\$ 25,670	\$ 66,687	\$ 31,669	\$ 6,802	\$ 12,144	\$ 476,409
Interest Expense on Long Term Debt	37,055	32,572	30,073	29,655	28,887	87,586
Credit Facility	43,700	-	-	-	-	-
Interest Expense on Credit Facility	2,841	-	-	-	-	-
Hotel Ground Rent	606	615	622	648	681	66,496
Total	\$ 109,872	\$ 99,874	\$ 62,364	\$ 37,105	\$ 41,712	\$ 630,491

The carrying value of the mortgages and notes payable and the line of credit exceeded the fair value by approximately \$52 million at December 31, 2007.

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Item 7A. Quantitative and Qualitative Disclosures About Market Risk (in thousands, except per share data)

Our primary market risk exposure is to changes in interest rates on our variable rate Line of Credit and other floating rate debt. At December 31, 2007, we maintained a balance of \$43,700 under our Line of Credit. The total fixed rate mortgages payable of \$553,039 had a current weighted average interest rate of 6.19%. The total floating rate mortgages payable of \$66,341 had a current weighted average interest rate of 7.43%.

Our interest rate risk objectives are to limit the impact of interest rate fluctuations on earnings and cash flows and to lower our overall borrowing costs. To achieve these objectives, we manage our exposure to fluctuations in market interest rates for a portion of our borrowings through the use of fixed rate debt instruments to the extent that reasonably favorable rates are obtainable with such arrangements. We may enter into derivative financial instruments such as interest rate swaps or caps and treasury options or locks to mitigate our interest rate risk on a related financial instrument or to effectively lock the interest rate on a portion of our variable rate debt. Currently, we have an interest rate swap related to debt on the Four Points by Sheraton, Revere and an interest rate cap related to debt on Hotel 373, New York, NY. We do not intend to enter into derivative or interest rate transactions for speculative purposes.

As of December 31, 2007, approximately 89.3% of our outstanding mortgages payable are subject to fixed rates, including the debt whose rate is fixed through a derivative instrument, while approximately 10.7% of our outstanding mortgages payable are subject to floating rates. As of December 31, 2006, approximately 95.5% of our outstanding mortgages payable were subject to fixed rates, including the debt whose rate is fixed through a derivative instrument, while approximately 4.5% of our outstanding mortgages payable were subject to floating rates. The total weighted average interest rate on our debt and Line of Credit as of December 31, 2007 was approximately 6.35%, compared to 6.37% as of December 31, 2006. If the interest rate for our Line of Credit and other variable rate debt was 100 basis points higher or lower during the period ended December 31, 2007, our interest expense for the year ended December 31, 2007 would have been increased or decreased by approximately \$1,003.

Changes in market interest rates on our fixed-rate debt impact the fair value of the debt, but it has no impact on interest incurred for cash flow. If interest rates rise 100 basis points and our fixed rate debt balance remains constant, we expect the fair value of our debt to decrease. The sensitivity analysis related to our fixed-rate debt assumes an immediate 100 basis point move in interest rates from their December 31, 2007 levels, with all other variables held constant. A 100 basis point increase in market interest rates would result in the fair value of our fixed-rate debt approximating \$569 million, and a 100 basis point decrease in market interest rates would result in the fair value of our fixed-rate debt approximating \$659 million.

We regularly review interest rate exposure on our outstanding borrowings in an effort to minimize the risk of interest rate fluctuations. For debt obligations outstanding at December 31, 2007, the following table presents expected principal repayments and related weighted average interest rates by expected maturity dates (in thousands):

Mortgages & Notes Payable	2008	2009	2010	2011	2012	Thereafter	Total
Fixed Rate Debt	\$ 11,744	\$ 29,568	\$ 24,420	\$ 6,384	\$ 6,779	\$ 474,145	\$ 553,039
Average Interest Rate	6.19%	6.16%	6.06%	6.06%	6.06%	6.06%	6.10%
Floating Rate Debt	\$ 13,926	\$ 37,118	\$ 7,249	\$ 418	\$ 5,366	\$ 2,264	\$ 66,341
Average Interest Rate	6.80%	6.69%	6.85%	6.84%	7.35%	7.35%	6.97%

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subtotal	\$ 25,670	\$ 66,687	\$ 31,669	\$ 6,802	\$ 12,144	\$ 476,409	\$ 619,380
Credit Facility (1)	\$ 43,700	-	-	-	-	-	\$ 43,700
Average Interest Rate	6.50%						
TOTAL	\$ 69,370	\$ 66,687	\$ 31,669	\$ 6,802	\$ 12,144	\$ 476,409	\$ 663,080

(1) Our Credit Facility has a term that expires in December 2008.

The table incorporates only those exposures that existed as of December 31, 2007 and does not consider exposure or positions that could arise after that date. As a result, our ultimate realized gain or loss with respect to interest rate fluctuations will depend on the exposures that arise during the future period, prevailing interest rates, and our hedging strategies at that time. The carrying value of the mortgages and notes payable and the line of credit exceeded the fair value by approximately \$52,093 at December 31, 2007.

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At December 31, 2007, the fair value of the interest rate swap was \$120 and is included in Accounts Payable, Accrued Expenses and Other Liabilities and at December 31, 2006, the fair value of the interest rate swap was \$47 and is included in Other Assets on the face of the consolidated balance sheets. At December 31, 2007, the fair value of the interest rate cap was \$1 and is included in Other Assets on the face of the consolidated balance sheets. The change in net unrealized gains/losses was a loss of \$257, a loss of \$94, and a gain of \$294 for the years ended December 31, 2007, 2006 and 2005, respectively, for derivatives designated as cash flow hedges which were reflected on our Balance Sheet in Accumulated Other Comprehensive Income. Hedge ineffectiveness of \$15, \$14 and \$13 on cash flow hedges was recognized in unrealized gain/loss on derivatives during 2007, 2006 and 2005, respectively.

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Item 8. Financial Statements and Supplementary Data

Hersha Hospitality Trust

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Report of Independent Registered Public Accounting Firm

The Board of Trustees and Stockholders of
Hersha Hospitality Trust:

We have audited the accompanying consolidated balance sheets of Hersha Hospitality Trust and subsidiaries as of December 31, 2007 and 2006, and the related consolidated statements of operations, shareholders' equity and comprehensive income, and cash flows for each of the years in the three-year period ended December 31, 2007. In connection with our audits of the consolidated financial statements, we have also audited the financial statement schedule as listed in the accompanying index. Hersha Hospitality Trust's management is responsible for these consolidated financial statements and financial statement schedule. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audits. We did not audit the financial statements of Mystic Partners, LLC an equity method investee company (See note 3) as of and for the year ended December 31, 2006. The Company's investment in Mystic Partners, LLC as of December 31, 2006, was \$39,180,000, and its equity in earnings of Mystic Partners, LLC was \$1,691,000 for the year ended December 31, 2006. The 2006 financial statements of Mystic Partners, LLC were audited by other auditors whose report has been furnished to us, and our opinion, insofar as it relates to the amounts included for Mystic Partners as of and for the year ended December 31, 2006, is based on the report of the other auditors.

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

In our opinion, based on our audits and the report of other auditors related to 2006, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Hersha Hospitality Trust and subsidiaries as of December 31, 2007 and 2006, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2007, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of Hersha Hospitality Trust and subsidiaries' internal control over financial reporting as of December 31, 2007, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 11, 2008, expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ KPMG LLP

Philadelphia, Pennsylvania
March 11, 2008

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HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
AS OF DECEMBER 31, 2007 AND 2006
[IN THOUSANDS, EXCEPT SHARE AMOUNTS]

	December 31, 2007	December 31, 2006
Assets:		
Investment in Hotel Properties, net of Accumulated Depreciation	\$ 893,297	\$ 807,784
Investment in Joint Ventures	51,851	50,234
Development Loans Receivable	58,183	47,016
Cash and Cash Equivalents	12,327	10,316
Escrow Deposits	13,706	14,927
Hotel Accounts Receivable, net of allowance for doubtful accounts of \$47 and \$30	7,165	4,608
Deferred Costs, net of Accumulated Amortization of \$3,252 and \$1,543	8,048	7,525
Due from Related Parties	1,256	4,930
Intangible Assets, net of Accumulated Amortization of \$764 and \$618	5,619	5,594
Other Assets	16,155	15,274
Total Assets	\$ 1,067,607	\$ 968,208
Liabilities and Shareholders' Equity:		
Line of Credit	\$ 43,700	\$ 24,000
Mortgages and Notes Payable, net of unamortized discount of \$72 and \$1,312	619,308	556,542
Accounts Payable, Accrued Expenses and Other Liabilities	17,728	14,740
Dividends and Distributions Payable	9,688	8,985
Due to Related Parties	2,025	3,297
Total Liabilities	692,449	607,564
Minority Interests:		
Common Units	\$ 42,845	\$ 25,933
Interest in Consolidated Joint Ventures	1,908	3,092
Total Minority Interests	44,753	29,025
Shareholders' Equity:		
Preferred Shares - 8% Series A, \$.01 Par Value, 29,000,000 and 10,000,000 Shares Authorized at December 31, 2007 and 2006, 2,400,000 Shares Issued and Outstanding at December 31, 2007 and 2006 (Aggregate Liquidation Preference \$60,000 at December 30, 2007 and 2006)	24	24
Common Shares - Class A, \$.01 Par Value, 80,000,000 and 50,000,000 Shares Authorized at December 2007 and 2006, 41,203,612 and 40,671,950	412	405

Shares Issued and Outstanding at December 31, 2007 and 2006

Common Shares - Class B, \$.01 Par Value, 1,000,000 and 50,000,000

Shares Authorized at December 31, 2007 and 2006 None Issued and Outstanding

	-	-
Accumulated Other Comprehensive Income	(23)	233
Additional Paid-in Capital	397,127	381,592
Distributions in Excess of Net Income	(67,135)	(50,635)
Total Shareholders' Equity	330,405	331,619
Total Liabilities and Shareholders' Equity	\$ 1,067,607	\$ 968,208

The Accompanying Notes Are an Integral Part of These Consolidated Financial Statements.

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HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005
[IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

	2007	2006	2005
Revenue:			
Hotel Operating Revenues	\$ 229,462	\$ 135,274	\$ 71,280
Interest Income from Development Loans	6,046	2,487	3,940
Land Lease Revenue	4,860	2,071	-
Hotel Lease Revenue	781	391	-
Other Revenues	980	737	529
Total Revenues	242,129	140,960	75,749
Operating Expenses:			
Hotel Operating Expenses	130,925	79,430	43,700
Hotel Ground Rent	856	804	433
Land Lease Expense	2,721	1,189	-
Real Estate and Personal Property Taxes and Property Insurance	11,426	6,089	3,517
General and Administrative	8,185	6,238	4,967
Depreciation and Amortization	34,336	18,954	8,919
Total Operating Expenses	188,449	112,704	61,536
Operating Income	53,680	28,256	14,213
Interest Income	686	1,182	602
Interest Expense	42,402	25,423	12,471
Loss on Debt Extinguishment	-	1,485	-
Income before income from Unconsolidated Joint Venture Investments, Minority Interests and Discontinued Operations	11,964	2,530	2,344
Income from Unconsolidated Joint Venture Investments	3,476	1,799	457
Income before Minority Interests and Discontinued Operations	15,440	4,329	2,801
Income allocated to Minority Interests in Continuing Operations	1,765	536	76
Income from Continuing Operations	13,675	3,793	2,725
Discontinued Operations, net of minority interests (Note 12):			
Gain on Disposition of Hotel Properties	3,745	693	1,161
Income (Loss) from Discontinued Operations	427	612	(589)
Income from Discontinued Operations	4,172	1,305	572
Net Income	17,847	5,098	3,297

Preferred Distributions	4,800	4,800	1,920
Net Income applicable to Common Shareholders	\$ 13,047	\$ 298	\$ 1,377

The Accompanying Notes Are an Integral Part of These Consolidated Financial Statements.

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HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005
[IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

	2007	2006	2005
Earnings Per Share:			
BASIC			
Income (loss) from continuing operations applicable to common shareholders	\$ 0.22	\$ (0.04)	\$ 0.04
Income from Discontinued Operations	\$ 0.10	\$ 0.05	\$ 0.03
Net Income applicable to common shareholders	\$ 0.32	\$ 0.01	\$ 0.07
DILUTED			
Income (loss) from continuing operations applicable to common shareholders	\$ 0.22*	\$ (0.04)*	\$ 0.04
Income from Discontinued Operations	\$ 0.10*	\$ 0.05 *	\$ 0.03
Net Income applicable to common shareholders	\$ 0.32*	\$ 0.01 *	\$ 0.07
Weighted Average Common Shares Outstanding:			
Basic	40,718,724	27,118,264	20,293,554
Diluted	40,718,724*	27,118,264 *	20,299,937

* Income allocated to minority interest in the Partnership has been excluded from the numerator and Partnership units have been omitted from the denominator for the purpose of computing diluted earnings per share since the effect of including these amounts in the numerator and denominator would have no impact. Weighted average Partnership units outstanding for the year ended December 31, 2007, 2006 and 2005 were 5,464,670, 3,554,361 and 2,842,057, respectively. Unvested stock awards have been omitted from the denominator for the purpose of computing diluted earnings per share for the years ended December 31, 2007 and 2006 since the effect of including these amounts in the denominator would be anti-dilutive to income (loss) from continuing operations applicable to common shareholders.

The Accompanying Notes Are an Integral Part of These Consolidated Financial Statements.

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HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY AND COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005
[IN THOUSANDS, EXCEPT SHARES]

	Class A		Class B		Class A		Additional	Other	Distributions	
	Common	Dollars	Common	Dollars	Preferred	Dollars	Paid-In	Comprehensive	in Excess	Total
	Shares		Shares		Shares		Capital	Income	of Net	
	Shares	Dollars	Shares	Dollars	Shares	Dollars	Capital	Income	Earnings	Total
Balance at December 31, 2004	20,289,983	203	-	-	-	-	135,363	33	(15,807)	119,792
Preferred Stock Issuance	-	-	-	-	2,400,000	24	58,086	-	-	58,110
Issuance Costs	-	-	-	-	-	-	(390)	-	-	(390)
Unit Conversion	8,155	-	-	-	-	-	46	-	-	46
Dividends declared:										
Common Stock (\$0.72 per share)	-	-	-	-	-	-	-	-	(14,649)	(14,649)
Preferred Stock (\$0.89 per share)	-	-	-	-	-	-	-	-	(1,920)	(1,920)
Dividend Reinvestment Plan	2,519	-	-	-	-	-	24	-	-	24
Stock Based Compensation										
Restricted Share Award Grants	71,000	-	-	-	-	-	-	-	-	-
Restricted Share Award Vesting	-	-	-	-	-	-	99	-	-	99
Share Grants to Trustees	2,095	-	-	-	-	-	-	-	-	-
Comprehensive Income :										
Other Comprehensive Income	-	-	-	-	-	-	-	294	-	294
Net Income	-	-	-	-	-	-	-	-	3,297	3,297
Total Comprehensive Income										3,591
Balance at December 31, 2005	20,373,752	203	-	-	2,400,000	24	193,228	327	(29,079)	164,703

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Common Stock Issuance	20,118,750	201	-	-	-	-	191,875	-	-	192,076
Issuance Costs	-	-	-	-	-	-	(1,061)	-	-	(1,061)
Unit Conversion	82,077	1	-	-	-	-	649	-	-	650
Reallocation of Minority Interest	-	-	-	-	-	-	(3,467)	-	-	(3,467)
Dividends declared:										
Common Stock (\$0.72 per share)	-	-	-	-	-	-	-	-	(21,854)	(21,854)
Preferred Stock (\$2.00 per share)	-	-	-	-	-	-	-	-	(4,800)	(4,800)
Dividend Reinvestment Plan	2,871	-	-	-	-	-	29	-	-	29
Stock Based Compensation										
Restricted Share Award Grants	89,500	-	-	-	-	-	-	-	-	-
Restricted Share Award Vesting	-	-	-	-	-	-	293	-	-	293
Share Grants to Trustees	5,000	-	-	-	-	-	46	-	-	46
Comprehensive Income:										
Other Comprehensive Income	-	-	-	-	-	-	-	(94)	-	(94)
Net Income	-	-	-	-	-	-	-	-	5,098	5,098
Total Comprehensive Income										5,004
Balance at December 31, 2006	40,671,950	\$ 405	-	\$ -	2,400,000	\$ 24	\$ 381,592	\$ 233	\$ (50,635)	\$ 331,619
Unit Conversion	306,460	3	-	-	-	-	2,366	-	-	2,369
Unit Conversion Costs	-	-	-	-	-	-	(142)	-	-	(142)
Reallocation of Minority Interest	-	-	-	-	-	-	12,422	-	-	12,422
Dividends declared:										
Common Stock (\$0.72 per share)	-	-	-	-	-	-	-	-	(29,547)	(29,547)
Preferred Stock (\$2.00 per share)	-	-	-	-	-	-	-	-	(4,800)	(4,800)
Dividend Reinvestment Plan	2,620	1	-	-	-	-	29	-	-	30
Stock Based Compensation										

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Restricted Share Award Grants	214,582	-	-	-	-	-	-	-	-	-
Restricted Share Award Vesting	-	2	-	-	-	-	766	-	-	768
Share Grants to Trustees	8,000	1	-	-	-	-	94	-	-	95
Comprehensive Income:										
Other Comprehensive Income	-	-	-	-	-	-	-	(256)	-	(256)
Net Income	-	-	-	-	-	-	-	-	17,847	17,847
Total Comprehensive Income										17,591
Balance at December 31, 2007	41,203,612	\$ 412	-	\$ -	2,400,000	\$ 24	\$ 397,127	\$ (23)	\$ (67,135)	\$ 330,405

The Accompanying Notes Are an Integral Part of These Consolidated Financial Statements.

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HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005
[IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

	2007	2006	2005
Operating activities:			
Net Income	\$ 17,847	\$ 5,098	\$ 3,297
Adjustments to reconcile net income to net cash provided by operating activities:			
Gain on disposition of hotel assets held for sale	(4,248)	(784)	(1,323)
Depreciation	34,963	20,131	10,696
Amortization	1,812	1,118	672
Debt extinguishment	-	1,485	-
Income allocated to minority interests	2,323	706	154
Equity in income of unconsolidated joint ventures	(3,476)	(1,799)	(457)
Distributions from unconsolidated joint ventures	4,501	4,578	838
Gain recognized on change in fair value of derivative instrument	(89)	(197)	(13)
Stock based compensation expense	852	339	99
Change in assets and liabilities:			
(Increase) decrease in:			
Hotel accounts receivable	(2,500)	(1,731)	(435)
Escrows	1,845	(87)	(1,074)
Other assets	(261)	(2,781)	(1,923)
Due from related party	3,691	(2,131)	(1,431)
Increase (decrease) in:			
Due to related party	(1,291)	(1,448)	4,419
Accounts payable and accrued expenses	3,331	4,720	1,483
Net cash provided by operating activities	59,300	27,217	15,002
Investing activities:			
Purchase of hotel property assets	(32,658)	(395,359)	(135,059)
Capital expenditures	(16,773)	(11,020)	(2,958)
Proceeds from disposition of hotel assets held for sale	11,905	9,800	6,288
Deposits on hotel acquisitions	-	(2,100)	(8,250)
Cash paid for franchise fee intangible	(11)	(46)	(302)
Investment in common stock of Trust entities	-	-	(1,548)
Investment in notes receivable	-	(1,057)	(1,166)
Repayment of notes receivable	34	1,909	83
Investment in development loans receivable	(65,700)	(51,616)	(31,345)
Repayment of development loans receivable	53,000	37,050	30,725
Distributions from unconsolidated joint venture	6,485	2,767	411
Advances and capital contributions to unconsolidated joint ventures	(2,309)	(4,209)	(47,704)

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Net used in investing activities	(46,027)	(413,881)	(190,825)
Financing activities:			
Proceeds from (repayments of) borrowings under line of credit, net	19,700	24,000	(1,027)
Principal repayment of mortgages and notes payable	(20,717)	(80,222)	(6,189)
Proceeds from mortgages and notes payable	28,543	280,205	133,692
Settlement (acquisition) of interest rate derivative	-	79	(23)
Cash paid for deferred financing costs	(286)	(1,224)	(2,460)
Proceeds from issuance of common stock, net	-	191,015	-
Proceeds from issuance of preferred stock, net	-	-	57,720
Stock issuance costs related to conversion of partnership units	(143)	-	-
Contributions from partners in consolidated joint ventures	-	-	198
Distributions to partners in consolidated joint ventures	(526)	(221)	(317)
Dividends paid on common shares	(29,424)	(18,174)	(14,599)
Dividends paid on preferred shares	(4,800)	(4,800)	(947)
Distributions paid on common partnership units	(3,609)	(2,458)	(2,059)
Net cash (used in) provided by financing activities	(11,262)	388,200	163,989
Net increase (decrease) in cash and cash equivalents	2,011	1,536	(11,834)
Cash and cash equivalents - beginning of year	10,316	8,780	20,614
Cash and cash equivalents - end of year	\$ 12,327	\$ 10,316	\$ 8,780

The Accompanying Notes Are an Integral Part of These Consolidated Financial Statements.

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HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005
[IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Hersha Hospitality Trust (“we” or the “Company”) was formed in May 1998 as a self-administered, Maryland real estate investment trust (“REIT”) for federal income tax purposes.

The Company owns a controlling general partnership interest in Hersha Hospitality Limited Partnership (“HHLP” or the “Partnership”), which owns a 99% limited partnership interest in various subsidiary partnerships. Hersha Hospitality, LLC (“HHLLC”), a Virginia limited liability company, owns a 1% general partnership interest in the subsidiary partnerships and the Partnership is the sole member of HHLLC.

The Partnership formed a wholly owned taxable REIT subsidiary, 44 New England Management Company (“44 New England” or “TRS Lessee”), to lease certain of the Company’s hotels.

As of December 31, 2007, the Company, through the Partnership and subsidiary partnerships, wholly owned fifty-three limited and full service hotels. Fifty-two of the wholly owned hotel facilities are leased to the Company’s taxable REIT subsidiary (“TRS”), 44 New England. One wholly owned hotel facility is leased to an unrelated party under a fixed lease agreement.

In addition to the wholly owned hotel properties, as of December 31, 2007, the Company owned joint venture interests in another eighteen properties. The properties owned by the joint ventures are leased to a TRS owned by the joint venture or to an entity owned by the joint venture partners and 44 New England. The following table lists the properties owned by these joint ventures:

Joint Venture	Ownership	Property	Location	Lessee/Sublessee
Unconsolidated Joint Ventures				
Inn America Hospitality at Ewing, LLC	50.0%	Courtyard	Ewing/Princeton, NJ	Hersha Inn America TRS Inc.
PRA Glastonbury, LLC	48.0%	Hilton Garden Inn	Glastonbury, CT	Hersha PRA TRS, Inc
PRA Suites at Glastonbury, LLC	48.0%	Homewood Suites	Glastonbury, CT	Hersha PRA LLC
Mystic Partners, LLC	66.7%	Marriott	Mystic, CT	Mystic Partners Leaseco, LLC
	8.8%	Hilton	Hartford, CT	Mystic Partners Leaseco, LLC
	66.7%	Courtyard	Norwich, CT	Mystic Partners Leaseco, LLC
	66.7%	Courtyard	Warwick, RI	Mystic Partners Leaseco, LLC
	66.7%	Residence Inn	Danbury, CT	Mystic Partners Leaseco, LLC

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	66.7%	Residence Inn	Mystic, CT	Mystic Partners Leaseco, LLC
	44.7%	Residence Inn	Southington, CT	Mystic Partners Leaseco, LLC
	66.7%	Springhill Suites	Waterford, CT	Mystic Partners Leaseco, LLC
	15.0%	Marriott	Hartford, CT	Mystic Partners Leaseco, LLC
Hiren Boston, LLC	50.0%	Courtyard	South Boston, MA	South Bay Boston, LLC
SB Partners, LLC	50.0%	Holiday Inn Express	South Boston, MA	South Bay Sandeep, LLC
Metro 29th Street Associates, LLC.	50.0%	Holiday Inn Express	New York, NY	Metro 29th Sublessee, LLC
Consolidated Joint Ventures				
Logan Hospitality Associates, LLC	55.0%	Four Points – Sheraton	Revere/Boston, MA	Revere Hotel Group, LLC
LTD Associates One, LLC	75.0%	Springhill Suites	Williamsburg, VA	HT LTD Williamsburg One LLC
LTD Associates Two, LLC	75.0%	Residence Inn	Williamsburg, VA	HT LTD Williamsburg Two LLC

Mystic Partners, LLC owns an interest in nine hotel properties. Our interest in Mystic Partners, LLC is relative to our interest in each of the nine properties owned by the joint venture as defined in the joint venture’s governing documents. Each of the nine properties owned by Mystic Partners, LLC is leased to a separate entity that is consolidated in Mystic Partners Leaseco, LLC which is owned by 44 New England and our joint venture partner in Mystic Partners, LLC.

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HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005
[IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

The properties are managed by eligible independent management companies, including Hersha Hospitality Management, LP (“HHMLP”), HHMLP is owned in part by four of the Company’s executive officers, two of its trustees and other third party investors.

Principles of Consolidation and Presentation

The accompanying consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles and include all of our accounts as well as accounts of the Partnership, subsidiary partnerships and our wholly owned TRS Lessee. All significant inter-company amounts have been eliminated.

Consolidated properties are either wholly owned or owned less than 100% by the Partnership and are controlled by the Company as general partner of the Partnership. Properties owned in joint ventures are also 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 in the entity. Control can be demonstrated by the ability of the general partner to manage day-to-day operations, refinance debt and sell the assets of the partnerships without the consent of the limited partners and the inability of the limited partners to replace the general partner. Control can be demonstrated by the limited partners if the limited partners have the right to dissolve or liquidate the partnership or otherwise remove the general partner without cause or have rights to participate in the significant decisions made in the ordinary course of the partnership’s business.

We evaluate each of our investments and contractual relationships to determine whether they meet the guidelines of consolidation. Our examination consists of reviewing the sufficiency of equity at risk, controlling financial interests, voting rights, and the obligation to absorb expected losses and expected gains, including residual returns. Based on our examination, the following entities were determined to be VIE’s: Mystic Partners, LLC; Mystic Partners Leaseco, LLC; Hersha PRA LLC; South Bay Boston, LLC; HT LTD Williamsburg One LLC; HT LTD Williamsburg Two LLC; Metro 29th Sublessee, LLC; Hersha Statutory Trust I; and Hersha Statutory Trust II. Mystic Partners, LLC is a VIE entity, however because we are not the primary beneficiary it is not consolidated by the Company. Our maximum exposure to losses due to our investment in Mystic Partners, LLC is limited to our investment in the joint venture which is \$32,928 as of December 31, 2007. Also, Mystic Partners Leaseco, LLC; Hersha PRA LLC; South Bay Boston, LLC; HT LTD Williamsburg One LLC; HT LTD Williamsburg Two LLC, and Metro 29th Sublessee, LLC lease hotel properties from our joint venture interests and are variable interest entities. These entities are consolidated by the lessors, the primary beneficiaries of each entity. Hersha Statutory Trust I and Hersha Statutory Trust II are VIEs but HHMLP is not the primary beneficiary in these entities. The accounts of Hersha Statutory Trust I and Hersha Statutory Trust II are not consolidated with and into HHMLP.

We have consolidated the operations of the Logan Hospitality Associates, LLC; LTD Associates One, LLC; and LTD Associates Two, LLC joint ventures because each entity is a voting interest entity and the Company owns a majority

voting interest in the venture.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States (GAAP) requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

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HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
 FOR THE YEARS ENDED DECEMBER 31, 2007, 2006, AND 2005
 [IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investment in Hotel Properties

The Company allocates the purchase price of hotel properties acquired based on the fair value of the acquired real estate, furniture, fixtures and equipment, and intangible assets and the fair value of liabilities assumed, including debt. The Company's investments in hotel properties are carried at cost and are depreciated using the straight-line method over the following estimated useful lives:

Building and Improvements	7 to 40 Years
Furniture, Fixtures and Equipment	5 to 7 Years

The Company periodically reviews the carrying value of each hotel to determine if circumstances exist indicating impairment to the carrying value of the investment in the hotel or that depreciation periods should be modified. 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 the undiscounted future cash flows. If impairment is indicated, an adjustment will be made to the carrying value of the hotel to reflect the hotel at fair value. The Company does not believe that there are any facts or circumstances indicating impairment in the carrying value of any of its hotels.

In accordance with the provisions of Financial Accounting Standards Board Statement No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets," a hotel is considered held for sale when management and our independent trustees commit to a plan to sell the property, the property is available for sale, management engages in active program to locate a buyer for the property and it is probable the sale will be completed within a year of the initiation of the plan to sell.

Investment in Unconsolidated Joint Ventures

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 our voting interest in a voting interest entity, 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 affiliates as they occur rather than as dividends or other distributions are received, limited to the extent of our investment in, advances to and commitments for the investee. Pursuant to our joint venture agreements, allocations of profits and losses of some of our investments in unconsolidated joint ventures may be allocated disproportionately as compared to the ownership percentages due to specified preferred return rate thresholds.

The Company periodically reviews the carrying value of its investment in unconsolidated joint ventures to determine if circumstances exist indicating impairment to the carrying value of the investment. If impairment is indicated, an adjustment will be made to the carrying value of or investment in the unconsolidated joint venture. The Company does not believe that there are any facts or circumstances indicating impairment in the carrying value of any of its

investments in unconsolidated joint ventures.

Development Loans Receivable

The Company provides secured first-mortgage and mezzanine financing to hotel developers. Development loans receivable are recorded at cost and are reviewed for potential impairment at each balance sheet date. The Company's development loans receivable are each secured by various hotel or hotel development properties or partnership interests in hotel or hotel development properties. We have determined that development loans receivable do not constitute a financial interest in a VIE and do not consolidate the operating results of the borrower in our consolidated financial statements. Our evaluation consists of reviewing the sufficiency of the borrower's equity at risk, controlling financial interests in the borrower, voting rights of the borrower, and the borrower's obligation to absorb expected losses and expected gains, including residual returns. The analysis utilized by the Company in evaluating the development loans receivable involves considerable management judgment and assumptions.

A development loan receivable is considered impaired when it becomes probable, based on current information, that the Company will be unable to collect all amounts due according to the loan's contractual terms. The amount of impairment, if any, is measured by comparing the recorded amount of the loan to the present value of the expected cash flows or the fair value of the collateral. If a loan was deemed to be impaired, the Company would record a reserve for loan losses through a charge to income for any shortfall. To date, no such impairment charges have been recognized.

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NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Cash and Cash Equivalents

Cash and cash equivalents represent cash on hand and in banks plus short-term investments with an initial maturity of three months or less when purchased.

Escrow Deposits

Escrow deposits include reserves for debt service, real estate taxes, and insurance and reserves for furniture, fixtures, and equipment replacements, as required by certain mortgage debt agreement restrictions and provisions.

Hotel Accounts Receivable

Hotel accounts receivable consists primarily of meeting and banquet room rental and hotel guest receivables. The Company generally does not require collateral. Ongoing credit evaluations are performed and an allowance for potential losses from uncollectible accounts is provided against the portion of accounts receivable that is estimated to be uncollectible.

Deferred Costs

Deferred loan costs are recorded at cost and amortized over the terms of the related indebtedness using the effective interest method.

Due from/to Related Parties

Due from/to Related Parties represents current receivables and payables resulting from transactions related to hotel management and project management with affiliated entities. Due from related parties results primarily from advances of shared costs incurred. Due to affiliates results primarily from hotel management and project management fees incurred. Both due to and due from related parties are generally settled within a period not to exceed one year.

Intangible Assets

Intangible assets consist of goodwill, leasehold intangibles for above-market and below-market value of in-place leases, and deferred franchise fees. Goodwill is evaluated annually for impairment in accordance with Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangibles." The leasehold intangibles are amortized over the remaining lease term. Deferred franchise fees are amortized using the straight-line method over the life of the franchise agreement.

Minority Interest

Minority Interest in the Partnership represents the limited partner's proportionate share of the equity of the Partnership. Income (Loss) is allocated to minority interest in accordance with the weighted average percentage ownership of the Partnership during the period. At the end of each reporting period the appropriate adjustments to the income (loss) are made based upon the weighted average percentage ownership of the Partnership during the period. Our ownership interest in the Partnership as of December 31, 2007, 2006 and 2005 was 86.4%, 91.4% and 87.8%, respectively. At December 31, 2007, there were 6,424,915 units outstanding with a fair market value of \$61,037.

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NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

The Company revalues the minority interest associated with the Partnership units each quarter to maintain a proportional relationship between the book value of equity associated with common shareholders relative to that of the Unit holders since both have equivalent rights and Units are convertible into shares of common stock on a one-for-one basis.

We also maintain minority interests for the equity interest owned by third parties in Logan Hospitality Associates, LLC; LTD Associates One, LLC; and LTD Associates Two, LLC. Third parties own a 45% interest in Logan Hospitality Associates, LLC and a 25% interest in each of LTD Associates One LLC and LTD Associates Two, LLC. We allocate the income (loss) of these joint ventures to the minority interest in consolidated joint ventures based upon the ownership of the entities, preferences in distributions of cash available and the terms of each venture agreement.

Shareholders' Equity

On December 11, 2006, we completed a public offering of 7,200,000 common shares at \$11.20 per share. On December 13, 2006, the underwriter exercised its over-allotment option with respect to that offering, and we issued an additional 1,080,000 common shares at \$11.20 per share. Proceeds to us, net of underwriting discounts and commissions and expenses, were approximately \$87,658. Immediately upon closing the offering, we contributed all of the net proceeds of the offering to the Partnership in exchange for additional Partnership interests. The net offering proceeds were used to repay indebtedness and to lend additional development financing to third parties.

On September 19, 2006, we completed a public offering of 3,775,000 common shares at \$9.75 per share. On September 28, 2006, the underwriter exercised its over-allotment option with respect to that offering, and we issued an additional 566,250 common shares at \$9.75 per share. Proceeds to us, net of underwriting discounts and commissions and expenses, were approximately \$40,004. Immediately upon closing the offering, we contributed all of the net proceeds of the offering to the Partnership in exchange for additional Partnership interests. The net offering proceeds were used to repay indebtedness.

On April 28, 2006, we completed a public offering of 6,520,000 common shares at \$9.00 per share. On May 9, 2006, the underwriter exercised its over-allotment option with respect to that offering, and we issued an additional 977,500 common shares at \$9.00 per share. Proceeds to us, net of underwriting discounts and commissions and expenses, were approximately \$63,353. Immediately upon closing the offering, we contributed all of the net proceeds of the offering to the Partnership in exchange for additional Partnership interests. Of the net offering proceeds, approximately \$30,000 was used to repay indebtedness and approximately \$19,500 was used to fund property acquisitions.

Stock Based Compensation

We apply Statement of Financial Accounting Standards No. 123(R), "Share-Based Payment" (SFAS 123R) whereby we

measure the cost of employee service received in exchange for an award of equity instruments based on the grant-date fair value of the award. The cost is recognized over the period during which an employee is required to provide service in exchange for the award.

Derivatives and Hedging

The Company's objective in using derivatives is to add stability to interest expense and to manage its exposure to interest rate movements or other identified risks. To accomplish this objective, the Company primarily uses interest rate swaps and interest rate caps as part of its cash flow hedging strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable-rate amounts in exchange for fixed-rate payments over the life of the agreements without exchange of the underlying principal amount. Interest rate caps designated as cash flow hedges limit the Company's exposure to increased cash payments due to increases in variable interest rates.

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NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue Recognition

We directly recognize revenue and expense for all consolidated hotels as hotel operating revenue and hotel operating expense when earned and incurred. These revenues are recorded net of any sales or occupancy taxes collected from our guests. All revenues are recorded on an accrual basis, as earned. We participate in frequent guest programs sponsored by the brand owners of our hotels and we expense the charges associated with those programs, as incurred. Revenue for interest on development loan financing is recorded in the period earned based on the interest rate of the loan and outstanding balance during the period. Development loans receivable and accrued interest on the development loans receivable are evaluated to determine if outstanding balances are collectible. Interest is recorded only if it is determined the outstanding loan balance and accrued interest balance are collectible.

We lease land to hotel developers under fixed lease agreements. In addition to base rents, these lease agreements contain provisions that require the lessee to reimburse real estate taxes, debt service and other impositions. Base rents and reimbursements for real estate taxes, debt service and other impositions are recorded in land lease revenue on an accrual basis. Expenses for real estate taxes, interest expense, and other impositions that are reimbursed under the land leases are recorded in land lease expense when they are incurred.

We lease a hotel to a third party under a fixed lease agreement. In addition to base rents, the lease agreement contains provisions that require the lessee to reimburse us for real estate taxes, capital expenditures and other impositions. Base rents and reimbursements for real estate taxes, capital expenditures and other impositions are recorded in hotel lease revenue on an accrual basis. Expenses for real estate taxes and other impositions that are reimbursed under the leases are recorded in operating expenses when incurred.

Other revenues consist primarily of fees earned for asset management services provided to hotels we own through unconsolidated joint ventures. Fees are earned as a percentage of the hotels revenue and are recorded in the period earned.

Income Taxes

The Company qualifies as a REIT under applicable provisions of the Internal Revenue Code, as amended, and intends to continue to qualify as a REIT. In general, under such provisions, a trust 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 which it distributes. Earnings and profits, which determine the taxability of dividends to shareholders, differ from net income reported for financial reporting purposes due primarily to differences in depreciation of hotel properties for Federal income tax purposes.

Deferred income taxes relate primarily to the TRS Lessee and are accounted for 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 Lessee and their respective tax bases and for their operating loss and tax credit carry forwards 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 consideration of available evidence, including tax planning strategies and other factors.

Although the TRS Lessee is expected to operate at a profit for Federal income tax purposes in future periods, the utilization of the deferred tax asset is not determinable. Therefore, any deferred tax assets have been reserved as we have not concluded that it is more likely than not that these deferred tax assets will be realizable.

Reclassification

Certain amounts in the prior year financial statements have been reclassified to conform to the current year presentation.

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NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Recent Accounting Pronouncements

SFAS No. 157

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, "Fair Value Measurements" ("SFAS No. 157"). SFAS No. 157 establishes a new definition of fair value, provides guidance on how to measure fair value and establishes new disclosure requirements of assets and liabilities at their fair value measurements. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007. The adoption of SFAS No. 157 is not expected to have a material effect on the Company's financial statements.

SFAS No. 159

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities—Including an amendment of FASB Statement No. 115" ("SFAS 159"). SFAS 159 permits entities to choose to measure many financial instruments and certain other items at fair value and requires certain disclosures for amounts for which the fair value option is applied. This standard is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007. Early adoption is permitted as of the beginning of a fiscal year that begins on or before November 15, 2007, provided the entity also elects to apply the provisions of Statement 157. The adoption of SFAS No. 159 is not expected to have a material effect on the Company's financial statements.

SFAS No. 141R

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 141R, "Business Combinations" ("SFAS No. 141R"). SFAS No. 141R requires most identifiable assets, liabilities, noncontrolling interests, and goodwill acquired in a business combination to be recorded at "full fair value." SFAS No. 141R is effective for fiscal years beginning after December 15, 2008. The Company has not determined whether the adoption of SFAS No. 141R will have a material effect on the Company's financial statements.

SFAS No. 160

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 160, "Noncontrolling Interests in Consolidated Financial Statements" ("SFAS No. 160"). SFAS No. 160 requires noncontrolling interests (previously referred to as minority interests) to be reported as a component of equity, which changes the accounting for transactions with noncontrolling interest holders. No. 160 is effective for fiscal years beginning after December 15, 2008. The Company has not determined whether the adoption of SFAS No. 160 will have a material effect on the Company's financial statements.

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NOTE 2 - INVESTMENT IN HOTEL PROPERTIES

Investment in hotel properties consist of the following at December 31, 2007 and 2006:

	December 31, 2007	December 31, 2006
Land	\$ 172,061	\$ 135,943
Buildings and Improvements	706,038	640,666
Furniture, Fixtures and Equipment	105,979	88,179
Construction in Progress	1,541	4,359
	985,619	869,147
Less Accumulated Depreciation	(92,322)	(61,363)
Total Investment in Hotel Properties	\$ 893,297	\$ 807,784

Depreciation expense was \$34,895, \$20,120 and \$10,693 for the years ended December 31, 2007, 2006 and 2005, respectively.

During the year ended December 31, 2007 we acquired the following wholly owned hotel properties:

Hotel	Acquisition Date	Land	Buildings and Improvements	Furniture and Fixtures Equipment	Franchise Fees and Loan Costs	Total Purchase Price	Fair Value of Assumed Debt
Residence Inn, Langhorne, PA	1/8/2007	\$ 1,463	\$ 12,125	\$ 2,170	\$ 50	\$ 15,808	\$ -
Residence Inn, Carlisle, PA	1/10/2007	1,015	7,511	1,330	89	9,945	7,000
Holiday Inn Express, Chester, NY	1/25/2007	1,500	6,701	1,031	126	9,358	6,700
Hampton Inn - Seaport, New York, NY	2/1/2007	7,816	19,056	1,729	1,036	29,637	20,202
Hotel 373 and Starbucks Lease - 5th Avenue, New York, NY	6/1/2007	14,239	16,801	3,294	11	34,345	22,000
Nevins Street, Brooklyn, NY	6/11/2007 &	10,650	-	-	269	10,919	6,500

7/11/2007

Holiday Inn, Norwich, CT	7/1/2007	1,984	12,037	2,041	67	16,129	8,162
Total 2007 Wholly Owned Acquisitions		\$ 38,667	\$ 74,231	\$ 11,595	\$ 1,648	\$ 126,141	\$ 70,564

In connection with the 2007 acquisitions we acquired \$798 in working capital. In addition to cash and assumed debt, consideration included \$2,100 in deposits made in 2006. Included in the purchase price of Residence Inn, Langhorne, PA is \$226 that was reimbursed to entities that are owned in part by certain executives and affiliated trustees of the Company.

Interest rates on debt assumed in the acquisition of the Residence Inn, Carlisle, PA and the Holiday Inn Express & Suites, Chester, NY were at market rates. We assumed \$19,250 in debt with the acquisition of the Hampton Inn-Seaport, New York, NY bearing interest at a fixed rate of 6.36% which was determined to be above market rates. We recorded a premium of \$952 related to the assumption of this debt. In the acquisition of Hotel 373 – 5 th Avenue, New York, NY, we assumed \$22,000 in variable rate debt bearing interest at LIBOR plus 2.00% and an interest rate cap which effectively caps interest on this debt at 7.75%. The debt matures and the interest rate cap terminates on April 9, 2009. The interest rate cap had a fair value of \$15 on the date of acquisition. We assumed \$6,500 in variable rate debt bearing interest at LIBOR plus 2.70% with the acquisition of a parcel of land on Nevins Street in Brooklyn, NY. This parcel of land is being leased to a hotel developer that is owned in part by certain executives and affiliated trustees of the

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NOTE 2 - INVESTMENT IN HOTEL PROPERTIES (continued)

Company. Lease income on the land includes payment of debt service on the assumed debt. We assumed \$8,162 in debt with the acquisition of the Holiday Inn, Norwich, CT which was repaid on July 30, 2007.

The Residence Inn, Carlisle, PA and the Hampton Inn-Seaport, New York, NY were acquired from entities that are owned by certain of the Company's executives and affiliated trustees. Included in the consideration paid for the Residence Inn, Carlisle, PA was 119,818 units in our operating partnership subsidiary valued at \$11.10 per unit that were issued to sellers that are not affiliated with the Company. Consideration paid for the Hampton Inn-Seaport, New York, NY, included 15,016 units of our operating partnership subsidiary valued at \$11.20 per unit and an \$8,208 note payable. The operating partnership units were issued to certain executives and affiliated trustees of the Company and the note payable was with entities that are owned in part by certain executives and affiliated trustees of the Company. On May 24, 2007, the note payable was fully repaid. Interest expense of \$203 was incurred on the notes payable during the year ended December 31, 2007. Included in the consideration paid for the Hotel 373 – 5 th Avenue, New York, NY were 1,000,000 units in our operating partnership subsidiary valued at \$12.32 per unit that were issued to a seller that is not affiliated with the Company. Consideration paid for the Holiday Inn, Norwich, CT, included 659,312 units of our operating partnership subsidiary valued at \$11.83, which were issued to entities that are owned in part by certain executives and affiliated trustees of the Company.

During the year ended December 31, 2006 we acquired the following wholly owned hotel properties:

2006 Acquisitions

Hotel	Acquisition Date	Land	Buildings and Improvements	Furniture and Fixtures Equipment	Franchise Fees and Loan Costs	Leasehold Intangible	Total Purchase Price	Fair Value of Assumed Debt and Capital Lease
NJ and PA Portfolio	1/3/2006	\$ 6,207	\$ 30,988	\$ 3,978	\$ 125	-	\$ 41,298	\$ -
Courtyard by Marriott, Scranton, PA	2/1/2006	761	7,192	831	57	-	8,841	-
Residence Inn, Tyson's Corner, VA	2/2/2006	4,283	14,476	1,240	201	-	20,200	9,596
Hilton Garden Inn, JFK Airport, NY	2/16/2006	N/A	25,019	3,621	317	226	29,183	13,000
KW Portfolio,	April and	4,708	22,926	3,918	198	-	31,750	9,023

MA	May 2006								
Holiday Inn Express, Cambridge, MA	5/3/2006	1,956	9,793	444	-	-	12,193	-	
Land, 39th and 8th Avenue, New York, NY	6/28/2006	21,774	-	-	-	-	21,774		
Residence Inn, Norwood, MA	7/27/2006	1,970	11,760	1,403	53	-	15,186	8,000	
Land and Building, 41st Street, New York, NY	7/28/2006	10,735	11,051	-	-	-	21,786		
Hampton Inn, Brookhaven, NY	9/6/2006	3,131	17,343	980	242	-	21,696	15,455	
Holiday Inn Express, Hauppauge, NY	9/1/2006	2,737	14,080	658	173	-	17,648	10,152	
Courtyard by Marriott, Alexandria, VA	9/29/2006	6,376	26,089	2,578	-	-	35,043		
Hampton Inn - Chelsea, New York, NY	9/29/2006	8,905	33,499	2,930	843	-	46,177	36,202	
Hyatt Summerfield Suites Portfolio	12/27/2006	29,053	123,030	16,576	-	-	168,659	472	
Total 2006 Wholly Owned Acquisitions		\$ 102,596	\$ 347,246	\$ 39,157	\$ 2,209	\$ 226	\$ 491,434	\$ 101,900	

*The \$8,000 assumed mortgage for Residence Inn, Norwood was repaid in full in September 2006.

On August 29, 2003, HT/CNL Metro Hotels, LP purchased the Hampton Inn, (Manhattan) Chelsea, NY. We owned a one-third equity interest in this joint venture partnership while CNL Hospitality Partners LP ("CNL") owned the remaining equity interests. On September 29, 2006 we acquired CNL's remaining equity interest in the venture. Prior to the acquisition of the CNL's remaining interest our investment in joint venture was \$4,409 and was recorded in investments in joint ventures. Our share of the operating results of the venture through September 29, 2006 is included in Income from Unconsolidated Joint Ventures on the statement of operations.

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NOTE 2 - INVESTMENT IN HOTEL PROPERTIES (continued)

Included in the acquisition of the Hilton Garden Inn at the JFK Airport, New York, was a land lease for the underlying land with a remaining term of approximately 93 years. The remaining lease payments were determined to be below market value and as a result, \$226 of the purchase price was allocated to an intangible asset. Included in the acquisition of the Courtyard by Marriott in Brookline, Massachusetts in 2005, was a prepaid land lease for the underlying land with a remaining term of approximately 90 years. This prepaid land lease is classified as an intangible asset with a value of \$3,570. Both lease intangibles are recorded in intangible assets on the consolidated balance sheet and are being amortized over the remaining lives of the leases.

The interest rate on the fixed rate debt assumed in the acquisitions of the KW Portfolio is 5.67% and was below the market rate of interest on the date of the acquisition. The interest rate on the fixed rate debt assumed in the acquisition of the Holiday Inn Express, Hauppauge, New York is 5.701% and was below the market rate of interest on the date of the acquisition. As a result, a discount of \$354 was recorded for the mortgage assumed in the acquisition of the KW Portfolio and a discount of \$472 was recorded on the debt assumed in the acquisition of the Holiday Inn Express in Hauppauge, New York. The discounts reduce the principal balances recorded in mortgages and notes payable. The discount is being amortized over the remaining life of the debt and is recorded as interest expense. Interest rates on debt assumed in the acquisition of the Residence Inn, Tyson's Corner, Virginia; the Hilton Garden Inn, JFK Airport, New York and the Hampton Inn, Brookhaven, New York were at market rates.

As part of the acquisition of the Hyatt Summerfield Suites Portfolio, HHLP entered into a management agreement with Lodgeworks, L.P. (Lodgeworks) to manage all seven properties in the portfolio. Lodgeworks extended a \$996 interest-free loan to HHLP for working capital contributions that is due at either the termination or expiration of the agreement. Since the interest rate on the note payable is below the market rate of interest at the date of the acquisition, a discount of \$524 was recorded on the note payable. The discount reduces the principal balances recorded in the mortgages and notes payable and is being amortized over the remaining life of the management agreement and is recorded as interest expense.

The purchase agreement entered into for the 2006 acquisition of the Courtyard, Langhorne, PA; the Fairfield Inn, Bethlehem, PA; and the Fairfield Inn, Mt. Laurel, NJ contains certain provisions that entitled the seller to an earn-out payment of up to \$2,500 based on the collective Net Operating Income thresholds of the three properties, as defined. The earn-out period expired on September 30, 2007 and based on the operating results of these properties, no earn-out was paid by the Company to the seller. On December 28, 2006, we closed on the acquisition of seven Summerfield Suites. The purchase agreement for this acquisition contains certain provisions that entitle the seller to an earn-out payment of up to \$6,000 based on the Net Operating Income of the properties, as defined. The earn-out period expires on December 31, 2009. On January 8, 2007, we closed on the acquisition of the Residence Inn, Langhorne, PA. The purchase agreement for this acquisition contains certain provisions that entitle the seller to an earn-out payment of up to \$1,000 based on the Net Operating Income of the property, as defined. The earn-out period expires on August 31, 2008. We are currently unable to determine whether amounts will be paid under these two earn-out provisions since significant time remains until the expiration of the earn-out periods. Due to uncertainty of

the amounts that will ultimately be paid, if any, no accrual has been recorded on the consolidated balance sheet for amounts due under these earn-out provisions. In the event amounts are payable under these provisions, payments made will be recorded as additional consideration given for the properties.

On February 15, 2006, we acquired an 80% joint venture interest in an entity that owns the Hampton Inn, Philadelphia, PA. The entity that sold the 80% interest was owned, in part, by certain executives and affiliated trustees of the Company. On October 1, 2007, we acquired the remaining 20% interest from our joint venture partners. The following is the allocation of purchase price for each step of the acquisition:

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NOTE 2 - INVESTMENT IN HOTEL PROPERTIES (continued)

	Acquisition Date	Land	Buildings and Improvements	Furniture Fixtures and Equipment	Franchise Fees and Loan Costs	Total
Acquisition of 80% Interest	2/15/2006	\$ 2,928	\$ 21,062	\$ 3,029	\$ 117	\$ 27,136
Acquisition of Remaining 20% Interest	10/1/2007	744	4,850	790	-	6,384

Consideration paid for the remaining 20% interest in the Hampton Inn, Philadelphia, PA consisted of 406,877 units of our operating partnership subsidiary valued at \$10.23, which were issued to entities that are owned in part by certain executives and affiliated trustees of the Company. Prior to the acquisition of the remaining 20% interest, the Hampton Inn, Philadelphia, PA was reported as a consolidated joint venture and its assets and liabilities were included in the Company's consolidated balance sheet and non-controlling interest of \$588 was reported as Minority Interests. As a result of acquiring the remaining 20% interest in the venture, our investment in hotel properties was increased as follows:

	Land	Buildings and Improvements	Furniture Fixtures and Equipment	Total
Purchase Price	\$ 744	\$ 4,850	\$ 790	\$ 6,384
Less:				
Net book value included in consolidated financial statements prior to acquisition	(193)	(2,396)	(220)	(2,809)
Step-up in value included in consolidated financial statements after acquisition	\$ 551	\$ 2,454	\$ 570	\$ 3,575

All of the newly acquired wholly owned hotels are leased to the TRS Lessee, and all are managed by HHMLP, except for the Courtyard by Marriott, Alexandria and the Hyatt Summerfield Suites Portfolio which are managed by unrelated third parties.

Beginning on July 1, 2006, the Holiday Inn Conference Center, New Cumberland, Pennsylvania was leased to an unrelated party under a five-year fixed rent lease agreement. Prior to July 1, 2006, this hotel was leased to our wholly owned TRS and operating revenues and expenses of the hotel were recorded in hotel operating revenue and hotel operating expenses. Hotel lease revenue of \$781 and \$391 was recorded in the twelve months ended December 31, 2007 and 2006, respectively, related to the lease of this property.

Pro Forma Operating Results (Unaudited)

The following condensed pro forma financial data is presented as if all 2007 and 2006 acquisitions had been consummated as of January 1, 2006. Properties acquired without any operating history are excluded from the condensed pro forma operating results. The condensed pro forma information is not necessarily indicative of what actual results of operations of the Company would have been assuming the acquisitions had been consummated at the beginning of the year presented, nor does it purport to represent the results of operations for future periods.

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NOTE 2 - INVESTMENT IN HOTEL PROPERTIES (continued)

	For the Year Ended December 31,	
	2007	2006
Pro Forma Total Revenues	\$ 244,463	\$ 205,289
Pro Forma Income from Continuing Operations applicable to Common Shareholders	\$ 13,343	\$ 4,894
Income from Discontinued Operations	4,172	1,305
Pro Forma Net Income	17,515	6,199
Preferred Distributions	4,800	4,800
Pro Forma Net Income applicable to Common Shareholders	\$ 12,715	\$ 1,399
Pro Forma Income applicable to Common Shareholders per Common Share		
Basic	\$ 0.31	\$ 0.05
Diluted	\$ 0.31	\$ 0.05
Weighted Average Common Shares Outstanding		
Basic	40,718,724	27,118,264
Diluted	40,718,724	27,118,264

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NOTE 3 — INVESTMENT IN UNCONSOLIDATED JOINT VENTURES

As of December 31, 2007 and December 31, 2006 our investment in unconsolidated joint ventures consisted of the following:

Joint Venture	Hotel Properties	Percent Owned	Preferred Return	December 31,	
				2007	2006
PRA Glastonbury, LLC	Hilton Garden Inn, Glastonbury, CT	48%*	11.0% cumulative	\$ 945	\$ 463
Inn American Hospitality at Ewing, LLC	Courtyard by Marriott, Ewing, NJ	50.0%	11.0% cumulative	1,016	1,414
Hiren Boston, LLC	Courtyard by Marriott, Boston, MA	50.0%	N/A	4,148	4,871
SB Partners, LLC	Holiday Inn Express, Boston, MA	50.0%	N/A	2,010	2,213
Mystic Partners, LLC	Hilton and Marriott branded hotels in CT and RI	8.8%-66.7%	8.5% non-cumulative	32,928	39,180
PRA Suites at Glastonbury, LLC	Homewood Suites, Glastonbury, CT	48%	10.0% non-cumulative	2,808	2,093
Metro 29th Street Associates, LLC	Holiday Inn Express, New York, NY	50.0%	N/A	7,996	-
				\$ 51,851	\$ 50,234

* Percent owned was 40.0% through March 31, 2007. On April 1, 2007 our percent owned increased to 48.0%.

During the years ended December 31, 2007 and 2006 we acquired interests in the following unconsolidated joint ventures:

Joint Venture	Assets Owned by Joint Venture	Date Acquired	The Partnership's Ownership in Asset	The Partnership's Preferred Return
Metro 29th Street Associates, LLC	Holiday Inn Express, New York, NY	2/1/2007	50.0%	N/A
PRA Suites at Glastonbury, LLC	Homewood Suites, Glastonbury, CT	6/15/2006	40.0%	10.0%

On February 1, 2007 we acquired a 50.0% interest in Metro 29th Street Associates, LLC (“Metro 29th”), the lessee of the 228 room Holiday Inn Express-Manhattan, New York, NY, for approximately \$6,817. Metro 29 th holds a twenty five year lease with certain renewal options at the end of the lease term. We also acquired an option to acquire a 50% interest in the entity that owns the Holiday Inn Express-Manhattan. The option is exercisable after February 1, 2012 or upon termination of Metro 29 th Street’s lease of the hotel and expires at the end of the lease term. The fair value of the option was \$933 at the time of acquisition and is recorded in other assets on our consolidated balance sheet. We issued 694,766 units in our operating partnership valued at \$11.15 per unit for our interest in Metro 29 th and the option. Metro 29 th Street entered into an agreement with Metro 29 th Sublessee, LLC, a joint venture owned by 44 New England and our joint venture partner, to sublease the hotel property. The hotel is managed by HHMLP.

The PRA Suites at Glastonbury, LLC (“PRA Suites”) joint venture agreement provides for a 10% preferred return based on our contributed equity interest in PRA Suites. Cash distributions will be made from cash available for distribution, first, to us to provide a 10% annual non-compounded return on our capital contributions and then to our joint venture partner to provide a 10% annual non-compounded return of their contributions. The 10% returns are not cumulative. Any remaining cash available for distribution will be distributed 40% to us. PRA Suites allocates income to us and our joint venture partner consistent with the allocation of cash distributions and liquidating distributions.

On April 1, 2007, we increased our investment in PRA Glastonbury, LLC, the owner of the Hilton Garden Inn, Glastonbury, CT, and PRA Suites at Glastonbury, LLC, the owner of the Homewood Suites, Glastonbury, CT by acquiring an additional 8% preferred interest from our partner in each venture. The purchase prices for our additional equity interests were \$780 and \$716 for PRA Glastonbury, LLC and PRA Suites at Glastonbury, LLC, respectively.

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NOTE 3 — INVESTMENT IN UNCONSOLIDATED JOINT VENTURES (continued)

Income from our unconsolidated joint ventures is allocated to us and our joint venture partners consistent with the allocation of cash distributions in accordance with the joint venture agreements. Any difference between the carrying amount of these investments and the underlying equity in net assets is amortized over the expected useful lives of the properties and other intangible assets. Income (loss) recognized during the years ended December 31, 2007, 2006, and 2005 for our Investments in Unconsolidated Joint Ventures is as follows:

	Twelve Months Ended		
	12/31/2007	12/31/2006	12/31/2005
PRA Glastonbury, LLC	\$ 47	\$ (257)	\$ 75
Inn American Hospitality at Ewing, LLC	73	160	(79)
Hiren Boston, LLC	304	(167)	(80)
SB Partners, LLC	191	(24)	(26)
Mystic Partners, LLC	1,612	1,691	61
PRA Suites at Glastonbury, LLC	(7)	(2)	-
Metro 29th Street Associates, LLC	1,256	-	-
HT/CNL Metro Hotels, LP	-	398	506
Total equity in income	\$ 3,476	\$ 1,799	\$ 457

The SB Partners and Hiren Boston joint venture agreements provided for a 10% preferred return during the first two years of the ventures based on our equity interest in the ventures. The preferred return period expired on July 1, 2007 for Hiren and October 1, 2007 for SB Partners. Subsequent to this initial two year period, cash distributions are made 50% to us and 50% to our joint venture partners in the ventures.

The Mystic Partners joint venture agreement provides for an 8.5% non-cumulative preferred return based on our contributed equity interest in the venture. Cash distributions will be made from cash available for distribution, first, to us to provide an 8.5% annual non-compounded return on our unreturned capital contributions and then to our joint venture partner to provide an 8.5% annual non-compounded return of their unreturned contributions. Any remaining cash available for distribution will be distributed to us 10.5% with respect to the net cash flow from the Hartford Marriott, 7.0% with respect to the Hartford Hilton and 56.7%, with respect to the remaining seven properties. Mystic Partners allocates income to us and our joint venture partner consistent with the allocation of cash distributions in accordance with the joint venture agreements.

Each of the Mystic Partners hotel properties, except the Hartford Hilton, is under an Asset Management Agreement

with 44 New England to provide asset management services. Fees for these services are paid monthly to 44 New England and recognized as income in the amount of 1% of operating revenues, except for the Hartford Marriott which is 0.25% of operating revenues.

The Company and our joint venture partner in Mystic Partners jointly and severally guarantee the performance of the terms of a loan to Adriaen's Landing Hotel, LLC, owner of the Hartford Marriott, in the amount of \$50,000, and 315 Trumbull Street Associates, LLC, in the amount of \$27,000, if at any time during the term of the note and during such time as the net worth of Mystic Partners falls below the amount of the guarantee. We have determined that the probability of incurring loss under this guarantee is remote and the value attributed to the guarantee is de minimis.

The following tables set forth the total assets, liabilities, equity and components of net income, including the Company's share, related to the unconsolidated joint ventures discussed above as of December 31, 2007 and December 31, 2006 and for the years ended December 31, 2007, 2006, and 2005.

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NOTE 3 — INVESTMENT IN UNCONSOLIDATED JOINT VENTURES (continued)

Balance Sheets

	December 31, 2007	December 31, 2006
Investment in hotel properties, net	\$ 229,829	\$ 244,113
Other Assets	30,000	24,496
Assets	\$ 259,829	\$ 268,609
Mortgages and notes payable	\$ 221,398	\$ 211,576
Other liabilities	12,305	11,687
Equity:		
Hersha Hospitality Trust	51,851	50,234
Other	(25,725)	(4,888)
Total Liabilities and Equity	\$ 259,829	\$ 268,609

Statements of Operations

	Twelve Months Ended		
	12/31/2007	12/31/2006	12/31/2005
Room Revenue	\$ 98,581	\$ 81,285	\$ 33,493
Other Revenue	31,586	30,016	8,679
Operating Expenses	(81,873)	(74,370)	(26,261)
Interest Expense	(15,421)	(15,687)	(5,521)
Debt Extinguishment	(2,858)	-	-
Lease Expense	(5,332)	(393)	(159)
Property Taxes and Insurance	(6,159)	(5,537)	(2,781)
Federal and State Income Taxes	(141)	(224)	71
General and Administrative	(7,446)	(7,781)	(1,595)
Depreciation, Amortization, and Other	(16,680)	(16,993)	(6,318)
Net loss	\$ (5,743)	\$ (9,684)	\$ (392)

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NOTE 4 - DEVELOPMENT LOANS RECEIVABLE AND LAND LEASES

We have approved first mortgage and mezzanine lending to hotel developers, including entities in which our executive officers and affiliated trustees own an interest, to enable such entities to construct hotels and conduct related improvements on specific hotel projects at interest rates ranging from 10% to 13.5% (“Development Line Funding”). As of December 31, 2007 and December 31, 2006, we had Development Loans Receivable of \$58,183 and \$47,016, respectively. Interest income included in interest income from development loans was \$6,046, \$2,487, and \$3,940 for the years ended December 31, 2007, 2006, and 2005, respectively. Accrued interest on our development loans receivable was \$1,591 as of December 31, 2007 and \$883 as of December 31, 2006.

As of December 31, 2007, our development loans receivable consisted of the following:

Hotel Property	Borrower	Principal Outstanding 12/31/2007	Interest Rate	Maturity Date
Sheraton - JFK Airport, NY	Risingsam Hospitality, LLC	\$ 10,016	10%	September 30, 2008
Hampton Inn & Suites - West Haven, CT	44 West Haven Hospitality, LLC	2,000	10%	October 9, 2008*
Hilton Garden Inn - New York, NY	York Street LLC	15,000	11%	July 1, 2008
Hampton Inn - Smithfield, RI	44 Hersha Smithfield, LLC	2,000	10%	October 9, 2008*
Homewood Suites - Newtown, PA	Reese Hotels, LLC	700	11%	June 1, 2008
Boutique Hotel - Union Square, NY	Risingsam Union Square, LLC	10,000	10%	May 31, 2008
Hilton Garden Inn/Homewood Suites - Brooklyn, NY	167 Johnson Street, LLC			
Tranche 1		11,000	11%	September 21, 2008
Tranche 2		9,000	13.5%	September 24, 2008
Discount		(1,533)		
Total Hilton Garden Inn/Homewood Suites - Brooklyn, NY		18,467		

Total Development	
Loans Receivable	\$ 58,183

* Indicates borrower is a related party

In connection with originating the \$11,000 and \$9,000 development loans for the Hilton Garden Inn/Homewood Suites – Brooklyn, NY, we were granted an option to acquire a 50% interest in the entity that owns the Hilton Garden Inn – Brooklyn, NY. The option can be exercised any time during the three year period beginning on the date the property receives its certificate of occupancy or upon the borrower's default on the development loans. The fair value of the option was \$1,688 at the time of acquisition and is recorded in other assets on our consolidated balance sheet. We recorded a discount on the development loans receivable of \$1,688 which is being amortized over life of the development loan, including the two year renewal period. Amortization of this discount is recorded as interest income from development loans on the Company's consolidated statement of operations and was \$155 for year ended December 31, 2007.

As of December 31, 2006 our development loans receivable consisted of the following:

Hotel Property	Borrower	Principal Outstanding 12/31/2006	Interest Rate	Maturity Date
Sheraton - JFK Airport, NY	Risingsam Hospitality, LLC	\$ 9,016	10%	March 30, 2007
Hilton Garden Inn - Union Square, NY	Risingsam Union Square, LLC	10,000	10%	May 31, 2007
Holiday Inn Express - 29th Street, NY	Brisam Management, LLC	15,000	10%	May 31, 2007
Boutique Hotel - Manhattan, NY	Brisam East 52, LLC	3,000	10%	December 6, 2007
Boutique Hotel - Manhattan, NY	Brisam Greenwich, LLC	10,000	10%	September 12, 2007
		\$ 47,016		

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NOTE 4 - DEVELOPMENT LOANS RECEIVABLE AND LAND LEASES (continued)

Advances and repayments on our development loans receivable consisted of the following for the years ended December 31, 2007, 2006, and 2005:

	2007	2006	2005
Balance at January 1,	\$ 47,016	\$ 32,450	\$ 36,550
New Advances	65,700	51,616	31,325
Repayments	(53,000)	(37,050)	(30,725)
Discount recorded, net of amortization	(1,533)	-	-
Applied to Acquisition of Hotel Property	-	-	(4,700)
Balance at December 31,	\$ 58,183	\$ 47,016	\$ 32,450

We acquire land and improvements and lease them to entities, including entities in which our executive officers and affiliated trustees own an interest, to enable such entities to construct hotels and related improvements on the leased land. The land is leased under fixed lease agreements which earn rents at a minimum rental rate of 10% of our net investment in the leased property. Additional rents are paid by the lessee for the interest on the mortgage, real estate taxes and insurance. Revenues from our land leases are recorded in land lease revenue on our consolidated statement of operations. All expenses related to the land leases are recorded in operating expenses as land lease expense. Leased land and improvements are included in investment in hotel properties on our consolidated balance sheet. As of December 31, 2007 our investment in leased land and improvements consists of the following:

Location	Investment In Leased Properties			Total Investment	Debt	Net Investment	Acquisition/ Lease Date	Lessee
	Land	Improvements	Other					
440 West 41st Street, New York, NY	\$ 10,735	\$ 11,051	\$ 196	\$ 21,982	\$ 12,100	\$ 9,882	7/28/2006	Metro Forty First Street, LLC
39th Street and 8th Avenue, New York, NY	21,774	-	541	22,315	13,250	9,065	6/28/2006	Metro 39th Street Associates, LLC
Nevins Street, Brooklyn, NY	10,650	-	269	10,919	6,500	4,419	6/11/2007 7/11/2007	H Nevins Street & Associates, LLC*

Total	\$ 43,159	\$ 11,051	\$ 1,006	\$ 55,216	\$ 31,850	\$ 23,366
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* Indicates lessee is a related party

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NOTE 5 — OTHER ASSETS

Other Assets consisted of the following at December 31, 2007 and 2006:

	2007	2006
Transaction Costs	\$ 209	\$ 252
Deposits on Hotel Acquisitions	16	2,144
Investment in Statutory Trusts	1,548	1,548
Notes Receivable	2,581	2,438
Due from Lessees	1,986	2,318
Prepaid Expenses	3,402	3,533
Interest due on Development Loans to Non-Related Parties	1,456	12
Deposits on Property Improvement Plans	640	1,405
Hotel Purchase Option	2,620	-
Other	1,697	1,624
	\$ 16,155	\$ 15,274

Transaction Costs - Transaction costs include legal fees and other third party transaction costs incurred relative to entering into debt facilities, issuances of equity securities or acquiring interests in hotel properties are recorded in other assets prior to the closing of the respective transactions.

Deposits on Hotel Acquisitions - Deposits paid in connection with the acquisition of hotels, including accrued interest, are recorded in other assets. As of December 31, 2007, we had \$-0- in interest bearing and non interest bearing deposits. As of December 31, 2006, we had \$2,000 in interest bearing deposits and \$100 in non-interest bearing deposits related to the acquisition of hotel properties. The interest bearing deposit as of December 31, 2006 accrued interest at 10%.

Investment in Statutory Trusts - We have an investment in the common stock of Hersha Statutory Trust I and Hersha Statutory Trust II. Our investment is accounted for under the equity method.

Notes Receivable - Notes receivable as of December 31, 2007 and 2006 include notes receivable of \$1,350 extended in November and December 2006 to the purchaser of the Holiday Inn Express, Duluth, GA; Comfort Suites, Duluth, GA; Hampton Inn, Newnan, GA; and the Hampton Inn Peachtree City, GA (collectively the "Atlanta Portfolio"). Each of these notes bears interest at 8% and have maturity dates of December 31, 2008, amended from December 31, 2007. Also included in notes receivable is a loan made to one of our unconsolidated joint venture partners in the amount of \$1,120 bearing interest at 12% with a maturity date of December 27, 2008. This loan was amended on

December 31, 2007 to increase the note amount from \$1,000 to \$1,120, increase the interest rate from 12% to 13.5%, and extend the maturity date to December 27, 2008 from December 27, 2007.

Due from Lessees - Due from lessees represent rents due under our land lease and hotel lease agreements.

Prepaid Expense - Prepaid expenses include amounts paid for property tax, insurance and other expenditures that will be expensed in the next twelve months.

Interest due on Development Loans – Interest due on development loans represents interest income due from loans extended to non-related parties that are used to enable such entities to construct hotels and conduct related improvements on specific hotel projects. This excludes interest due on development loans from loans extended to related parties in the amounts of \$135 and \$871, as of December 31, 2007 and 2006, respectively, which is included in the Due from Related Parties caption on the face of the consolidated balance sheets.

Deposits on Property Improvement Plans – Deposits on property improvement plans consists of amounts advanced to HHMLP that is to be used to fund capital expenditures as part of our property improvement programs at certain properties.

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NOTE 6 - DEBT

Mortgages and Notes Payable

The total mortgages payable balance at December 31, 2007, and December 31, 2006, was \$567,507 and \$504,523, respectively, and consisted of mortgages with fixed and variable interest rates ranging from 4.0% to 8.94%. The maturities for the outstanding mortgages ranged from August 2008 to January 2032. Aggregate interest expense incurred under the mortgages payable totaled \$33,767, \$20,579 and \$11,251 during 2007, 2006 and 2005, respectively. The mortgages are secured by first deeds of trust on various hotel properties with a combined net book value of \$829,008 and \$743,236 as of December 31, 2007, and 2006, respectively.

We have two junior subordinated notes payable in the aggregate amount of \$51,548 to the Hersha Statutory Trusts pursuant to indenture agreements. The \$25,774 note issued to Hersha Statutory Trust I will mature on June 30, 2035, but may be redeemed at our option, in whole or in part, beginning on June 30, 2010 in accordance with the provisions of the indenture agreement. The \$25,774 note issued to Hersha Statutory Trust II will mature on July 30, 2035, but may be redeemed at our option, in whole or in part, beginning on July 30, 2010 in accordance with the provisions of the indenture agreement. The note issued to Hersha Statutory Trust I bears interest at a fixed rate of 7.34% per annum through June 30, 2010, and the note issued to Hersha Statutory Trust II bears interest at a fixed rate of 7.173% per annum through July 30, 2010. Subsequent to June 30, 2010 for notes issued to Hersha Statutory Trust I and July 30, 2010 for notes issued to Hersha Statutory Trust II, the notes bear interest at a variable rate of LIBOR plus 3.0% per annum. Interest expense in amount of \$3,793, \$3,766, and \$2,313 was recorded during the years ended December 31, 2007, 2006, and 2005, respectively.

Aggregate annual principal payments for the Company's mortgages and notes payable for the five years following December 31, 2007 and thereafter are as follows:

	2008	\$ 25,670
	2009	66,687
	2010	31,669
	2011	6,802
	2012	12,144
	Thereafter	476,408
	Unamortized Discount	(72)
		\$ 619,308

The carrying value of the mortgages and notes payable and the line of credit exceeded the fair value by approximately \$52,093 at December 31, 2007.

Revolving Line of Credit

We maintain a revolving credit facility with Commerce Bank, N.A. The credit facility bears interest at either the bank's prime rate of interest minus 0.75% or LIBOR available for the periods of 1,2,3, or 6 months plus 2.00%, at the Company's option. Provisions of the credit facility allow for an increase of the principal amount of borrowings made available under the line of credit to a maximum aggregate amount of \$100,000, depending upon certain conditions described in the agreement.

The line of credit is collateralized by a first lien-security interest in all existing and future assets of HHLP, and title-insured, first-lien mortgages on the Holiday Inn Express, Harrisburg, PA, the Mainstay Suites and Sleep Inn, King of Prussia, PA, the Fairfield Inn, Laurel, MD, the Hampton Inn, Philadelphia, PA, the Residence Inn, Norwood, MA, the Residence Inn, Langhorne, PA and collateral assignment of all hotel management contracts of the management companies in the event of default. The line of credit includes certain financial covenants and requires that we maintain (1) a minimum tangible net worth of \$110,000; (2) a maximum accounts and other receivables from affiliates of \$75,000 million; and (3) certain financial ratios. The Company is in compliance with each of these covenants as of December 31, 2007. The line of credit expires on December 31, 2008. We intend to refinance remaining balances at the end of the line of credit facilities' term.

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NOTE 6 – DEBT (continued)

The Company maintained a line of credit balance of \$43,700 at December 31, 2007 and \$24,000 at December 31, 2006. The Company recorded interest expense of \$4,239, \$2,134 and \$186 related to the line of credit borrowings, for the years ended December 31, 2007, 2006, and 2005, respectively. The weighted average interest rate on our Line of Credit during the years ended December 31, 2007, 2006, and 2005 was 7.30%, 7.33%, and 6.10%, respectively.

Deferred Costs

Costs associated with entering into mortgages and notes payable and our revolving line of credit are deferred and amortized over the life of the debt instruments. Amortization of deferred costs is recorded in interest expense. As of December 31, 2007, deferred costs were \$8,048, net of accumulated amortization of \$3,252. Deferred costs were \$7,525, net of accumulated amortization of \$1,543, as of December 31, 2006. Amortization of deferred costs for the years ended December 31, 2007, 2006, and 2005 was \$1,724, \$944 and \$558, respectively.

Debt Extinguishment

The Sovereign Bank Line of Credit was replaced by the Commerce Line of Credit, noted above, in January 2006. As a result of this termination, we expensed \$255 in unamortized deferred costs related to the origination of the Sovereign Bank Line of Credit, which are included in the Loss on Debt Extinguishment caption on the face of the consolidated statement of operations for the year ended December 31, 2006.

On April 7, 2006, we repaid \$21,900 on our mortgage with Merrill Lynch for the Hampton Inn Herald Square property as a result of a debt refinancing. The new debt of \$26,500 has a fixed interest rate of 6.085% and a maturity date of May 1, 2016. As a result of this extinguishment, we expensed \$534 in unamortized deferred costs and prepayment penalties, which are included in the Loss on Debt Extinguishment caption on the face of the consolidated statement of operations for the year ended December 31, 2006.

On June 9, 2006, we repaid \$34,200 on our mortgage with UBS for the McIntosh Portfolio, as a result of a debt refinancing. The new debt of \$36,300 has a fixed interest rate of 6.33% and maturity date of June 11, 2016 for each of the loans associated with the McIntosh Portfolio. As a result of this extinguishment, we expensed \$374 in unamortized deferred costs, which are included in the Loss on Debt Extinguishment caption on the face of the consolidated statement of operations for the year ended December 31, 2006.

On September 9, 2006, we repaid \$8,287 on our mortgage with South New Hampshire Bank for the Residence Inn, Norwood, using proceeds from a draw on our line of credit with Commerce Bank. In connection with the mortgage assumption, the seller agreed to reimburse all pre-payment related fees associated with this payoff.

On December 27, 2006, we repaid \$12,907 on our mortgage with GE Capital for the Hilton Garden Inn, JFK, NY property as a result of a debt payoff. The new debt of \$21,000 was acquired on March 7, 2007 and has a fixed interest

rate of 5.82% and a maturity date of March 1, 2017. As a result of this extinguishment, we expensed \$322 in prepayment penalties, which are included in the Loss on Debt Extinguishment caption on the face of the consolidated statements of operations for the year ended December 31, 2006.

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NOTE 7 - COMMITMENTS AND CONTINGENCIES AND RELATED PARTY TRANSACTIONS

We are the sole general partner in the Partnership, which is indirectly the sole general partner of the subsidiary partnerships. The Company does not anticipate any losses as a result of our obligations as general partner.

Management Agreements

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

As of December 31, 2007, HHMLP managed 44 of the properties leased to our TRS. HHMLP also managed three consolidated joint venture hotel properties and four unconsolidated joint venture hotel properties in which we maintain an investment. For its services, HHMLP receives a base management fee, and if a hotel exceeds certain thresholds, an incentive management fee. The base management fee for a hotel is due monthly and is equal to 3% of gross revenues associated with each hotel managed for the related month. The incentive management fee, if any, for a hotel is due annually in arrears on the ninetieth day following the end of each fiscal year and is based upon the financial performance of the hotel. There were no incentive management fees for the years ended December 31, 2007, 2006 and 2005. For the years ended December 31, 2007, 2006 and 2005, management fees incurred totaled \$5,571, \$4,361, and \$2,887, respectively, and are recorded as Hotel Operating Expenses. In addition, the Company incurred \$104 for the early termination of management contracts related to the sale of two hotels in the second quarter in 2005, \$30 related to the sale of one hotel in the second quarter of 2006, \$89 related to the sale of four hotels in the fourth quarter of 2006, and \$107 related to the sale of the two hotels in the fourth quarter of 2007. These fees are included in discontinued operations.

Administrative Services Agreement

Prior to July 1, 2005, under the terms of an administrative service agreement, HHMLP provided accounting and securities reporting services for the Company. The terms of the agreement provided for us to pay HHMLP an annual fee of \$10 per property (prorated from the time of acquisition) for each hotel in our portfolio. On July 1, 2005, the administrative service fee was replaced by monthly accounting and information technology fees for each of our wholly owned hotels. Monthly fees for accounting services are \$2 per property and monthly information technology fees are \$0.5 per property. For the years ended December 31, 2007, 2006 and 2005, the Company incurred

administrative services fees of \$0, \$0, and \$140, respectively. For the years ended December 31, 2007, 2006 and 2005, the Company incurred accounting fees of \$1,408, 1,053 and \$386. For the years ended December 31, 2007, 2006 and 2005, the Company incurred information technology fees of \$276, \$251 and \$95. Administrative services fees, accounting fees, and information technology fees are included in General and Administrative expenses.

Franchise Agreements

The hotel properties are operated under franchise agreements assumed by the hotel property lessee. The franchise agreements have 10 to 20 year terms but may be terminated by either the franchisee or franchisor on certain anniversary dates specified in the agreements. The franchise agreements require annual payments for franchise royalties, reservation, and advertising services, and such payments are based upon percentages of gross room revenue. These payments are paid by the hotels and charged to expense as incurred. Franchise fee expense for the years ended December 31, 2007, 2006, and 2005 was \$16,333, \$9,773 and \$5,818 respectively. The initial fees incurred to enter into the franchise agreements are amortized over the life of the franchise agreements.

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NOTE 7 - COMMITMENTS AND CONTINGENCIES AND RELATED PARTY TRANSACTIONS (continued)

Acquisitions from Affiliates

We have entered into an option agreement with some of our officers and affiliated trustees such that we obtain a first right of refusal to purchase any hotel owned or developed in the future by these individuals or entities controlled by them at fair market value. This right of first refusal would apply to each party until one year after such party ceases to be an officer or trustee of our Company. Since our initial public offering in 1999, we have acquired, wholly or through joint ventures, a total of 78 hotels, including 23 hotels acquired from entities controlled by our officers or trustees. Of the 23 acquisitions from these entities, 20 were newly-constructed or newly-renovated by these entities prior to our acquisition. Our Acquisition Committee of the Board of Trustees is comprised solely of independent trustees, and the purchase prices and all material terms of the purchase of hotels from related parties are negotiated with the Acquisition Committee.

Hotel Supplies

For the years ended December 31, 2007, 2006 and 2005, we incurred expenses of \$2,113, 1,686 and \$969, respectively, for hotel supplies from Hersha Hotel Supply, an unconsolidated related party, which are expenses included in Hotel Operating Expenses. Approximately \$149 and \$66 is included in accounts payable at December 31, 2007 and 2006.

Capital Expenditure Fees

Beginning April 1, 2006, HHMLP began to charge a 5% fee on all capitalized expenditures and pending renovation projects at the properties as compensation for procurement services related to capital expenditures and for project management of renovation projects. For the years ended December 31, 2007 and 2006, we incurred fees of \$292 and \$155, respectively, which were capitalized in with the cost of fixed asset additions.

Due From Related Parties

The Due from Related Party balance as of December 31, 2007 and December 31, 2006 was approximately \$1,256 and \$4,930, respectively. The majority of the balance as of December 31, 2007 and 2006 was accrued interest due on our development loans, and the remaining due from related party balance are receivables owed from our unconsolidated joint ventures.

Due to Related Parties

The Due to Related Parties balance as of December 31, 2007 and December 31, 2006 was approximately \$2,025 and \$3,297, respectively. The balances as of December 31, 2007 and December 31, 2006 consisted of amounts payable to HHMLP for administrative, management, and benefit related fees.

Hotel Ground Rent

During 2003, in conjunction with the acquisition of the Hilton Garden Inn, Edison, NJ, we assumed a land lease from a third party with an original term of 75 years. Monthly payments as determined by the lease agreement are due through the expiration in August 2074. On February 16, 2006, in conjunction with the acquisition of the Hilton Garden Inn, JFK Airport, we assumed a land lease with an original term of 99 years. Monthly payments are determined by the lease agreement and are due through the expiration in July 2100. Both land leases provide rent increases at scheduled intervals. We record rent expense on a straight-line basis over the life of the lease from the beginning of the lease term. For the years ended December 31, 2007, 2006 and 2005, we incurred \$856, \$804, and \$433 respectively, in hotel ground rent from continuing operations under the agreements.

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NOTE 7 - COMMITMENTS AND CONTINGENCIES AND RELATED PARTY TRANSACTIONS (continued)

Future minimum lease payments (without reflecting future applicable Consumer Price Index increases) under these agreements are as follows:

2008 \$	606
2009	615
2010	622
2011	648
2012	681
Thereafter	66,496
	\$ 69,668

Litigation

We are not presently subject to any material litigation nor, to our knowledge, is any other litigation threatened against us, other than routine actions for negligence or other claims and administrative proceedings arising in the ordinary course of business, some of which are expected to be covered by liability insurance and all of which collectively are not expected to have a material adverse effect on our liquidity, results of operations or business or financial condition.

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NOTE 8 - DERIVATIVE INSTRUMENTS

We maintain an interest rate swap that fixes our interest rate on a variable rate mortgage. Under the terms of this interest rate swap, we pay fixed rate interest of 4.73% of the notional amount and we receive floating rate interest equal to the one month U.S. dollar LIBOR. The notional amount amortizes in tandem with the amortization of the underlying hedged debt and is \$7,785 as of December 31, 2007.

On June 1, 2007, through the acquisition of Hotel 373, New York, NY, the Company assumed a mortgage containing an interest rate cap with a notional amount of \$22,000 to hedge against the variability in cash flows on a variable interest rate debt instrument. The principal of the variable interest rate debt being hedged equals the notional amount of the interest rate cap. The interest rate cap effectively fixes interest payments when LIBOR exceeds 5.75%. The interest rate cap terminates on April 9, 2009, the maturity date of the hedged debt instrument.

At December 31, 2007, the fair value of the interest rate swap was \$120 and is included in Accounts Payable, Accrued Expenses and Other Liabilities and at December 31, 2006, the fair value of the interest rate swap was \$47 and is included in Other Assets on the face of the consolidated balance sheets. At December 31, 2007, the fair value of the interest rate cap was \$1 and is included in Other Assets on the face of the consolidated balance sheets. The change in net unrealized gains/losses was a loss of \$257, a loss of \$94, and a gain of \$294 for the years ended December 31, 2007, 2006 and 2005, respectively, for derivatives designated as cash flow hedges which were reflected on our Balance Sheet in Accumulated Other Comprehensive Income. Hedge ineffectiveness of \$15, \$14 and \$13 on cash flow hedges was recognized in unrealized gain/loss on derivatives during 2007, 2006 and 2005, respectively.

On June 12, 2006, we terminated an interest rate cap with a notional amount of \$34,230 that served as a hedge against the variability in cash flows on a variable interest rate debt instrument due to the refinancing of the debt instrument to a fixed rate. We received \$79 in cash and reclassified \$58 in reduction to interest expense as a result of the termination of this cap.

Amounts reported in accumulated other comprehensive income related to derivatives will be reclassified to interest expense as interest payments are made on the Company's variable-rate debt. The change in net unrealized gains/losses on cash flow hedges reflects a reclassification of \$41 of net unrealized gains/losses from accumulated other comprehensive income as a reduction to interest expense during 2007. During 2008, the Company estimates that an additional \$61 will be reclassified as a reduction to interest expense.

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NOTE 9 - SHARE-BASED PAYMENTS

In 2004, we established the Hersha Hospitality Trust 2004 Equity Incentive Plan which provides for the grant of stock options, stock appreciation rights, stock awards, performance shares and incentive awards. The maximum number of shares of common stock that can be issued under this plan is 1.5 million shares. No share-based payments were granted under this plan during the year ended December 31, 2004.

On June 1, 2005, the Compensation Committee of the Board of Trustees granted 71,000 restricted share awards to executives. The restricted share awards vest 25% each year over four years and compensation expense is recognized ratably over the four year vesting period based on the fair value of the shares on the date of grant. The fair value of the restricted share awards on the grant date was \$9.60 per share. As of December 31, 2007, 50% of these restricted share awards were vested.

On June 1, 2006, the Compensation Committee of the Board of Trustees granted 89,500 restricted share awards to executives. The restricted share awards vest 25% each year over four years and compensation expense is recognized ratably over the four year vesting period based on the fair value of the shares on the date of grant. The fair value of the restricted share awards on the grant date was \$9.40 per share. As of December 31, 2007, 25% of these restricted share awards were vested.

On June 1, 2007, the Compensation Committee of the Board of Trustees granted 214,582 restricted share awards to executives. The restricted share awards vest 25% each year over four years and compensation expense is recognized ratably over the four year vesting period based on the fair value of the shares on the date of grant. The fair value of the restricted share awards on the grant date was \$12.32 per share. As of December 31, 2007, none of these restricted share awards were vested.

A summary of the stock awards issued to executives of the Company under the 2004 Equity Incentive Plan are as follows:

Date of Award Issuance	Shares Issued	Shares Vested		Unearned Compensation		Period until Full Vesting
		12/31/2007	12/31/2006	12/31/2007	12/31/2006	
June 1, 2005	71,000	35,500	17,750	\$ 242	\$ 412	1.50 years
June 1, 2006	89,500	22,375	-	508	719	2.50 years
June 1, 2007	214,582	-	-	2,258	-	3.50 years
	375,082	57,875	17,750	\$ 3,008	\$ 1,131	

Compensation expense related to stock awards issued to executives of the Company of \$766, \$293 and \$99 was incurred during the years ended December 31, 2007, 2006 and 2005, respectively, related to the restricted share awards and is recorded in general and administrative expense on the statement of operations. Unearned compensation as of December 31, 2007 and 2006 was \$3,008 and \$1,131, respectively.

On January 3, 2006, 5,000 restricted shares were awarded to the Board of Trustees. The fair value of the restricted shares on the grant date was \$9.12 per share and immediately vested. On January 2, 2007, 4,000 restricted shares were awarded to the Board of Trustees. The fair value of the restricted shares on the grant date was \$11.44 per share and immediately vested. On July 2, 2007, 4,000 restricted shares were awarded to the Board of Trustees. The fair value of the restricted shares on the grant date was \$12.12 per share and immediately vested. On January 2, 2008, 4,000 restricted shares were awarded to the Board of Trustees. The fair value of the restricted shares on the grant date was \$9.33 per share and immediately vested. Compensation expense related to stock awards issued to the Board of Trustees of \$86, \$45, and \$46 was incurred during the years ended December 31, 2007, 2006 and 2005.

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NOTE 10 - EARNINGS PER SHARE

The following table is a reconciliation of the income (numerator) and weighted average shares (denominator) used in the calculation of basic earnings per common share and diluted earnings per common share in accordance with SFAS No. 128, Earnings Per Share. The computation of basic and diluted earnings per share is presented below.

	Year Ended December 31,		
	2007	2006	2005
Numerator:			
BASIC			
Income from Continuing Operations	\$ 13,675	\$ 3,793	\$ 2,725
Dividends paid on unvested restricted shares	(197)	(95)	(38)
Distributions to 8.0% Series A Preferred Shareholders	(4,800)	(4,800)	(1,920)
Income (loss) from continuing operations applicable to common shareholders	8,678	(1,102)	767
Income from Discontinued Operations	4,172	1,305	572
Net Income applicable to common shareholders	\$ 12,850	\$ 203	\$ 1,339
DILUTED*			
Income from Continuing Operations	\$ 13,675	\$ 3,793	\$ 2,725
Dividends paid on unvested restricted shares	(197)	(95)	(38)
Distributions to 8.0% Series A Preferred Shareholders	(4,800)	(4,800)	(1,920)
Income (loss) from continuing operations applicable to common shareholders	8,678	(1,102)	767
Income from Discontinued Operations	4,172	1,305	572
Net Income applicable to common shareholders	\$ 12,850	\$ 203	\$ 1,339
Denominator:			
Weighted average number of common shares - basic	40,718,724	27,118,264	20,293,554
Effect of dilutive securities:			
Unvested stock awards	-	-	6,383
Weighted average number of common shares - diluted*	40,718,724	27,118,264	20,299,937

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NOTE 10 - EARNINGS PER SHARE (continued)

	Year Ended December 31,		
	2007	2006	2005
Earnings Per Share:			
BASIC			
Income (loss) from continuing operations applicable to common shareholders	\$ 0.22	\$ (0.04)	\$ 0.04
Income from Discontinued Operations	\$ 0.10	\$ 0.05	\$ 0.03
Net Income applicable to common shareholders	\$ 0.32	\$ 0.01	\$ 0.07
DILUTED*			
Income (loss) from continuing operations applicable to common shareholders	\$ 0.22	\$ (0.04)	\$ 0.04
Income from Discontinued Operations	\$ 0.10	\$ 0.05	\$ 0.03
Net Income applicable to common shareholders	\$ 0.32	\$ 0.01	\$ 0.07

*Income allocated to minority interest in the Partnership has been excluded from the numerator and Partnership units have been omitted from the denominator for the purpose of computing diluted earnings per share since the effect of including these amounts in the numerator and denominator would have no impact. Weighted average Partnership units outstanding for the year ended December 31, 2007, 2006 and 2005 were 5,464,670, 3,554,361 and 2,842,057, respectively. Unvested stock awards have been omitted from the denominator for the purpose of computing diluted earnings per share for the years ended December 31, 2007 and 2006 since the effect of including these amounts in the denominator would be anti-dilutive to income (loss) from continuing operations applicable to common shareholders. Unvested stock awards included in the denominator for the year ended December 31, 2005 have been calculated using the treasury stock method.

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NOTE 11 - CASH FLOW DISCLOSURES AND NON-CASH INVESTING AND FINANCING ACTIVITIES

Interest paid in 2007, 2006 and 2005 totaled \$40,594, \$25,349, and \$10,550, respectively. The following non-cash investing and financing activities occurred during 2007, 2006 and 2005:

	2007	2006	2005
Common Shares issued as part of the Dividend Reinvestment Plan	\$ 30	\$ 29	\$ 24
Issuance of Common Shares to the Board of Trustees	95	46	-
Issuance of Stock Awards	2,644	841	682
Issuance of notes receivable in disposition of hotel properties held for sale	-	1,350	1,700
Issuance of Common LP Units for acquisitions of hotel properties	25,781	9,940	-
Debt assumed in acquisition of hotel properties	70,564	101,900	30,811
Issuance of Common LP Units for acquisition of unconsolidated joint venture	6,817	-	-
Issuance of Common LP Units for acquisition of option to acquire interest in hotel property	933	-	-
Conversion of Common LP Units to Common Shares	2,369	650	46
Reallocation to minority interest	12,422	3,467	-

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NOTE 12 - DISCONTINUED OPERATIONS

We follow the provisions of SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets," which requires, among other things, that the operating results of certain real estate assets which have been sold, or otherwise qualify as held for disposition (as defined by SFAS No. 144), be included in discontinued operations in the statements of operations for all periods presented.

In September of 2005, our Board of Trustees authorized management of the Company to sell the Holiday Inn Express, Hartford, CT. The operating results for this hotel were reclassified to discontinued operations in the statements of operations in the statements of operations for the years ended December 31, 2006 and 2005. The hotel was acquired by the Company in January 2004 and was sold on April 12, 2006. Proceeds from the sale were \$3,600, and the gain on the sale was \$497, of which \$61 was allocated to minority interest in HHLP. During 2004, in conjunction with the acquisition of the Holiday Inn Express, Hartford, CT, we assumed a land lease from a third party with an original term of 99 years. Monthly payments as determined by the lease agreement were due through the expiration in September 2101. Subsequent to the sale of this property in the second quarter of 2006, we did not incur further lease expense. For the years ended December 31, 2006 and 2005, we incurred \$85 and \$300 in hotel ground rent under this agreement, which have been reclassified to discontinued operations in the statement of operations. The lease was assumed by the purchaser of this property.

In March of 2006, our Board of Trustees authorized management of the Company to sell four properties located in metropolitan Atlanta, Georgia. These four properties are the Holiday Inn Express, Duluth, Comfort Suites, Duluth, Hampton Inn, Newnan and the Hampton Inn Peachtree City. The operating results for these hotels were reclassified to discontinued operations in the statements of operations for the years ended December 31, 2006 and 2005. These hotels were acquired by the Company in April and May 2000 and were sold during November and December 2006. Proceeds from the sales were \$18,100, and the gain on the sale was \$290, of which \$33 was allocated to minority interest in HHLP. Notes receivable in the aggregate amount of \$1,350 were received as part of the proceeds of the sale of the Atlanta Portfolio. Interest payments are due quarterly with repayment of the principal due upon maturity on December 31, 2008.

In September of 2007, our Board of Trustees authorized management of the Company to sell the Hampton Inn, Linden, NJ (Hampton Inn) and Fairfield Inn, Mt. Laurel, NJ (Fairfield Inn). The Company acquired the Hampton Inn in October 2003 and the Fairfield Inn in January 2006. The operating results for these hotels have been reclassified to discontinued operations in the statements of operations for the years ended December 31, 2007, 2006 and 2005. Proceeds from the sales were \$29,500, and the gain on the sale was \$4,248, of which \$503 was allocated to minority interest in HHLP.

We allocate interest and capital lease expense to discontinued operations for debt that is to be assumed or that is required to be repaid as a result of the disposal transaction. We allocated \$989, \$1,915 and \$1,933 of interest and capital lease expense to discontinued operations for the years ended December 31, 2007, 2006, and 2005, respectively.

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NOTE 12 - DISCONTINUED OPERATIONS (continued)

The following table sets forth the components of discontinued operations (excluding the gains on sale) for the years ended December 31, 2007, 2006 and 2005:

	2007	2006	2005
Revenue:			
Hotel Operating Revenues	\$ 6,684	\$ 12,927	\$ 13,718
Total Revenue	6,684	12,927	13,718
Expenses:			
Interest and Capital Lease Expense	989	1,915	1,933
Hotel Operating Expenses	3,984	8,063	9,177
Hotel Ground Rent	-	85	300
Real Estate and Personal Property Taxes and Property Insurance	433	856	1,105
General and Administrative	-	-	40
Depreciation and Amortization	794	1,316	1,835
Total Expenses	6,200	12,235	14,390
Income (Loss) from Discontinued Operations before Minority Interest	484	692	(672)
Allocation to Minority Interest	57	80	(83)
Income (Loss) from Discontinued Operations	\$ 427	\$ 612	\$ (589)

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NOTE 13 - SHAREHOLDERS' EQUITY AND MINORITY INTEREST IN PARTNERSHIP

Common Shares

The Company's common shares are duly authorized, fully paid and non-assessable. Common shareholders are entitled to receive dividends if and when authorized and declared by the Board of Trustees of the Company out of assets legally available and to share ratably in the assets of the Company legally available for distribution to its shareholders in the event of its liquidation, dissolution or winding up after payment of, or adequate provision for, all known debts and liabilities of the Company.

Preferred Shares

The Declaration of Trust authorizes our Board of Trustees to classify any unissued preferred shares and to reclassify any previously classified but unissued preferred shares of any series from time to time in one or more series, as authorized by the Board of Trustees. Prior to issuance of shares of each series, the Board of Trustees is required by Maryland REIT Law and our Declaration of Trust to set for each such series, subject to the provisions of our Declaration of Trust regarding the restriction on transfer of shares of beneficial interest, the terms, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications and terms or conditions of redemption for each such series. Thus, our Board of Trustees could authorize the issuance of additional preferred shares with terms and conditions which could have the effect of delaying, deferring or preventing a transaction or a change in control in us that might involve a premium price for holders of common shares or otherwise be in their best interest.

Common Partnership Units

Units of interest in our limited partnership are issued in connection with the acquisition of wholly owned hotels and joint venture interests in hotel properties. The total number of units of limited partnership interest outstanding as of December 31, 2007, 2006 and 2005 was 6,424,915; 3,835,586; and 2,834,282, respectively. These units can be converted to common shares which are issuable to the limited partners upon exercise of their redemption rights. The number of shares issuable upon exercise of the redemption rights will be adjusted upon the occurrence of stock splits, mergers, consolidation or similar pro rata share transactions, that otherwise would have the effect of diluting the ownership interest of the limited partners or our shareholders. During 2007 and 2006, 306,460 and 82,077 common units were converted to Class A Common Shares, respectively.

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NOTE 14 - INCOME TAXES

The Company has elected to be taxed as a REIT under Sections 856 through 860 of the Code commencing with its taxable year ended December 31, 1999. To qualify as a REIT, the Company must meet a number of organizational and operational requirements, including a requirement that it currently distribute at least 90% of its adjusted taxable income to its shareholders. It is the Company's current intention to adhere to these requirements and maintain the Company's qualification for taxation as a REIT. As a REIT, the Company generally will not be subject to federal corporate income tax on that portion of its net income that is currently distributed to shareholders. If the Company fails to qualify for taxation as a REIT in any taxable year, it will be subject to federal income taxes at regular corporate rates (including any applicable alternative minimum tax) and may not be able to qualify as a REIT for four subsequent taxable years. Even if the Company qualifies for taxation as a REIT, the Company may be subject to certain state and local taxes on its income and property, and to federal income and excise taxes on its undistributed taxable income.

Taxable income from non-REIT activities managed through taxable REIT subsidiaries is subject to federal, state and local income taxes. 44 New England Company, a 100% owned taxable REIT subsidiary, and Revere Hotel Group LLC, a 55% owned taxable REIT subsidiary, (collectively "Consolidated TRS") are both entities subject to income taxes at the applicable federal, state and local tax rates.

In 2007, 2006 and 2005, 44 New England Management Company generated net operating losses (income) of \$707, (\$420) and \$20, respectively. In 2007, 2006 and 2005, Revere Hotel Group LLC generated net operating losses of \$313, \$521, \$670, respectively. The Company did not record an income tax expense (benefit) for the net operating losses generated in 2007, 2006 or 2005.

There was no income tax expense (benefit) recognized by the Consolidated TRS for 2007, 2006 and 2005.

The provision for income taxes differs from the amount of income tax determined by applying the applicable U.S. statutory federal income tax rate to pretax income as a result of the following differences:

	For the year ended December 31,		
	2007	2006	2005
Computed "Expected" federal tax expense (benefit) of TRS, at 35%	\$ (270)	\$ (451)	\$ (242)
State income taxes, net of federal income tax effect	(66)	(6)	(44)
Changes in valuation allowance	336	457	286
Total income tax expense	\$ -	\$ -	\$ -

The components of consolidated TRS's deferred tax assets as of December 31, 2007 were as follows:

	as of December 31,	
	2007	2006
Deferred tax assets:		
Net operating loss carryforward	\$ 1,743	\$ 1,476
Depreciation	(19)	-
Net deferred tax assets	1,724	1,476
Valuation allowance	(1,724)	(1,476)
Deferred tax assets	\$ -	\$ -

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. Based on the level of historical taxable income and projections for future taxable income

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NOTE 14 - INCOME TAXES (continued)

over the periods in which the deferred tax assets are deductible, management believes it is more likely than not that the Consolidated TRS will not realize the benefits of these deferred tax assets at December 31, 2007.

Earnings and profits, which will determine the taxability of dividends to shareholders, will differ from net income reported for financial reporting purposes due to the differences for federal tax purposes in the estimated useful lives and methods used to compute depreciation. The following table sets forth certain per share information regarding the Company's common and preferred share distributions for the years ended December 31, 2007, 2006 and 2005.

	2007	2006	2005
Preferred Shares - 8% Series A			
Ordinary income	81.98%	83.05%	85.96%
Capital Gain Distribution	18.02%	16.95%	14.04%
Common Shares - Class A			
Ordinary income	48.25%	28.27%	60.83%
Return of Capital	41.14%	65.85%	29.24%
Capital Gain Distribution	10.61%	5.88%	9.93%

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NOTE 15 - SELECTED QUARTERLY FINANCIAL DATA (UNAUDITED)

	Year Ended December 31, 2007			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Revenues	\$ 47,606	\$ 64,722	\$ 68,967	\$ 61,520
Expenses	51,929	57,576	60,878	60,468
Loss (Income) from Unconsolidated Joint Ventures	(838)	1,741	1,680	893
Loss (Income) before Minority Interests and Discontinued Operations	(5,161)	8,887	9,769	1,945
Loss (Income) Allocated to Minority Holders in Continuing Operations	(992)	1,168	1,379	210
Loss (Income) from Continuing Operations	(4,169)	7,719	8,390	1,735
Loss (Income) from Discontinued Operations (including Gain on Disposition of Hotel Properties)	(69)	76	106	4,059
Net Loss (Income)	(4,238)	7,795	8,496	5,794
Preferred Distributions	1,200	1,200	1,200	1,200
Net Loss (Income) applicable to Common Shareholders	\$ (5,438)	\$ 6,595	\$ 7,296	\$ 4,594
Basic and diluted earnings per share:				
Loss (Income) from continuing operations applicable to common shareholders	\$ (0.13)	\$ 0.16	\$ 0.18	\$ 0.01
Discontinued Operations	-	-	-	0.10
Net Loss (Income) applicable to Common Shareholders	\$ (0.13)	\$ 0.16	\$ 0.18	\$ 0.11
Weighted Average Common Shares Outstanding				
Basic	40,537,851	40,642,569	40,807,626	40,882,090
Diluted	40,537,851	40,842,382	40,807,626	40,882,685

	Year Ended December 31, 2006			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Revenues	\$ 23,098	\$ 37,149	\$ 41,031	\$ 40,864
Expenses	26,766	34,604	36,405	41,837
Loss (Income) from Unconsolidated Joint Ventures	(1,110)	769	1,773	367

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Loss (Income) before Minority Interests and Discontinued Operations	(4,778)	3,314	6,399	(606)
Loss (Income) Allocated to Minority Holders in Continuing Operations	(1,003)	669	859	11
Loss (Income) from Continuing Operations	(3,775)	2,645	5,540	(617)
Loss (Income) from Discontinued Operations (including Gain on Disposition of Hotel Properties)	(109)	731	240	443
Net Loss (Income)	(3,884)	3,376	5,780	(174)
Preferred Distributions	1,200	1,200	1,200	1,200
Net Loss (Income) applicable to Common Shareholders	\$ (5,084)	\$ 2,176	\$ 4,580	\$ (1,374)
Basic and diluted earnings per share:				
Loss (Income) from continuing operations applicable to common shareholders	\$ (0.24)	\$ 0.06	\$ 0.15	\$ (0.05)
Discontinued Operations	(0.01)	0.03	0.01	0.01
Net Loss (Income) applicable to Common Shareholders	\$ (0.25)	\$ 0.09	\$ 0.16	\$ (0.04)
Weighted Average Common Shares Outstanding				
Basic	20,308,225	25,469,708	28,413,553	34,115,606
Diluted	20,308,225	25,564,362	28,428,637	34,115,606

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 [IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS]

NOTE 16 - SUBSEQUENT EVENTS

Subsequent to December 31, 2007, we acquired interests in the following hotel properties:

Brand	Location	Ownership Interest	Acquisition Date	Purchase Price	Limited Partnership Units Issued
Duane Street Hotel	New York, NY	100%	1/4/2007	\$ 24,750	779,585
Nu Hotel	New York, NY	100%	1/14/2008	\$ 17,240	-

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HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
SCHEDULE III - REAL ESTATE AND ACCUMULATED DEPRECIATION AS OF DECEMBER 31, 2007
[IN THOUSANDS]

Description	Encumbrances	Initial Costs		Costs Capitalized Subsequent to Acquisition		Gross Amounts at which Carried at Close of Period		Total	Accumulated Depreciation		Net Book Value Land	Date of Acquisition
		Land	Buildings & Improvements	Land	Buildings & Improvements	Land	Buildings & Improvements		Buildings & Improvements*	Buildings & Improvements		
Hampton Inn, Carlisle, PA	\$ (3,562)	\$ 300	\$ 3,109	\$ 200	\$ 2,153	\$ 500	\$ 5,262	\$ 5,762	\$ (1,363)	\$ 4,399	06/01/97	
Holiday Inn, New Cumberland, PA	(3,066)	412	1,234	-	3,242	412	4,476	4,888	(2,032)	2,856	12/15/94	
Holiday Inn Exp, Hershey, PA	(4,238)	426	2,645	410	3,394	836	6,039	6,875	(1,479)	5,396	10/01/97	
Holiday Inn Exp, New Columbia, PA	(1,623)	94	2,510	66	774	160	3,284	3,444	(802)	2,642	12/01/97	
Comfort Inn, Harrisburg, PA	(2,164)	-	2,720	214	1,145	214	3,865	4,079	(936)	3,143	05/15/98	
Hampton Inn, Selinsgrove, PA	(2,976)	157	2,511	93	2,346	250	4,857	5,107	(1,431)	3,676	09/12/96	
Hampton Inn, Danville, PA	(2,255)	300	2,787	99	1,167	399	3,954	4,353	(938)	3,415	08/28/97	
HIE & Suites, Harrisburg, PA	-	213	1,934	81	1,030	294	2,964	3,258	(695)	2,563	03/06/98	
Hampton Inn, Hershey, PA	(3,177)	807	5,714	4	1,213	811	6,927	7,738	(1,317)	6,421	01/01/00	
Mainstay Suites, Frederick, MD	(2,638)	262	1,049	171	2,936	433	3,985	4,418	(600)	3,818	01/01/02	
Sleep Inn, KOP, PA	-	1,133	7,294	-	117	1,133	7,411	8,544	(1,223)	7,321	06/01/01	
Hilton Garden Inn, Edison, NJ	(7,709)	-	12,159	-	110	-	12,269	12,269	(1,303)	10,966	10/01/04	

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Sheraton Four Points, Revere, MA	(7,785)	70	14,996	-	206	70	15,202	15,272	(3,272)	12,000	02/23/04
Residence Inn, Framingham, MA	(9,036)	1,325	12,737	-	317	1,325	13,054	14,379	(1,242)	13,137	03/26/04
Comfort Inn, Frederick, MD	(3,387)	450	4,342	-	44	450	4,386	4,836	(405)	4,431	05/27/04
Hilton Garden Inn, Gettysburg, PA	(5,140)	745	6,116	-	19	745	6,135	6,880	(535)	6,345	07/23/04
Hampton Inn, NYC, NY	(26,500)	5,472	23,280	-	65	5,472	23,345	28,817	(1,679)	27,138	04/01/05
Residence Inn, Greenbelt, MD	(12,302)	2,615	14,815	-	145	2,615	14,960	17,575	(1,302)	16,273	07/16/04
Fairfield Inn, Laurel, MD		927	6,120	-	996	927	7,116	8,043	(500)	7,543	01/31/05
Holiday Inn Exp, Langhorne, PA	(6,550)	1,088	6,573	-	52	1,088	6,625	7,713	(437)	7,276	05/26/05
Holiday Inn Exp, Malvern, PA	(4,070)	2,639	5,324	654	31	3,293	5,355	8,648	(351)	8,297	05/24/05
Holiday Inn Exp, KOP, PA	(12,950)	2,557	13,339	-	215	2,557	13,554	16,111	(890)	15,221	05/23/05
Courtyard Inn, Wilmington, DE	-	988	10,295	-	748	988	11,043	12,031	(691)	11,340	06/17/05
McIntosh Inn, Wilmington, DE	(12,730)	898	4,515	-	478	898	4,993	5,891	(322)	5,569	06/17/05
Residence Inn, Williamsburg, VA	(7,921)	1,911	11,625	13	625	1,924	12,250	14,174	(1,910)	12,264	11/22/05
Springhill Suites, Williamsburg, VA	(5,394)	1,430	10,293	(13)	40	1,417	10,333	11,750	(1,529)	10,221	11/22/05
Courtyard Inn, Brookline, MA	(38,913)	-	47,414	-	47	-	47,461	47,461	(3,020)	44,441	06/15/05
Courtyard Inn, Scranton, PA	(6,300)	761	7,193	-	329	761	7,522	8,283	(366)	7,917	02/01/06

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HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
SCHEDULE III - REAL ESTATE AND ACCUMULATED DEPRECIATION AS OF DECEMBER 31, 2007
(continued)
[IN THOUSANDS]

Description	Encumbrances	Initial Costs				Costs Capitalized Subsequent to Acquisition		Gross Amounts at which Carried at Close of Period		Accumulated Depreciation		Net Book Value	Date of Acquisition
		Land	Buildings & Improvements	Land	Buildings & Improvements	Land	Buildings & Improvements	Total	Buildings & Improvements*	Buildings & Improvements	Land		
Courtyard Inn, Langhorne, PA	(15,575)	3,064	16,068	-	12	3,064	16,080	19,144	(787)	18,357		01/03/06	
Fairfield Inn, Bethlehem, PA	(6,225)	1,399	6,778	-	316	1,399	7,094	8,493	(364)	8,129		01/03/06	
Residence Inn, Tyson's Corner, VA	(9,249)	4,283	14,475	-	257	4,283	14,732	19,015	(690)	18,325		02/02/06	
Hilton Garden Inn, JFK Airport, NY	(21,000)	-	25,018	-	282	-	25,300	25,300	(1,200)	24,100		02/16/06	
Hawthorne Suites, Franklin, MA	(8,500)	1,872	8,968	-	11	1,872	8,979	10,851	(384)	10,467		04/25/06	
Comfort Inn, Dartmouth, MA	(3,145)	902	3,525	-	437	902	3,962	4,864	(166)	4,698		05/01/06	
Residence Inn, Dartmouth, MA	(9,073)	1,933	10,434	-	80	1,933	10,514	12,447	(428)	12,019		05/01/06	
Holiday Inn Exp, Cambridge, MA	(8,389)	1,956	9,793	-	281	1,956	10,074	12,030	(414)	11,616		05/03/06	
Residence Inn, Norwood, MA	-	1,970	11,761	-	9	1,970	11,770	13,740	(429)	13,311		07/27/06	
Hampton Inn, Brookhaven, NY	(15,089)	3,130	17,345	-	140	3,130	17,485	20,615	(565)	20,050		09/06/06	
Holiday Inn Exp, Hauppauge, NY	(10,358)	2,737	14,080	-	166	2,737	14,246	16,983	(461)	16,522		09/01/06	
Residence Inn,	-	1,463	12,094	-	106	1,463	12,200	13,663	(306)	13,357		01/08/07	

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Langhorne, PA Hampton Inn, Chelsea, NY	(36,000)	8,905	33,500	-	303	8,905	33,803	42,708	(1,102)	41,606	09/29/06
Hyatt Summerfield Suites, Bridgewater, NJ	(14,492)	3,373	19,685	-	131	3,373	19,816	23,189	(496)	22,693	12/28/06
Hyatt Summerfield Suites, Charlotte, NC	(7,330)	770	7,315	-	495	770	7,810	8,580	(196)	8,384	12/28/06
Hyatt Summerfield Suites, Gaithersburg, MD	(13,720)	2,912	16,001	-	290	2,912	16,291	19,203	(428)	18,775	12/28/06
Hyatt Summerfield Suites, Pleasant Hills, CA	(20,160)	6,216	17,229	-	101	6,216	17,330	23,546	(434)	23,112	12/28/06
Hyatt Summerfield Suites, Pleasanton, CA	(14,490)	3,941	12,560	-	107	3,941	12,667	16,608	(317)	16,291	12/28/06
Hyatt Summerfield Suites, Scottsdale, AZ	(16,778)	3,060	19,968	-	126	3,060	20,094	23,154	(503)	22,651	12/28/06
Hyatt Summerfield Suites, White Plains, NY	(33,030)	8,823	30,273	-	108	8,823	30,381	39,204	(761)	38,443	12/28/06
HIE & Suites, Chester, NY	(6,700)	1,500	6,671	-	34	1,500	6,705	8,205	(154)	8,051	01/25/07
Residence Inn, Carlisle, PA	(7,000)	1,015	7,511	-	20	1,015	7,531	8,546	(185)	8,361	01/10/07
Hampton Inn, Seaport, NY	(19,250)	7,816	19,040	-	63	7,816	19,103	26,919	(441)	26,478	02/01/07
Hotel 373-5th Ave, NYC, NY	(22,000)	14,239	16,778	-	56	14,239	16,834	31,073	(246)	30,827	06/01/07
Holiday Inn, Norwich, CT	-	1,984	12,037	-	20	1,984	12,057	14,041	(151)	13,890	07/01/07
Hampton Inn, Philadelphia, PA	-	3,490	24,382	-	2,809	3,490	27,191	30,681	(3,660)	27,021	02/15/06

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HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
 SCHEDULE III - REAL ESTATE AND ACCUMULATED DEPRECIATION AS OF DECEMBER 31, 2007
 (continued)
 [IN THOUSANDS]

Description	Encumbrances	Initial Costs		Costs Capitalized Subsequent to Acquisition		Gross Amounts at which Carried at Close of Period		Total	Net Book Value	
		Land	Buildings & Improvements	Land	Buildings & Improvements	Land	Buildings & Improvements		Accumulated Depreciation	Buildings & Improvements*
Courtyard Inn, Alexandria, VA	(25,000)	6,376	26,089	-	24	6,376	26,113	32,489	(843)	31,646
8th Ave Land, NYC, NY	(13,250)	21,575	-	-	198	21,575	198	21,773	(7)	21,766
41st Street Facility, NYC, NY	(12,100)	10,735	11,051	-	-	10,735	11,051	21,786	(403)	21,383
Nevins Street Land, Brooklyn, NY	(6,500)	10,650	-	-	-	10,650	-	10,650	-	10,650
Total Investment in Real Estate	\$(566,789)	\$170,069	\$675,072	\$1,992	\$30,966	\$172,061	\$706,038	\$878,099	\$(49,091)	\$829,008

* Assets are depreciated over a 7 to 40 year life, upon which the latest income statement is computed

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HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
SCHEDULE III - REAL ESTATE AND ACCUMULATED DEPRECIATION AS OF DECEMBER 31, 2007
(continued)
[IN THOUSANDS]

	2007	2006	2005
Reconciliation of Real Estate			
Balance at beginning of year	\$ 776,609	\$ 318,865	\$ 178,935
Additions during the year	125,175	479,028	158,095
Dispositions During the year	(23,685)	(21,284)	(20,809)
Investments in real estate	878,099	776,609	316,221
Assets held for sale	-	-	2,644
Total Real Estate	\$ 878,099	\$ 776,609	\$ 318,865
Reconciliation of Accumulated Depreciation			
Balance at beginning of year	\$ 33,373	\$ 21,727	\$ 14,418
Depreciation for year	17,252	14,390	8,152
Accumulated Depreciation on Assets Sold	(1,534)	(2,744)	(843)
Balance at the end of year	\$ 49,091	\$ 33,373	\$ 21,727

The aggregate cost of land, buildings and improvements for Federal income tax purposes for the years ended December 31, 2007, 2006 and 2005 is approximately \$817,805, 676,415, and 252,444, respectively.

Depreciation is computed based upon the following useful lives:

Buildings and Improvements 7 to 40 years

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

None.

Item 9A. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act), as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures as of the end of the period covered by this report are functioning effectively to provide reasonable assurance that the information required to be disclosed by us in reports filed under the Securities Exchange Act of 1934 is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding disclosure. A control system cannot provide absolute assurance, however, that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

(b) Management's Report on Internal Control Over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined within Exchange Act Rules 13a-15(f) and 15d-15(f). Internal control over financial reporting refers to the processes designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles, and includes policies and procedures that:

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

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

A material weakness in internal control over financial reporting is a significant deficiency, or a combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected.

Management conducted an evaluation of the effectiveness of the Company's internal control over financial reporting based on the criteria contained in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission as of December 31, 2007. Based on that evaluation,

management has concluded that, as of December 31, 2007, the Company's internal control over financial reporting was effective based on those criteria. The effectiveness of our internal control over financial reporting as of December 31, 2007 has been audited by KPMG LLP, an independent registered public accounting firm, as stated in their report which is included herein.

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(c) Audit Report of Independent Registered Public Accounting Firm

Report of Independent Registered Public Accounting Firm

The Board of Trustees and Shareholders of
Hersha Hospitality Trust:

We have audited Hersha Hospitality Trust and subsidiaries' internal control over financial reporting as of December 31, 2007, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Hersha Hospitality Trust's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

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

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

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

In our opinion, Hersha Hospitality Trust maintained, in all material respects, effective internal control over financial reporting as of December 31, 2007, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Hersha Hospitality Trust and subsidiaries as of December 31, 2007 and 2006, and the related consolidated statements of operations, shareholders' equity and comprehensive income, and cash flows for each of the years in the three-year period ended December 31, 2007, and our report dated March 11, 2008 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

Philadelphia, Pennsylvania
March 11, 2008

(d) Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended December 31, 2007, that have materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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Item 9B. Other Information

None.

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PART III

Item 10. Trustees, Executive Officers and Corporate Governance

Incorporated herein by reference from our definitive proxy statement to be filed with the Securities and Exchange Commission within 120 days after the year covered by this Form 10-K with respect to our 2008 Annual Meeting of Shareholders.

Item 11. Executive Compensation

Incorporated herein by reference from our definitive proxy statement to be filed with the Securities and Exchange Commission within 120 days after the year covered by this Form 10-K with respect to our 2008 Annual Meeting of Shareholders.

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

Incorporated herein by reference from our definitive proxy statement to be filed with the Securities and Exchange Commission within 120 days after the year covered by this Form 10-K with respect to our 2008 Annual Meeting of Shareholders.

Item 13. Certain Relationships and Related Transactions, and Trustee Independence

Incorporated herein by reference from our definitive proxy statement to be filed with the Securities and Exchange Commission within 120 days after the year covered by this Form 10-K with respect to our 2008 Annual Meeting of Shareholders.

Item 14. Principal Accountant Fees and Services

Incorporated herein by reference from our definitive proxy statement to be filed with the Securities and Exchange Commission within 120 days after the year covered by this Form 10-K with respect to our 2008 Annual Meeting of Shareholders.

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PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) Documents filed as part of this report.

1. Financial Reports:

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets as of December 31, 2007 and 2006

Consolidated Statements of Operations for the years ended December 31, 2007, 2006 and 2005

Consolidated Statements of Shareholders' Equity for the years ended December 31, 2007, 2006 and 2005

Consolidated Statements of Cash Flows for the years ended December 31, 2007, 2006 and 2005

Notes to Consolidated Financial Statements

2. Financial Statement Schedules:

Schedule III - Real Estate and Accumulated Depreciation for the year ended December 31, 2007

(b) Exhibits

The Exhibits listed in the accompanying "Index of Exhibits" on pages 98 through 104 hereof are filed and incorporated by reference as a part of this report.

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SIGNATURES

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

HERSHA HOSPITALITY TRUST

March 13, 2008

/s/ Jay H. Shah
Jay H. Shah
Chief Executive Officer

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

SIGNATURE	TITLE	DATE
/s/ Hasu P. Shah Hasu P. Shah	Chairman of the Board	March 13, 2008
/s/ Jay H. Shah Jay H. Shah	Trustee and Chief Executive Officer (Principal Executive Officer)	March 13, 2008
/s/ Thomas S. Capello Thomas S. Capello	Trustee	March 13, 2008
/s/ John M. Sabin John M. Sabin	Trustee	March 13, 2008
/s/ Donald J. Landry Donald J. Landry	Trustee	March 13, 2008
/s/ Michael A. Leven Michael A. Leven	Trustee	March 13, 2008
/s/ Kiran P. Patel Kiran P. Patel	Trustee	March 13, 2008
/s/ Ashish R. Parikh Ashish R. Parikh	Chief Financial Officer (Principal Financial Officer)	March 13, 2008
/s/ Michael R. Gillespie Michael R. Gillespie	Chief Accounting Officer (Principal Accounting Officer)	March 13, 2008

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INDEX OF EXHIBITS

3.1	Amended and Restated Declaration of Trust, as amended. (filed with the SEC as Exhibit 3.1 to the Quarterly Report on Form 10-Q filed April 6, 2007 (SEC File No. 001-14765) and incorporated by reference herein).
3.2	Articles Supplementary to the Amended and Restated Declaration of Trust of the Registrant Designating the Terms of the 8.00% Series A Cumulative Redeemable Preferred Shares of Beneficial Interest, \$0.01 par value per share (filed with the SEC as Exhibit 3.2 to the Form 8-A filed on August 3, 2005 (SEC File No. 001-14765) and incorporated by reference herein).
3.3	Bylaws of the Registrant.*
4.1	Form of Common Share Certificate.*
4.2	Excepted Holder Agreement, dated April 21, 2003, by and among CNL Hospitality Properties, Inc., CNL Hospitality Partners, L.P., Hersha Hospitality Trust and Hersha Hospitality Limited Partnership (filed as Exhibit 4.1 to the Form 8-K filed on April 23, 2003 (SEC File No. 001-14765) and incorporated by reference herein).
4.3	Junior Subordinated Indenture, dated as of May 13, 2005, between the Company and JPMorgan Chase Bank, National Association, as trustee (filed as Exhibit 4.1 to the Current Report on Form 8-K filed on May 17, 2005 (SEC File No. 001-14765) and incorporated by reference herein).
4.4	Amended and Restated Trust Agreement, dated as of May 13, 2005, among the Company, as depositor, JPMorgan Chase Bank, National Association, as property trustee, Chase Bank USA, National Association, as Delaware trustee, the Administrative Trustees named therein and the holders of undivided beneficial interests in the assets of the Trust. (filed as Exhibit 4.2 to the Current Report on Form 8-K filed on May 17, 2005 (SEC File No. 001-14765) and incorporated by reference herein).
4.5	Form of Junior Subordinated Note (included in Exhibit 4.3 hereto).
4.6	Form of Trust Preferred Security Certificate (included in Exhibit 4.4 hereto).
4.7	Junior Subordinated Indenture, dated as of May 31, 2005, between the Company and Wilmington Trust Company, as trustee (filed as Exhibit 4.1 to the Current Report on Form 8-K filed on June 6, 2005 (SEC File No. 001-14765) and incorporated by reference herein).

4.8	Amended and Restated Trust Agreement, dated as of May 31, 2005, among the Company, as depositor, Wilmington Trust Company, as property trustee and Delaware trustee, the Administrative Trustees named therein and the holders of undivided beneficial interests in the assets of the Trust (filed as Exhibit 4.2 to the Current Report on Form 8-K filed on June 6, 2005 (SEC File No. 001-14765) and incorporated by reference herein).
4.9	Form of Junior Subordinated Note (included in Exhibit 4.7 hereto).
4.10	Form of Trust Preferred Security Certificate (included in Exhibit 4.8 hereto).
4.11	Form of 8.00% Series A Cumulative Redeemable Preferred Share certificate (filed as Exhibit 3.4 to the Form 8-A filed on August 3, 2005 (SEC File No. 001-14765) and incorporated by reference herein).

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INDEX OF EXHIBITS (continued)

10.1	Amended and Restated Agreement of Limited Partnership of Hersha Hospitality Limited Partnership.*
10.2	Option Agreement dated as of June 3, 1998, among Hasu P. Shah, Jay H. Shah, Neil H. Shah, Bharat C. Mehta, K.D. Patel, Rajendra O. Gandhi, Kiran P. Patel, David L. Desfor, Madhusudan I. Patni and Manhar Gandhi, and the Partnership.*
10.3	Amendment to Option Agreement dated December 4, 1998.*
10.4	Form of Percentage Lease.*
10.5	Administrative Services Agreement, dated January 26, 1999, between Hersha Hospitality Trust and Hersha Hospitality Management, L.P.*
10.6	Securities Purchase Agreement, dated as of April 21, 2003, among CNL Hospitality Partners, L.P., Hersha Hospitality Trust and Hersha Hospitality Limited Partners (filed as Exhibit 10.1 to the Form 8-K filed on April 23, 2003 (SEC File No. 001-14765) and incorporated by reference herein).
10.7	Second Amendment to the Amended and Restated Agreement of Limited Partnership of Hersha Hospitality Limited Partnership, dated as of April 21, 2003 (filed as Exhibit 10.2 to the Form 8-K filed on April 23, 2003 (SEC File No. 001-14765) and incorporated by reference herein).
10.8	Standstill Agreement, dated as of April 21, 2003, by and among Hersha Hospitality Trust, Hersha Hospitality Limited Partnership, CNL Hospitality Partners, L.P. and CNL Financial Group, Inc. (filed as Exhibit 10.3 to the Form 8-K filed on April 23, 2003 (SEC File No. 001-14765) and incorporated by reference herein).
10.9	Limited Partnership Agreement of HT/CNL Metro Hotels, LP, dated as of April 21, 2003 (filed as Exhibit 10.5 to the Form 8-K filed on April 23, 2003 (SEC File No. 001-1476) and incorporated by reference herein).
10.10	Second Amendment to Option Agreement (filed as Exhibit 10.15 to the Registration Statement on Form S-3 filed on February 24, 2004 (File No. 333-113061) and incorporated by reference herein).
10.11	Purchase and Sale Agreement, dated April 28, 2005, by and between McIntosh Inn of Wilmington, Inc., a Delaware corporation, and Hersha Hospitality Limited Partnership, a Virginia limited partnership (filed as Exhibit 10.1 to the Company's Quarterly Report

on Form 10-Q filed on May 10, 2005 (SEC File No. 001-14765) and incorporated by reference herein).

10.12

Purchase and Sale Agreement, dated April 28, 2005, by and between McIntosh Inn of King of Prussia, Inc., a Pennsylvania corporation, and Hersha Hospitality Limited Partnership, a Virginia limited partnership (filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed on May 10, 2005 (SEC File No. 001-14765) and incorporated by reference herein).

10.13

Purchase and Sale Agreement, dated April 28, 2005, by and between McIntosh Inn of Malvern, Inc., a Pennsylvania corporation, and Hersha Hospitality Limited Partnership, a Virginia limited partnership (filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed on May 10, 2005 (SEC File No. 001-14765) and incorporated by reference herein).

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10.14	Purchase and Sale Agreement, dated April 28, 2005, by and between McIntosh Inn of Oxford Valley, Inc., a Pennsylvania corporation, and Hersha Hospitality Limited Partnership, a Virginia limited partnership (filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q filed on May 10, 2005 (SEC File No. 001-14765) and incorporated by reference herein).
10.15	Agreement for Sale and Purchase of a Hotel, dated as of May 4, 2005 by and among Webster Street Hotel, LLC, a Delaware limited liability company, and Hersha Hospitality Limited Partnership, a Virginia limited partnership (filed as Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q filed on May 10, 2005 (SEC File No. 001-14765) and incorporated by reference herein).
10.16	Purchase Agreement, dated as of May 11, 2005, among the Company, the Trust and Merrill Lynch International (previously filed with the SEC as Exhibit 10.1 to the Current Report on Form 8-K filed on May 17, 2005 (SEC File No. 001-14765) and incorporated by reference herein).
10.17	Agreement of Purchase and Sale, dated as of May 13, 2005, by and between Metro Two Hotel, LLC and CNR Queens Hospitality, LLC (filed as Exhibit 10.1 to the Current Report on Form 8-K filed on May 19, 2005 (SEC File No. 001-14765) and incorporated by reference herein).
10.18	Purchase and Sale Agreement, dated as of May 13, 2005, by and between 5544 JFK III Associates and Metro Sai Hospitality L.L.C (filed as Exhibit 10.2 to the Current Report on Form 8-K filed on May 19, 2005 (SEC File No. 001-14765) and incorporated by reference herein).
10.19	Placement Agreement, dated as of May 31, 2005, among the Company, the Trust and Credit Suisse First Boston LLC (filed as Exhibit 10.1 to the Current Report on Form 8-K filed on June 6, 2005 (SEC File No. 001-14765) and incorporated by reference herein).
10.20	Membership Interests Contribution Agreement, dated June 15, 2005, by and among Waterford Hospitality Group, LLC, Mystic Hotel Investors, LLC and Hersha Hospitality Group Limited Partnership (filed as Exhibit 10.1 to the Current Report on Form 8-K filed on June 21, 2005 (SEC File No. 001-14765) and incorporated by reference herein).
10.21	Form of Limited Liability Company Agreement of Mystic Partners, LLC (filed as Exhibit 10.2 to the Current Report on Form 8-K filed

on June 21, 2005 (SEC File No. 001-14765) and incorporated by reference herein).

10.22

Form of Management Agreement between Lessee and Waterford Hotel Group, Inc. (filed as Exhibit 10.3 to the Current Report on Form 8-K filed on June 21, 2005 (SEC File No. 001-14765) and incorporated by reference herein).

10.23

Form of Limited Liability Company Agreement of Leaseco, LLC (filed as Exhibit 10.4 to the Current Report on Form 8-K filed on June 21, 2005 (SEC File No. 001-14765) and incorporated by reference herein).

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10.24	Third Amendment to Agreement of Limited Partnership of Hersha Hospitality Limited Partnership, by and between Hersha Hospitality Trust and Hersha Hospitality Limited Partnership, dated August 5, 2005 (filed as Exhibit 10.1 to the Current Report on Form 8-K filed on August 8, 2005 (SEC File No. 001-14765) and incorporated by reference herein).
10.25	Agreement of Sale, dated October 24, 2005, by and between Charlene Schwartz, a resident of Pennsylvania; Langhorne Courtyard, Inc., a Pennsylvania corporation; Mt. Laurel FFI, Inc., a New Jersey corporation; Bethlehem FFI, Inc., a Pennsylvania corporation and Hersha Hospitality Trust (filed as Exhibit 10.1 to the Current Report on Form 8-K filed October 28, 2005 (SEC File No. 001-14765) and incorporated by reference herein).
10.26	Revolving Credit Loan and Security Agreement, dated January 17, 2006, by and between Hersha Hospitality Limited Partnership, Hersha Hospitality Trust and Commerce Bank N.A (filed as Exhibit 10.1 to the Current Report on Form 8-K filed January 23, 2006, (SEC File No. 001-14765) and incorporated by reference herein).
10.27	Contribution Agreement, dated as of January 19, 2006, by and among Shanti III Associates, Kunj Associates, Devi Associates, Shree Associates, David L. Desfor, Ashish R. Parikh, Sal Shahriar, The Hasu and Hersha Shah 2004 Trust FBO Neil H. Shah, The Hasu and Hersha Shah 2004 Trust FBO Jay H. Shah, Metro JFK Associates LLC, and Hersha Hospitality Limited Partnership (filed as Exhibit 10.1 to the Current Report on Form 8-K filed January 25, 2006 (SEC File No. 001-14765) and incorporated by reference herein).
10.28	Limited Partnership Interests Purchase Agreement, dated as of the 19th day of January, 2006, by and among Affordable Hospitality, Inc.; 3344 Associates; Hersha Capital, Inc.; Affordable Hospitality Associates, LP; Hersha Hospitality Limited Partnership and Race Street, LLC (filed as Exhibit 10.2 to the Current Report on Form 8-K filed January 25, 2006 (SEC File No. 001-14765) and incorporated by reference herein).
10.29	Sixth Amendment to Membership Interests Contribution Agreement, dated February 8, 2006, by and among Hersha Hospitality Limited Partnership, Mystic Hotel Investors, LLC; Waterford Hospitality Group, LLC and First American Title Insurance Company (filed as Exhibit 10.5 to the Current Report on Form 8-K filed February 14, 2006 (SEC File No. 001-14765) and incorporated by reference herein).

10.30	Second Amendment to Limited Liability Company Operating Agreement of Mystic Partners, LLC, dated February 8, 2006 (filed as Exhibit 10.6 to the Current Report on Form 8-K filed February 14, 2006 (SEC File No. 001-14765) and incorporated by reference herein).
10.31	First Amendment to Limited Liability Company Operating Agreement of Mystic Partners Leaseco, LLC, dated February 8, 2006 (filed as Exhibit 10.7 to the Current Report on Form 8-K filed February 14, 2006 (SEC File No. 001-14765) and incorporated by reference herein).
10.32	Conditional Payment Guaranty, dated February 8, 2006, made by Hersha Hospitality Limited Partnership and Mystic Hotel Investors, LLC to and for the benefit of Merrill Lynch Capital (filed as Exhibit 10.8 to the Current Report on Form 8-K filed February 14, 2006 (SEC File No. 001-14765) and incorporated by reference herein).

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INDEX OF EXHIBITS (continued)

10.33	Conditional Payment Guaranty, dated February 8, 2006, made by Hersha Hospitality Limited Partnership and Mystic Hotel Investors, LLC to and for the benefit of Merrill Lynch Capital (filed as Exhibit 10.9 to the Current Report on Form 8-K filed February 14, 2006 (SEC File No. 001-14765) and incorporated by reference herein).
10.34	Supplemental Limited Joinder, dated February 8, 2006, made by Hersha Hospitality Limited Partnership and Mystic Hotel Investors LLC (filed as Exhibit 10.10 to the Current Report on Form 8-K filed February 14, 2006 (SEC File No. 001-14765) and incorporated by reference herein).
10.35	Hersha Hospitality Trust 2004 Equity Incentive Plan (filed as Appendix A to the Proxy Statement on Schedule 14A filed April 22, 2004 (SEC File No. 001-14765) and incorporated by reference herein). †
10.36	Contribution Agreement, dated as of May 3, 2006, by and among Kiran P. Patel, Hasu P. Shah, Bharat C. Mehta, Kanti D. Patel, 44 Cambridge Associates LLC and Hersha Hospitality Limited Partnership (filed as Exhibit 10.1 to the Current Report on Form 8-K filed May 3, 2006 (SEC File No. 001-14765) and incorporated by reference herein).
10.37	Purchase and Sale Agreement, dated July 11, 2006, by and between CNL Hospitality Partners, LP and Hersha Hospitality Limited Partnership (filed as Exhibit 10.1 to the Current Report on Form 8-K filed July 11, 2006 (SEC File No. 001-14765) and incorporated by reference herein).
10.38	Purchase and Sale Agreement, dated as of the 18th day of December, 2006, between Bridgeworks Hotelworks Associates, L.P., Charlotte Hotelworks Associates, L.P., Gaithersburg Hotelworks Associates, L.P., Pleasant Hill Lodging Partners, L.P., Pleasanton Hotelworks Associates, L.P., Scottsdale Hotelworks Associates, L.P., and Harrison Hotelworks Associates, L.P., and Hersha Hospitality Limited Partnership (filed as Exhibit 10.1 to the Current Report on Form 8-K filed December 18, 2006 (SEC File No. 001-14765) and incorporated by reference herein).
10.39	Contribution Agreement, dated as of January 10, 2007, by and among Shree Associates, Kunj Associates, Shanti III Associates, Trust FBO Neil H. Shah under The Hasu and Hersha Shah 2004 Trust, Trust FBO Jay H. Shah under The Hasu and Hersha Shah 2004 Trust, Shreenathji Enterprises, LTD and David L. Desfor (filed as Exhibit 10.1 to the Current Report on Form 8-K filed January 10, 2007 (SEC

File No. 001-14765) and incorporated by reference herein).

10.40 Purchase and Sale Agreement, dated as of January 17, 2007, between BCM, LLC, HPS Seaport LLC and Hersha Hospitality Limited Partnership (filed as Exhibit 10.1 to the Current Report on Form 8-K filed January 17, 2007 (SEC File No. 001-14765) and incorporated by reference herein).

10.41 Contribution Agreement, dated as of January 17, 2007, between Shree Associates, Kunj Associates, Devi Associates, Shanti II Associates, Trust FBO Jay H. Shah under The Hasu and Hersha Shah 2004 Trust, Trust FBO Neil H. Shah under The Hasu and Hersha Shah 2004 Trust , David L. Desfor and Hersha Hospitality Limited Partnership (filed as Exhibit 10.2 to the Current Report on Form 8-K filed January 17, 2007 (SEC File No. 001-14765) and incorporated by reference herein).

10.42 Amended and Restated Purchase and Sale Agreement, dated as of February 1, 2007, between BCM, LLC, HPS Seaport LLC and SEAPORT HOSPITALITY, LLC (filed as Exhibit 10.1 to the Current Report on Form 8-K filed February 7, 2007 (SEC File No. 001-14765) and incorporated by reference herein).

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10.43	Sales Agreement by and between Hersha Hospitality Trust and Cantor Fitzgerald & Co., dated April 5, 2007 (filed as Exhibit 10.1 to the Current Report on Form 8-K filed April 6, 2007 (SEC File No. 001-14765) and incorporated by reference herein).
10.44	Contribution Agreement, dated as of June 11, 2007, by and among Hersha Hospitality Limited Partnership, Hasu P. Shah and Bharat C. Mehta (filed as Exhibit 10.1 to the Current Report on Form 8-K filed June 15, 2007 (SEC File No. 001-14765) and incorporated by reference herein).
10.45	Contribution Agreement, dated as of July 1, 2007, by and among Hersha Norwich Associates, LLC; Kirit Patel; Ashwin Shah; K&D Investment Associates, L.L.C. and Hersha Hospitality Limited Partnership and 44 Norwich Manager, LLC (filed as Exhibit 10.1 to the Current Report on Form 8-K filed July 3, 2007 (SEC File No. 001-14765) and incorporated by reference herein).
10.46	Amended and Restated Employment Agreement, dated June 28, 2007, by and between the Company and Hasu P. Shah (filed as Exhibit 10.1 to the Current Report on Form 8-K filed July 3, 2007 (SEC File No. 001-14765) and incorporated by reference herein).†
10.47	Amended and Restated Employment Agreement, dated June 28, 2007, by and between the Company and Jay H. Shah (filed as Exhibit 10.2 to the Current Report on Form 8-K filed July 3, 2007 (SEC File No. 001-14765) and incorporated by reference herein).†
10.48	Amended and Restated Employment Agreement, dated June 28, 2007, by and between the Company and Neil H. Shah (filed as Exhibit 10.3 to the Current Report on Form 8-K filed July 3, 2007 (SEC File No. 001-14765) and incorporated by reference herein).†
10.49	Amended and Restated Employment Agreement, dated June 28, 2007 by and between the Company and Ashish R. Parikh (filed as Exhibit 10.4 to the Current Report on Form 8-K filed July 3, 2007 (SEC File No. 001-14765) and incorporated by reference herein).†
10.50	Amended and Restated Employment Agreement, dated June 28, 2007 by and between the Company and Michael R. Gillespie (filed as Exhibit 10.5 to the Current Report on Form 8-K filed July 3, 2007 (SEC File No. 001-14765) and incorporated by reference herein).†
10.51	Contribution Agreement, dated as of July 1, 2007, by and among Hersha Norwich Associates, LLC; Kirit Patel; Ashwin Shah; K&D Investment Associates, LLC and Hersha Hospitality Limited Partnership and 44 Norwich Manager, LLC. (filed as Exhibit 10.1 to

the Current Report on Form 8-K filed July 3, 2007 (SEC File No. 001-14765) and incorporated by reference herein).

10.52

Contribution Agreement, dated as of October 1, 2007, by and among 3344 Associates and Hersha Hospitality Limited Partnership (filed as Exhibit 99.1 to the Current Report on Form 8-K filed October 9, 2007 (SEC File No. 001-14765) and incorporated by reference herein).

10.53

Contribution Agreement, dated as of January 8, 2008, by and among Shree Associates, Kunj Associates, Shanti III Associates, Trust FBO Sajni Mehta Browne under the Bharat and Devyani Mehta 2005 Trust dated January 13, 2006, Trust FBO Neelay Mehta under the Bharat and Devyani Mehta 2005 Trust dated January 13, 2006, Trust FBO Jay H Shah under the Hasu and Hersha Shah 2004 Trust dated August 18, 2004, Trust FBO Neil H Shah under the Hasu and Hersha Shah 2004 Trust dated August 18, 2004, PLM Associates LLC, David L. Desfor and Ashish R. Parikh and Hersha Hospitality Limited Partnership (filed as Exhibit 10.1 to the Current Report on form 8-K filed January 10, 2008 (SEC File No. 001-14765) and incorporated by reference herein).

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<u>21.1</u>	List of Subsidiaries of the Registrant.**
<u>23.1</u>	Consent of KPMG LLP.**
<u>23.2</u>	Consent of Pricewaterhouse Coopers LLP.**
<u>31.1</u>	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.**
<u>31.2</u>	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.**
<u>32.1</u>	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**
<u>32.2</u>	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**
<u>99.1</u>	Consolidated Financial Statements of Mystic Partners, LLC and Subsidiaries.**

* Filed as an exhibit to Hersha Hospitality Trust's Registration Statement on Form S-11, as amended, filed June 5, 1998 (SEC File No. 333-56087) and incorporated by reference herein.

** Filed herewith.

† Indicates management contract or compensatory plan or arrangement.