

CHOICE HOTELS INTERNATIONAL INC /DE

Form 10-K

March 02, 2009

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 10-K**

(Mark One)

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

**For the year ended December 31, 2008**

**OR**

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

**For the transition period from to**

**Commission file number 001-13393**

**CHOICE HOTELS INTERNATIONAL, INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

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**DELAWARE**  
(State or Other Jurisdiction of

**52-1209792**  
(I.R.S. Employer

Incorporation or Organization)

Identification No.)

**10750 Columbia Pike, Silver Spring, Maryland**  
(Address of Principal Executive Offices)

**20901**  
(Zip Code)

Registrant's telephone number, including area code (301) 592-5000

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

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, Par Value \$0.01 per share	New York Stock Exchange
Securities registered pursuant to Section 12(g) of the Act: None	

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer ☒

Accelerated filer ☐

Smaller reporting company ☐

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

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

The aggregate market value of common stock of Choice Hotels International, Inc. held by non-affiliates was \$844,354,978 as of June 30, 2008 based upon a closing price of \$26.50 per share.

The number of shares outstanding of Choice Hotels International, Inc.'s common stock at February 16, 2009 was 60,712,787.

**DOCUMENTS INCORPORATED BY REFERENCE.**

Certain portions of our definitive proxy statement, to be filed with the Securities and Exchange Commission pursuant to Regulation 14A in connection with the Annual Meeting of Shareholders to be held on May 4, 2009, are incorporated by reference under Part III.

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### **PART I**

Throughout this report, we refer to Choice Hotels International, Inc., together with its subsidiaries as *we*, *us* or *the Company*.

#### **Forward-Looking Statements**

Certain matters discussed in this report constitute forward-looking statements within the meaning of the federal securities law. Generally, our use of words such as *expect*, *estimate*, *believe*, *anticipate*, *will*, *forecast*, *plan*, *project*, *assume* or similar words of futurity identify that are forward-looking and that we intend to be included within the Safe Harbor protections provided by Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934. Such forward-looking statements are based on management's current beliefs, assumptions and expectations regarding future events, which in turn are based on information currently available to management. Such statements may relate to projections for the Company's revenue, earnings and other financial and operational measures, Company debt levels, payment of stock dividends, and future operations. We caution you not to place undue reliance on any forward-looking statements, which are made as of the date of this report. Forward-looking statements do not guarantee future performance and involve known and unknown risks, uncertainties and other factors.

Several factors could cause actual results, performance or achievements of the Company to differ materially from those expressed in or contemplated by the forward-looking statements. Such risks include, but are not limited to, changes to general, domestic and foreign economic conditions; operating risks common in the lodging and franchising industries; changes to the desirability of our brands as viewed by hotel operators and customers; changes to the terms or termination of our contracts with franchisees; our ability to keep pace with improvements in technology utilized for reservations systems and other operating systems; fluctuations in the supply and demand for hotels rooms; and our ability to manage effectively our indebtedness. These and other risk factors are discussed in detail in Item 1A *Risk Factors* of this report. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law.

#### **WHERE YOU CAN FIND MORE INFORMATION**

We file annual, quarterly and special reports, proxy statements and other information with the Securities and Exchange Commission ( *SEC* ). Our SEC filings are available to the public over the internet at the SEC's web site at <http://www.sec.gov>. Our SEC filings are also available free of charge on our website at <http://www.choicehotels.com> as soon as reasonably practicable following the time that they are filed with or furnished to the SEC. You may also read and copy any document we file with the SEC at its public reference room located at 100 F Street, NE Washington DC 20549. Please call the SEC at 1-800-SEC-0330 for further information on its public reference room.

#### **Item 1. Business.**

##### ***Overview***

Choice Hotels International, Inc. and subsidiaries is one of the largest hotel franchisors in the world with 5,827 hotels open and 1,108 hotels under construction, awaiting conversion or approved for development as of December 31, 2008, representing 472,526 rooms open and 89,105 rooms under construction, awaiting conversion or approved for development in 49 states, the District of Columbia and over 30 countries and territories outside the United States. Choice franchises lodging properties under the following proprietary brand names: Comfort Inn®, Comfort Suites®, Quality®, Clarion®, Sleep Inn®, Econo Lodge®, Rodeway Inn®, MainStay Suites®, Suburban Extended Stay Hotel®, Cambria Suites® and Ascend Collection® (collectively, the *Choice brands* ). We operate in a single reportable segment encompassing our franchising business.

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The Company conducts its international franchise operations through a combination of direct franchising and master franchising relationships which allow the use of our brands by third parties in foreign countries. The Company has made equity investments in certain non-domestic lodging franchise companies that conduct franchise operations for the Company's brands under master franchising relationships. As a result of our use of master franchising relationships and international market conditions, total revenues from international franchising operations comprised only 8% and 7% of our total revenues in 2008 and 2007, respectively while representing approximately 19% and 20% of our franchise system hotels open at December 31, 2008 and 2007, respectively.

Our direct lodging property real estate exposure is limited to three company-owned MainStay Suites hotels and exposure through our development activities that involve financing and guaranty support with third party hotel developers.

With a focus on hotel franchising instead of ownership, we benefit from the economies of scale inherent in the franchising business. The fee and cost structure of our business provides opportunities to improve operating results by increasing the number of franchised hotel rooms and effective royalty rates of our franchise contracts resulting in initial fee revenue, ongoing royalty fees and procurement services (formerly known as brand solutions) revenues. In addition, our operating results can also be improved through our company-wide efforts directed towards improving the property level performance of our franchisees. We also collect marketing and reservation fees to support centralized marketing and reservation activities for the franchise system. As a lodging franchisor, Choice currently has relatively low capital expenditure requirements.

Our capital allocation decisions, including capital structure and uses of capital, are intended to maximize our return on invested capital and create value for our shareholders. We believe our strong and predictable cash flows create a strong financial position that provides us a competitive advantage. Currently, our business does not require significant capital to operate and grow. Therefore, we can maintain a capital structure that generates strong financial returns and use our excess cash flow to increase returns to our shareholders. Historically, we have returned value to our shareholders in two primary ways: share repurchases and dividends. In 1998, we instituted a share repurchase program which has generated substantial value for our shareholders. Through December 31, 2008, we repurchased 40.8 million shares (including 33.0 million prior to the two-for-one stock split effected in October 2005) of common stock at a total cost of \$950.6 million since the program's inception. Considering the effect of the two-for-one stock split, the Company has repurchased 73.8 million shares at an average price of \$12.88 per share. On December 12, 2008, the board of directors authorized a 5.0 million share increase in the number of shares available for repurchase under the program. We had approximately 6.0 million shares remaining as of December 31, 2008 under the current stock repurchase authorization of the board of directors. Upon completion of the current authorization, our board of directors will evaluate the propriety of additional share repurchases. In 2008, we paid cash dividends totaling approximately \$43.1 million and we presently expect to continue to pay dividends in the future. Based on our present dividend rate and outstanding share count, aggregate annual dividends for 2009 would be approximately \$44.7 million.

Our board of directors has authorized us to enter into programs which permit us to offer investment, financing and guaranty support to qualified franchisees to incent multi-unit franchise development in top markets primarily for the Company's Cambria Suites and extended stay brands. We expect to opportunistically deploy this capital over the next several years. In addition to these programs, the Company expects to continue to return value to its shareholders through a combination of share repurchases and dividends, subject to market and other conditions.

The principal factors that affect the Company's results are: the number and relative mix of franchised hotel rooms; growth in the number of hotel rooms under franchise; occupancy and room rates achieved by the hotels under franchise; the effective royalty rate achieved; and our ability to manage costs. The number of rooms at franchised properties and occupancy and room rates at those properties significantly affect the Company's results because our fees are based upon room revenues at franchised hotels. The key industry standard for measuring hotel-operating performance is revenue per available room ( RevPAR ), which is calculated by multiplying the

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percentage of occupied rooms by the average daily room rate realized. Our variable overhead costs associated with franchise system growth have historically been less than incremental royalty fees generated from new franchises. Accordingly, we expect that continued growth of our franchise business will enable us to realize benefits from the operating leverage in place and improve operating results.

### ***The Lodging Industry<sup>(1)</sup>***

Companies participating in the lodging industry primarily do so through a combination of one or more of the three primary lodging industry activities: ownership, franchising and management. A company's relative reliance on each of these activities determines which drivers most influence its profitability.

Ownership requires a substantial capital commitment and involves the most risk but offers high returns due to the owner's ability to influence margins by driving RevPAR and managing operating expenses. The ownership model has a high fixed-cost structure that results in a high degree of financial leverage. As a result, profits escalate rapidly in a lodging up-cycle but erode quickly in a downturn as costs rarely fall as fast as revenue. Profits from an ownership model increase at a greater rate from RevPAR growth attributable to average daily rate (ADR) growth, than from occupancy gains since there are more incremental costs associated with higher guest volumes compared to higher pricing.

Franchisors license their brands to a hotel owner, giving the hotel the right to use the brand name, logo, operating practices, and reservations systems in exchange for a fee and an agreement to operate the hotel in accordance with the brand standards. Under a typical franchise agreement, the hotel pays the franchisor an initial fee, a percentage-of-revenue royalty fee and a marketing/reservation reimbursement. A franchisor's revenues are dependent on the number of rooms in its system and the top-line performance of those hotels. Earnings drivers include RevPAR increases, unit growth and effective royalty rate improvement. Franchisors enjoy significant operating leverage in their business model since it costs little to add a new hotel franchise to an existing system. Franchisors normally benefit from higher industry supply growth, because the benefits of unit growth usually outweigh lower RevPAR resulting from excess supply. As a result, franchisors benefit from both RevPAR growth and supply increases which aids in reducing the impact of lodging industry economic cycles.

Management companies operate hotels for owners that do not have the expertise and/or the desire to self-manage. These companies collect management fees predominately based on revenues earned and/or profits generated. Similar to franchising activities, the key drivers of revenue based management fees are RevPAR and unit growth and similar to ownership activities, profit based fees are driven by improved hotel margins and RevPAR growth.

The lodging industry has historically experienced economic cycles reflected in positive and negative operating performance for various periods of time.

Positive cycles are characterized as periods of sustained occupancy growth. These cycles usually continue until the economy sustains a prolonged downturn, excess supply conditions exist or some external factor occurs such as war, terrorism or natural resource shortages. Recovery in the industry usually begins with an increase in occupancy followed by hoteliers increasing their room rates. As demand begins to exceed room supply, occupancies and rates continue to improve. These pressures result in increased hotel development.

The hotel industry posted positive and consistent RevPAR growth from the mid-1990's until 2000 as the industry was able to increase its ADR at a pace faster than the increase in the Consumer Price Index (CPI), a common measure of inflation published by the US Department of Labor. However, due to the economic recession, which began to affect the lodging industry during 2001, coupled with the terrorist attacks of September 11, 2001, industry profits and RevPAR declined between 2001 and 2003. Nonetheless, the industry remained profitable through this period.

<sup>(1)</sup> Certain industry statistics included in this section, such as the number of hotel rooms, number of affiliated and non-affiliated rooms, US Lodging Industry Trends From 1997-2008, etc. were obtained from Smith Travel Research.





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In 2004, the resumption of economic growth increased lodging demand and occupancy rates. This coupled with the relatively slow growth in hotel supply, allowed hotels to again raise room rates from 2004 through 2007 at a faster pace than the increase in CPI. Occupancy rates continued to increase until 2007 when they began to decline as the number of rooms entering the system increased by the largest number since 2001.

Hotel room supply growth is cyclical as hotel construction responds to interest rates, construction and material supply conditions, capital availability and industry fundamentals. Historically, the industry added hotel rooms to its inventory through new construction due largely to a favorable lending environment that encouraged hotel development. This resulted in an over supply of rooms which, coupled with the decrease in industry performance between 2001 and 2003, led to reduced hotel development since that time.

During 2005, year-over-year new hotel construction increased for the first time since 1999 with 65,900 rooms added to the industry and continued to increase through 2008. Furthermore, during 2008 the volume of new room additions exceeded the pre-2001 economic recession levels. The pressures from the increased hotel room supply as well as the deteriorating economic conditions experienced in 2008, resulted in annual occupancy rate declines of 270 basis points and ADR increasing at a slower pace than the annual increase in the CPI. As a result, industry RevPAR declined approximately 1.9%.

The following chart demonstrates these trends:

### US Lodging Industry Trends 1997 - 2008

Year	Occupancy Rates	Average Daily Room Rates (ADR)	Increase in ADR Versus Prior Year	Increase in CPI Versus Prior Year	Revenue Per Available Room (RevPAR)	Profits (in billions)	New Rooms Added (Gross)
1997	64.5%	\$ 75.16	6.1%	1.9%	\$ 48.50	\$ 17.0	128,000
1998	64.0%	\$ 78.62	4.6%	2.3%	\$ 50.29	\$ 22.0	143,000
1999	63.3%	\$ 81.27	3.4%	2.7%	\$ 51.44	\$ 23.0	143,148
2000	63.5%	\$ 85.24	4.9%	3.4%	\$ 54.13	\$ 24.0	121,476
2001	60.1%	\$ 84.85	-0.5%	2.9%	\$ 50.99	\$ 16.7	101,279
2002	59.2%	\$ 83.15	-2.0%	1.6%	\$ 49.22	\$ 16.1	86,366
2003	59.1%	\$ 83.19	0.1%	2.3%	\$ 49.20	\$ 15.0	65,876
2004	61.3%	\$ 86.41	3.9%	2.7%	\$ 52.93	\$ 17.0	55,245
2005	63.1%	\$ 90.84	5.1%	3.4%	\$ 57.34	\$ 21.0	65,900
2006	63.4%	\$ 97.31	7.1%	3.2%	\$ 61.69	\$ 26.3	73,308
2007	63.1%	\$ 104.04	6.9%	2.8%	\$ 65.61	\$ 26.9	94,541
2008	60.4%	\$ 106.55	2.4%	3.8%	\$ 64.37	\$ 28.4	146,312

As a franchisor, we are well positioned in any stage of the lodging cycle. We have historically benefited from both the RevPAR gains typically experienced in the early stage of recovery, as our revenues are based on our franchisees' gross room revenues, and the supply growth normally occurring in the later stages as we increase our portfolio size.

Historically, during lodging cycle downturns, we benefit from the conversion of independent and other hotel chain affiliates into our system in an effort to improve their performance.

Hotels are broadly segmented into two categories: full-service and limited service. Full-service hotels generally offer food and beverage (F&B) facilities and/or meeting facilities. Limited-service hotels, usually offer only rooms, although some offer modest F&B facilities such as breakfast buffets and/or small meeting rooms. Full-service hotels are generally larger, command higher room rates, and generate higher profits, although overall operating margins are normally lower because F&B is a lower-margin business.

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The lodging industry can be further divided into chain scale categories or groupings of generally competitive brands as follows:

<b>Chain Scale</b>	<b>Brand Examples</b>	<b>Room Count</b>	<b>% of Total</b>	<b>Avg. Hotel Room Size</b>
Luxury	Four Seasons, Ritz Carlton	96,635	2.0%	308
Upper Upscale	Marriott, Hilton, Sheraton	571,680	12.2%	378
Upscale	Hilton Garden Inn, Courtyard, Cambria Suites	460,147	9.8%	147
Midscale w/ F&B	Quality, Clarion, Holiday Inn, Best Western, Ramada	511,001	10.9%	114
<b>Sub-Total Full Service</b>		<b>1,639,463</b>	<b>34.9%</b>	<b>174</b>
Midscale w/o F&B	Comfort, La Quinta, Baymont Inn, Hampton Inn	776,247	16.5%	87
Economy	Econo Lodge, Days Inn, Super 8, Red Roof Inn	758,915	16.2%	76
<b>Sub-Total Limited Service</b>		<b>1,535,162</b>	<b>32.7%</b>	<b>81</b>
<b>Independents</b>		<b>1,518,965</b>	<b>32.4%</b>	<b>67</b>
<b>Total All Hotels</b>		<b>4,693,590</b>	<b>100%</b>	<b>92</b>

Source: Smith Travel Research (December 2008)

According to Smith Travel Research, Choice branded system-wide market share as of December 31, 2008 in the United States has increased 150 basis points to 8.0% of total industry rooms since 2002. During these same 6 years, the total number of domestic hotel rooms has increased at a cumulative annual growth rate of 1.2%.

Independent operators of hotels not owned or managed by major lodging companies have increasingly joined national hotel franchise chains as a means of remaining competitive with hotels owned by or affiliated with national lodging companies. Over the past 18 years, the industry has seen a significant movement of hotels from independent to chain affiliation, with affiliated hotels increasing from 46% of the market in 1990 to 68% of the market in 2008. Because a significant portion of the costs of owning and operating a hotel are generally fixed, increases in revenues generated by affiliation with a franchise lodging chain can improve a hotel's financial performance.

The large franchise lodging chains, including us, generally provide a number of services to hotel operators to improve the financial performance of their properties including central reservation systems, marketing and advertising programs, direct sales programs, certain training and education programs, property systems revenue enhancement services and relationships with qualified vendors to streamline purchasing processes and make lower cost products available. We believe that national franchise chains with a large number of hotels enjoy greater brand awareness among potential guests than those with fewer hotels, and that greater brand awareness can increase the desirability of a hotel to its potential guests.

We believe that hotel operators choose lodging franchisors based primarily on the perceived value and quality of each franchisor's brand and its services, and the extent to which affiliation with that franchisor may increase the hotel operator profitability.

***Choice's Franchising Business***

Choice operates primarily as a hotel franchisor offering 11 brands. This family of well known and diversified new construction and conversion brands competes at various hotel consumer and developer price points in the economy, midscale with and without food & beverage, extended stay and upscale lodging categories.

*Economics of Franchising Business.* The fee and cost structure of our business provides opportunities for us to improve operating results by increasing the number of franchised hotel rooms, improving RevPAR performance and increasing the effective royalty rates of our franchise contracts. As a hotel franchisor, we derive



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our revenue primarily from various franchise fees. Our franchise fees consist primarily of an initial fee and ongoing royalty, marketing and reservation fees that are typically based on a percentage of the franchised hotel's gross room revenues. The initial fee and on-going royalty portion of the franchise fees are intended to cover our operating expenses, such as expenses incurred in business development, quality assurance, administrative support and other franchise services and to provide us with operating profits. The marketing and reservation fees are used for the expenses associated with marketing and media advertising and providing such franchise services as the central reservation system, property management systems and e-commerce initiatives.

Our fee stream depends on the number of rooms in our system, the gross room revenues generated by our franchisees and effective royalty rates under our franchise contracts. We enjoy significant operating leverage since the variable operating costs associated with our franchise system growth have historically been less than incremental royalty fees generated from new franchisees. Our business is well positioned in the lodging industry since we benefit from both RevPAR growth and new hotel construction.

Our various brand offerings position us well within the lodging industry. Our Cambria Suites, Comfort Inn, Comfort Suites, Sleep Inn, Suburban Extended Stay Hotel and MainStay Suites are primarily new build brands which offer hotel developers an array of choices in the upscale, midscale and extended stay chain scale categories during periods of supply growth, while our Ascend Collection, Clarion, Quality, Econo Lodge and Rodeway Inn brands offer conversion opportunities to independent operators and non-Choice affiliated hotels who desire to affiliate with our brands and take advantage of the services we have to offer.

*Strategy.* Our mission is a commitment to franchisee profitability by providing our franchisees with hotel franchises that strive to generate the highest return on investment of any hotel franchise. Our business strategy is to create franchise system growth by leveraging Choice's large and well-known hotel brands, franchise sales capabilities, effective marketing and reservation delivery efforts, certain training and education programs, RevPAR enhancing services and technology, and financial strength created by our significant free cash flow. We believe our brands growth will be driven by our ability to create a compelling return on investment for franchisees. Our strategic objective is to improve our franchisee's profitability by providing services which increase business delivery, reduce hotel operating and development costs, and/or improve guest satisfaction. Specific elements of our strategy include: building strong brands, delivering exceptional services, reaching more consumers and leveraging size, scale and distribution that reduces costs for hotel owners.

*Building Strong Brands.* Each of our brands has particular attributes and strengths, including awareness with both consumers and developers. Our strategy is to utilize the strengths of each brand for room growth, RevPAR gains and royalty rate improvement that create revenue growth. We believe brand consistency, quality and guest satisfaction are critical in improving brand performance and building strong brands.

We have multiple brands that are positioned to meet the needs of many types of guests, and can be developed at various price points and applied to both new and existing hotels. This flexibility ensures that we have brands suitable for creating room growth in various types of markets, with various types of customers, and during both industry contraction and growth cycles. During times of lower industry supply growth and tighter capital markets, we can target conversions of existing non-Choice affiliated hotels seeking the awareness and proven performance provided by our brands. During periods of strong industry supply growth, we expect a greater portion of our room growth to come from our new construction brands. We believe that a large number of markets can still support our hotel brands, and that the growth potential for our brands, as well as new brands we may yet introduce, remains strong.

We believe each of our brands appeals to targeted hotel owners and guests because of unique brand standards, service levels and pricing.

*Delivering Exceptional Services.* We provide a combination of services and technological products to help our franchisees improve performance. We have field services staff members located nationwide that help franchisees improve RevPAR performance and guest satisfaction. In addition, we provide our franchisees with

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certain education and training programs as well as technology products designed to improve property level performance. These services and products promote revenue gains for franchisees and improve guest satisfaction which translate into both higher royalties for the Company and improved returns for owners, leading to further room growth by making our brands attractive to franchisees. We develop our services based on customer needs and focus on activities that generate high return on investment for our customers.

*Reaching More Consumers.* We believe hotel owners value the large volume of guests we deliver through brand marketing, reservation systems, key account sales, and the Company's loyalty program, Choice Privilege®. Our strategy is to maximize the effectiveness of these activities in delivering both leisure and business travelers to Choice-branded hotels.

The Company will continue to increase awareness of its brands through its single and multi-branded national marketing campaigns and our loyalty program promotions. These campaigns are intended to generate a compelling message in the midscale and economy lodging categories and utilize our significant size to create even greater awareness for our brands and drive business through our central reservation system. Local and regional co-op marketing campaigns will continue to leverage the national marketing programs to drive business to our properties at a local level. We expect our efforts at marketing directly to guests will continue to be enhanced through the use of our customer relationship management technology. Our continued focus on overall brand quality coupled with our marketing initiatives is designed to stimulate room demand for our franchised hotels through improved guest awareness and satisfaction.

Our central reservations system is a critical technology used to deliver guests to our franchisees through multiple channels, including our call centers and proprietary websites, and global distribution systems (e.g., SABRE, Amadeus, and internet distribution sites). We believe our well-known brands, combined with our relationships with many internet distribution web sites benefits our franchisees, by facilitating increased rate and reservations delivery, and reducing costs and operational complexity.

*Leveraging Size, Scale and Distribution.* We continually focus on identifying methods for utilizing the significant number of hotels in our system to reduce costs and increase returns for our franchisees. For example, we create relationships with qualified vendors to: (i) make low-cost products available to our franchisees; (ii) streamline the purchasing process; and (iii) maintain brand standards and consistency. We plan to expand this business and identify new methods for decreasing hotel-operating costs by increasing penetration within our existing franchise system and enhancing our existing vendor relationships and/or creating new vendor relationships. We believe our efforts to leverage the Company's size, scale and distribution benefit the Company by enhancing brand quality and consistency, improving our franchisees returns and satisfaction, and creating procurement services revenues.

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Our standard domestic franchise agreements grant franchisees the non-exclusive right to use certain of our trademarks and receive other benefits of our franchise system to facilitate the operation of their franchised hotel at a specified location. Each of our standard domestic franchise agreements is 20 years in duration (excluding contracts for Suburban Extended Stay Hotel branded hotels and beginning in 2008 Comfort Inn branded hotels which run for 10 years), with certain rights for each of the franchisor and franchisee to terminate their franchise agreement, such as upon designated anniversaries of the agreement, before the 20<sup>th</sup> (or 10<sup>th</sup>, as applicable) year.

Our franchises operate domestically under one of eleven Choice brand names: Comfort Inn, Comfort Suites, Cambria Suites, Quality, Clarion, Ascend Collection, Sleep Inn, Econo Lodge, Rodeway Inn, MainStay Suites and Suburban Extended Stay Hotel. The following table presents key statistics related to our domestic franchise system over the five years ended December 31, 2008.

**COMBINED DOMESTIC FRANCHISE SYSTEM**

	As of and For the Year Ended December 31,				
	2004	2005	2006	2007	2008
Number of properties, end of period	3,834	4,048	4,211	4,445	4,716
Number of rooms, end of period	309,586	329,353	339,441	354,139	373,884
Royalty fees (\$000)	\$ 155,915	\$ 175,588	\$ 194,333	\$ 212,519	\$ 220,411
Average royalty rate <sup>(1),(3)</sup>	4.04%	4.08%	4.09%	4.14%	4.20%
Average occupancy percentage <sup>(1),(3)</sup>	56.6%	57.6%	58.4%	57.9%	55.3%
Average daily room rate (ADR) <sup>(1),(3)</sup>	\$ 63.56	\$ 66.24	\$ 68.71	\$ 72.07	\$ 74.11
Revenue per available room (RevPAR) <sup>(1),(2),(3)</sup>	\$ 35.95	\$ 38.15	\$ 40.13	\$ 41.75	\$ 40.98

<sup>(1)</sup> Suburban Extended Stay Hotel was acquired on September 28, 2005. Statistics for average occupancy percentage, ADR and RevPAR for the year ended December 31, 2005 and prior years have been excluded since comparable pre-acquisition data is not available.

<sup>(2)</sup> The Company calculates RevPAR based on information as reported to the Company by its franchisees.

<sup>(3)</sup> Amounts exclude results from Cambria Suites properties opened during 2008 and 2007 and Ascend Collection properties opened during 2008.

The Company conducts its international franchise operations through a combination of direct franchising and master franchising relationships which allow the use of our brands by third parties in foreign countries. The Company has made equity investments in certain non-domestic lodging franchise companies that conduct franchise operations for the Company's brands under master franchising relationships. As a result of our use of master franchising relationships and international market conditions, total revenues from international franchising operations comprised only 8% and 7% of our total revenues in 2008 and 2007, respectively while representing approximately 19% and 20% of our franchise system hotels open at December 31, 2008 and 2007, respectively. Consequently, our description of our franchise system is primarily focused on the domestic operations. Currently, no individual franchisee or international master franchisee accounts for more than 2% of Choice's royalty revenues or total revenues.

**Industry Positioning**

Our brands offer consumers and developers a wide range of choices from economy hotels to lower upscale, full service properties. Our brands are as follows:

**Cambria Suites:** Cambria Suites is an upscale new construction select service hotel chain with an upscale image and distinctive styling. Cambria offers well-appointed suites that emulate the best of a modern home. In-room amenities include luxury bedding, stereo with CD player, cordless phone and mini-refrigerator with microwave. Principal competitor brands include Courtyard by Marriott and Hilton Garden Inn. The Cambria Suites brand was launched in January 2005 and the first properties opened during 2007.

**Ascend Collection:** Ascend Collection is an innovative upscale membership program that is not positioned as a traditional franchise concept. To the contrary, individual properties in the historic, boutique and unique product classes retain their independent brand identity but have access to Choice's marketing and distribution channels. The Ascend Collection offers the best of both worlds: Independence backed up by a powerful global distribution network.



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Principal competitors include Sterling Hotels, Summit Hotel & Resorts, Small Luxury Hotels and Historic Hotels of America. The Ascend Collection brand was launched in October 2008 and includes 20 properties that were previously affiliated with our Clarion brand.

*Comfort Inn:* Comfort Inn and Comfort Inn and Suites hotels operate in the mid-scale without food and beverage category. One of the original brands in the limited service category, Comfort has built a reputation for consistent high-value accommodations for both business and leisure travelers. Principal competitor brands include Holiday Inn Express, Fairfield Inn and LaQuinta.

*Comfort Suites:* Comfort Suites hotels operate in the upper portion of the mid-scale without food and beverage category. Established in 1986 as an extension of the highly regarded Comfort Inn brand, Comfort Suites hotels feature oversized rooms with separate areas for working and sleeping, a complimentary rotational Savory Starts Breakfast and free high-speed Internet access. The brand competes with Holiday Inn Express, Fairfield Inn and Country Inn & Suites.

*Sleep Inn:* Sleep Inn is a new construction brand that operates in the mid-scale without food & beverage category. Sleep Inn delivers one of the most consistent product offerings in the category, providing both business and leisure travelers with free high-speed Internet access, an exercise room and our complimentary Morning Medley breakfast. Sleep Inn's principal competitors include Microtel and La Quinta.

*Clarion:* Clarion hotels are full-service conversion hotels competing in the mid-scale hotel category. The brand offers upscale lodging at an affordable price. Clarion hotels provide a full spectrum of full-service facilities and amenities, which include restaurant, conference, banquet or small meeting facilities, business center, swimming pool or exercise room, room service and bell service. Principal competitor brands include Four Points by Sheraton and Radisson.

*Quality:* Quality Inn hotels offer efficient and personable service and clean accommodations in the mid-scale category. Amenities and services typically include a complimentary breakfast, free high-speed internet access, swimming pools and/or exercise rooms, free USA Today or Wall Street Journal newspaper and meeting or event space. Principal competitor brands include Best Western, Ramada and Holiday Inn.

*MainStay Suites:* MainStay Suites hotels compete in the mid-scale extended stay category. Complete with a residential feel and value-added amenities, the MainStay brand is designed as a more practical lodging option for guests whose stays are longer than a few nights. Typically, longer hotel stays involve relocation, training, or temporary job assignments. All MainStay guests suites feature fully equipped kitchens with a two-burner range, dishes, utensils, dishwasher, sink with disposal, microwave, and full size refrigerator. All suites include a sleeper sofa, comfortable work area with ergonomic chair and large walk-in closets. MainStay competes directly with Studio Plus, TownePlace Suites, Sierra Suites, and Candlewood Suites.

*Suburban Extended Stay Hotel:* Suburban Extended Stay Hotel suites are built with today's value-conscious extended stay guest in mind. All suites provide full kitchens, internet connections, and access to on-site laundry facilities. Suburban's just what you need philosophy matches attractive weekly pricing with weekly housekeeping to provide extended stay guests with the all-suite accommodations they want without the cost of services they do not need. Principal competitor brands include Intown Suites and Sun Suites. The Suburban Extended Stay Hotel brand was added to our portfolio in September 2005 as the result of our acquisition of Suburban Franchise Holding Company, Inc.

*Econo Lodge:* Econo Lodge is a leading brand in the economy chain scale category, which offers clean, attractive lodging for value-oriented travelers. Free wireless internet hot spots, complimentary continental breakfast, and free USA Today, are just some of the amenities that position Econo Lodge as a great value in the economy category. The brand competes primarily with Days Inn and Super 8.

*Rodeway Inn:* Rodeway Inn is a brand also operating in the economy chain scale category, which offers clean, affordable lodging for savings-oriented travelers. With Always Fresh Rodeway® breakfast and a free USA Today newspaper, Rodeway Inn is well positioned to offer savings for the budget-minded traveler. Principal competitor brands include Travelodge and Motel 6.



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The following table presents key statistics related to the domestic system for our established brands over the five years ended December 31, 2008.

	2004	As of and For the Year Ended December 31,			
	2005	2006	2007	2008	
<b>COMFORT INN DOMESTIC SYSTEM</b>					
Number of properties, end of period	1,432	1,428	1,415	1,434	1,462
Number of rooms, end of period	112,325	111,598	110,877	112,042	114,573
Royalty fees (\$000)	\$ 71,197	\$ 78,722	\$ 84,748	\$ 91,131	\$ 91,913
Average occupancy percentage	60.1%	61.7%	63.0%	63.1%	60.1%
Average daily room rate (ADR)	\$ 65.53	\$ 68.84	\$ 73.08	\$ 77.14	\$ 79.84
RevPAR	\$ 39.37	\$ 42.45	\$ 46.06	\$ 48.70	\$ 48.01
<b>COMFORT SUITES DOMESTIC SYSTEM</b>					
Number of properties, end of period	389	411	433	481	541
Number of rooms, end of period	30,682	32,251	33,976	37,358	42,152
Royalty fees (\$000)	\$ 23,604	\$ 27,881	\$ 32,084	\$ 35,775	\$ 38,202
Average occupancy percentage	64.1%	66.3%	67.0%	65.5%	61.3%
Average daily room rate (ADR)	\$ 73.68	\$ 77.51	\$ 82.93	\$ 87.23	\$ 89.49
RevPAR	\$ 47.26	\$ 51.36	\$ 55.59	\$ 57.11	\$ 54.82
<b>QUALITY DOMESTIC SYSTEM</b>					
Number of properties, end of period	576	660	736	828	908
Number of rooms, end of period	58,785	66,316	72,054	79,276	85,055
Royalty fees (\$000)	\$ 22,821	\$ 25,855	\$ 29,220	\$ 34,310	\$ 37,658
Average occupancy percentage	54.1%	54.6%	55.3%	54.2%	52.0%
Average daily room rate (ADR)	\$ 63.62	\$ 64.86	\$ 66.89	\$ 70.30	\$ 71.42
RevPAR	\$ 34.41	\$ 35.41	\$ 37.01	\$ 38.09	\$ 37.15
<b>CLARION DOMESTIC SYSTEM</b>					
Number of properties, end of period	158	153	162	167	150
Number of rooms, end of period	23,652	23,554	23,945	23,319	21,497
Royalty fees (\$000)	\$ 8,375	\$ 9,385	\$ 9,531	\$ 10,388	\$ 10,733
Average occupancy percentage	51.1%	52.5%	51.2%	51.7%	50.0%
Average daily room rate (ADR)	\$ 72.37	\$ 74.62	\$ 78.98	\$ 80.86	\$ 84.48
RevPAR	\$ 36.97	\$ 39.15	\$ 40.41	\$ 41.79	\$ 42.21
<b>SLEEP INN DOMESTIC SYSTEM</b>					
Number of properties, end of period	311	319	327	346	365
Number of rooms, end of period	23,766	24,205	24,575	25,728	26,867
Royalty fees (\$000)	\$ 12,387	\$ 13,862	\$ 15,384	\$ 16,605	\$ 16,437
Average occupancy percentage	59.5%	61.0%	62.4%	62.5%	58.5%
Average daily room rate (ADR)	\$ 59.50	\$ 62.52	\$ 66.44	\$ 69.67	\$ 71.91
RevPAR	\$ 35.42	\$ 38.16	\$ 41.43	\$ 43.52	\$ 42.10
<b>MAINSTAY SUITES DOMESTIC SYSTEM</b>					
Number of properties, end of period	27	27	29	30	35
Number of rooms, end of period	2,150	2,047	2,183	2,258	2,694
Royalty fees (\$000)	\$ 1,163	\$ 1,375	\$ 1,459	\$ 1,603	\$ 1,760
Average occupancy percentage	62.2%	65.7%	69.4%	68.5%	64.2%
Average daily room rate (ADR)	\$ 61.09	\$ 64.76	\$ 67.26	\$ 70.04	\$ 73.72
RevPAR	\$ 37.97	\$ 42.54	\$ 46.66	\$ 47.98	\$ 47.34
<b>ECONO LODGE DOMESTIC SYSTEM</b>					
Number of properties, end of period	781	805	816	825	816
Number of rooms, end of period	48,301	49,763	49,679	50,403	50,812
Royalty fees (\$000)	\$ 14,255	\$ 15,509	\$ 16,467	\$ 17,266	\$ 17,400
Average occupancy percentage	48.2%	48.2%	47.7%	48.0%	46.9%
Average daily room rate (ADR)	\$ 48.92	\$ 50.95	\$ 53.09	\$ 54.40	\$ 55.58
RevPAR	\$ 23.57	\$ 24.56	\$ 25.31	\$ 26.10	\$ 26.05
<b>RODEWAY INN DOMESTIC SYSTEM</b>					
Number of properties, end of period	160	180	233	276	346
Number of rooms, end of period	9,925	11,051	14,168	16,523	20,302
Royalty fees (\$000)	\$ 2,114	\$ 2,256	\$ 2,467	\$ 2,865	\$ 3,397
Average occupancy percentage	48.7%	46.7%	45.8%	47.6%	47.5%
Average daily room rate (ADR)	\$ 52.33	\$ 49.91	\$ 51.66	\$ 53.24	\$ 55.04
RevPAR	\$ 25.49	\$ 23.31	\$ 23.66	\$ 25.32	\$ 26.16
<b>SUBURBAN EXTENDED STAY HOTEL DOMESTIC SYSTEM</b>					

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Number of properties, end of period	65	60	54	60
Number of rooms, end of period	8,568	7,984	6,773	7,256
Royalty fees (\$000)	\$ 743 <sup>(2)</sup>	\$ 2,973	\$ 2,535	\$ 2,444
Average occupancy percentage	(1)	72.4%	67.3%	62.4%
Average daily room rate (ADR)	(1)	\$ 38.30	\$ 40.13	\$ 42.93
RevPAR	(1)	\$ 27.73	\$ 27.01	\$ 26.80

(1) Statistics for average occupancy percentage, ADR and RevPAR for the year ended December 31, 2005 and prior years have been excluded since comparable pre-acquisition data is not available.

(2) Royalty fees include results of Suburban Extended Stay Hotel operations from September 28, 2005 through December 31, 2005.

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The Company conducts its international franchise operations through a combination of direct franchising and master franchising relationships which allow the use of our brands by third parties in foreign countries. The Company has made equity investments in certain non-domestic lodging franchise companies that conduct franchise operations for the Company's brands under master franchising relationships. The use of our brands by third parties in foreign countries are governed by master franchising agreements which generally provide the master franchisee with the right to use our brands in a specific geographic region, usually for a fee.

In some territories outside the United States hotel franchising is less prevalent, and many markets are served primarily by independent operators. We believe that chain affiliation will increase in certain international markets as local economies grow and hotel owners seek the economies of centralized reservations systems and marketing programs.

As of December 31, 2008, we had 1,111 franchise hotels open and operating in over 30 countries and territories outside of the United States. The following chart summarizes our franchise system outside of the United States.

**COMBINED INTERNATIONAL FRANCHISE SYSTEM<sup>(1)</sup>**

	<b>As of and For the Year Ended December 31,</b>				
	<b>2004</b>	<b>2005</b>	<b>2006</b>	<b>2007</b>	<b>2008</b>
Number of properties, end of period	1,143	1,162	1,165	1,125	1,111
Number of rooms, end of period	94,220	97,703	97,944	97,888	98,642
Royalty fees (\$000)	\$ 10,071	\$ 10,971	\$ 16,183	\$ 22,234	\$ 25,599

<sup>(1)</sup> Reporting of operating statistics (e.g. average occupancy percentage and average daily room rate) of international franchisees is not required by all master franchise contracts, thus these statistics and RevPAR are not presented for international franchisees.

*Scandinavia.* We conduct our operations in Denmark, Norway, Sweden, Latvia, Estonia and Finland through our relationship with Choice Hotels Scandinavia ( CHS ). As of December 31, 2008, CHS had 154 open properties. The Company's master franchise agreement with CHS expires in 2023.

*Continental Europe.* During the fourth quarter of 2006, the Company acquired from The Real Hotel Company PLC ( RHC ) the franchising operations conducted by RHC in the European countries of Germany, Italy, the Czech Republic, Switzerland, France, Belgium, Portugal and Spain and simultaneously the master franchise agreement between Choice and RHC covering these countries was terminated and we began direct franchising operations in these countries. At December 31, 2008, the Company had 176 properties open and operating in continental Europe.

*Ireland.* In August 2007, the Company entered into a ten year master franchising agreement with Ireland-based Cordelle Enterprises, doing business as Choice Hotels Ireland, for the right to license and develop our Clarion, Quality and Comfort brands in Ireland. Prior to acquiring the master franchising rights directly from the Company, Choice Hotels Ireland operated the Company's brands under an area representative agreement with RHC, which previously held the master franchise rights in Ireland. As of December 31, 2008, Choice Hotels Ireland had 12 properties open and operating.

*United Kingdom.* In 2007, the Company entered into a definitive agreement with RHC to transfer United Kingdom franchising operations, which were previously operated under a master franchise agreement with RHC, to the Company on January 31, 2008. On that date, the master franchise agreement was terminated and the existing franchise agreements were assigned to the Company. At December 31, 2008, the Company had 70 properties open and operating in the United Kingdom.

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*Canada.* We conduct our operations in Canada through Choice Hotels Canada, Inc. ( CHC ) a joint venture owned 50% by us and 50% by InnVest Real Estate Investment Trust. CHC is one of the largest lodging organizations in Canada with 275 franchised properties open and operating as of December 31, 2008.

*Australasia.* The Company conducts direct franchising operations in Australia, Singapore, New Zealand and Papua New Guinea through a wholly owned subsidiary, Choice Hotels Australasia Pty. Ltd. ( CHA ). As of December 31, 2008, CHA had 264 franchised properties open and operating in Australasia.

*Mexico.* During 2004, we established a wholly owned subsidiary Choice Hotels Mexico S. de R.L. de C.V. ( CHM ) to begin direct franchising operations in Mexico. CHM is focused on establishing Clarion, Quality and Comfort brands through conversions of high quality unbranded hotels in Mexico. At December 31, 2008, CHM had 17 properties open and operating.

*Other International Relationships.* We have various master franchise and area representative arrangements in place with local hotel management and franchising companies doing business in China, South America, India, Central America and Japan. In addition, the Company has direct franchise relationships with properties in Malaysia and Lebanon.

The following table summarizes Choice's non-domestic franchise system as of December 31, 2008:

	Comfort	Comfort Suites	Quality	Clarion	Sleep	Econo Lodge	Rodeway	Total
Australia	142	1	66	16				225
Belgium	1							1
Czech Republic	1		1	3				5
France	74		26	3				103
Germany	17		13	3				33
Italy	4		7	5				16
Lebanon			1					1
Malaysia			1					1
Mexico	7		10					17
New Zealand	12		17	4				33
Papua New Guinea	1		4					5
Portugal	5		2	1				8
Singapore			1					1
Spain			1	1				2
Switzerland	5		3					8
United Kingdom	26		41	3				70
<b>Direct Franchise Agreements</b>	<b>295</b>	<b>1</b>	<b>194</b>	<b>39</b>				<b>529</b>
Brazil	13	7	23	1	5			49
Canada*	141	2	69	11	2	45	5	275
China	2	1	1					4
Costa Rica			1	1	1			3
Denmark	6		4	6				16
Dominican Republic			1	1				2
El Salvador	4		1					5
Estonia				1				1
Finland	1		1	1				3
Guatemala				1				1
Honduras				2				2
India*	11		12	1				24
Ireland	1		3	8				12
Japan	41		2		8			51
Norway	12		36	23				71

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Sweden	9	25	29	63				
Master Franchise Agreements	241	10	179	86	16	45	5	582
Total Number of Properties	536	11	373	125	16	45	5	1,111

\* The Company has made equity investments in these master franchisors.

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The following table presents key worldwide system size statistics as of and for the year ended December 31, 2008.

	Open and Operational		Approved for Development			Units	
	Hotels	Rooms	Hotels	Rooms	Additions	Repositionings	Terminations
Comfort	1,998	153,019	206	14,704	130	(20)	(88)
Comfort Suites	552	43,670	285	21,555	66	(2)	(3)
Quality	1,281	123,042	129	10,382	132	18	(79)
Ascend Collection	21	1,353	1	62	1	20	
Clarion	275	37,862	59	7,916	44	(20)	(31)
Sleep Inn	381	28,647	166	11,652	30	(2)	(17)
MainStay Suites	35	2,694	45	4,135	9		(4)
Econo Lodge	861	53,106	55	3,636	64	1	(74)
Rodeway Inn	351	20,554	60	3,334	84	5	(20)
Suburban	60	7,256	41	3,853	8		(2)
Cambria Suites	12	1,323	61	7,876	8		
Flag Hotels							(1)
<b>Totals</b>	<b>5,827</b>	<b>472,526</b>	<b>1,108</b>	<b>89,105</b>	<b>576</b>		<b>(319)</b>

**Franchise Sales**

Brand growth is important to our business model. We have identified key market areas, for certain brands, for hotel development based on supply/demand relationships and our strategic objectives. Development opportunities are typically offered to: (i) existing franchisees; (ii) developers of hotels; (iii) owners of independent hotels and motels; (iv) owners of hotels leaving other franchisors' brands; (v) contractors who construct any of the foregoing; and, (vi) franchisees of non-hotel related products such as restaurants.

The franchise sales organization is structured in three brand specific divisions with both sales managers and franchise sales directors responsible for specific brands. These divisions consist of Cambria Suites, extended stay market brands (MainStay Suites and Suburban Extended Stay Hotels) and core brands (Comfort, Quality, Clarion, Ascend Collection, Sleep, Econo Lodge and Rodeway). Each division employs both sales managers as well as franchise sales directors. Sales managers have geographic oversight over all of the brands in their division to ensure each prospective hotel is placed in the appropriate brand, facilitate teamwork and information sharing amongst the sales directors and provide better service to our potential franchisees. Our franchise sales directors operate in brand specific selling teams to leverage their brand expertise to enhance product consistency and deal flow. The structure of this organization supports the Company's efforts to leverage its core strengths in order to take advantage of opportunities for further growth and integrate our brands and strategies to allow our brand teams to focus on understanding, anticipating and meeting the unique needs of key customer segments. Franchise sales efforts emphasize the benefits of affiliating with one of our brands, our commitment to improving hotel profitability, our traditional (television, radio and print) and on-line brand advertising campaigns, our central reservation system, our training and support systems (including our proprietary property management systems) and our history of growth and profitability.

During 2008, Choice received 1,115 applications for new franchise agreements (not including relicensings of existing agreements) compared to 1,267 in 2007. These applications resulted in the execution of 698 new domestic franchise agreements in 2008, compared to 770 in 2007. An application received does not always result in an executed franchise agreement during the year received or at all due to various factors, such as financing and agreement on contractual terms. Based on the uncertainty around the current economic and credit market conditions and the reduced volume of franchise applications received by the Company in the fourth quarter of 2008, we expect the number of applications received and therefore the number of new franchise agreements executed to again decline in 2009. We believe this trend is likely to continue while the lodging industry

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experiences negative operating conditions and the availability of hotel financing continues to be limited. During prior lodging industry downturns, the Company has experienced an increase in the number of new domestic franchise agreements from conversion hotels. While the Company believes that a greater percentage of its new contracts will result from conversion hotel agreements, the length and breadth of the current economic crisis and the disruption of the credit markets could result in fewer conversion and new construction hotel contracts in the future. Our objective is to continue to grow our portfolio by continuing to sell our existing brands, creating extensions of our existing brands and introducing new brands within the various lodging chain categories.

Because retention of existing franchisees is important to our growth strategy, we have a formal impact policy. This policy offers existing franchisees protection from the opening of a same-brand property within a specified distance, depending upon the market in which the property is located.

### ***Investment, Financing and Guaranty Franchisee Support***

During 2008, our Board of Directors authorized us to enter into programs which permit us to offer investment, financing and guaranty support to qualified franchisees to incent multi-unit franchise development in top markets, primarily for the Company's Cambria Suites and extended stay brands. We expect to opportunistically deploy this capital over the next several years. Our annual investment in these programs will be dependent on market and other conditions. As the economic conditions and credit markets improve and hotel development accelerates, the Company expects to deploy this capital in an effort to accelerate the development of the Cambria Suites and extended stay brands.

### ***Franchise Agreements***

Our standard domestic franchise agreements grant franchisees the non-exclusive right to use certain of our trademarks and receive other benefits of our franchise system to facilitate the operation of their franchised hotel at a specified location. Each of our standard domestic franchise agreements is 20 years in duration (excluding contracts for Suburban Extended Stay Hotel branded hotels and beginning in 2008 Comfort branded hotels which run for 10 years), with certain rights for each of the franchisor and franchisee to terminate their franchise agreement, such as upon designated anniversaries of the agreement, before the 20<sup>th</sup> (or 10<sup>th</sup>, as applicable) year.

The Company may also enter into master development agreements with developers that grant limited exclusive development rights in geographical areas and preferential franchise agreement terms for one-time, non-refundable fees. These agreements typically grant developers exclusivity in various markets and favorable franchise agreement terms provided that they adhere to an agreed upon development schedule.

Either party to our standard domestic franchise agreement can terminate the agreement prior to the conclusion of the agreement's term under certain circumstances, such as upon designated anniversaries of the agreement. Early termination options give us flexibility in eliminating or re-branding properties, if they become weak performers for reasons other than contractual failure by the franchisee. We also have the right to terminate a franchise agreement if a franchisee fails to bring the property into compliance with contractual or quality standards within specified periods of time. The franchise agreements also typically contain liquidated damage provisions resulting from a franchisee's termination of the franchise agreement outside the designated anniversaries. Master franchise agreements typically contain provisions permitting us to terminate the agreement for failure to meet a specified development schedule.

When the responsibility for development is transferred to an international master franchisee, that party has the responsibility to sell to local franchisees our brands and the master franchisee generally must manage the delivery of necessary services (such as certain training, quality assurance, reservations and marketing) to support the franchised hotels in the master franchise area. The master franchisee collects the fees paid by the local franchisee and remits an agreed share to us. Master franchise agreements generally have a term of at least 10 years. We have only entered into master franchise agreements with respect to franchised hotels outside the United States.

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In both 2008 and 2007, we retained 96% of franchisees which were in our domestic system in the previous year.

Franchise agreements are individually negotiated and vary among the different Choice brands and franchises, but generally are competitive with the industry average within their market group. Franchise fees usually have three primary components: an initial, one-time affiliation fee; a royalty fee; and a marketing and reservation fee. In prior years, the Company's standard franchise agreements contained a separate marketing and reservation fee for the Cambria Suites, Comfort, Quality, Clarion and Sleep Inn brands. The Company has combined these two fees into one System Fee which is used exclusively to fund both the Company's marketing and reservation activities that support all of the Choice brands.

Our standard franchise fees are as follows:

**QUOTED FEES BY BRAND AS OF DECEMBER 31, 2008**

Brand	Initial Fee Per Room/Minimum	Royalty Fees	Combined Marketing and Reservation System Fee
Cambria Suites	\$ 500/\$60,000	5.00%	4.00%
Comfort Inn	\$ 500/\$50,000	5.65%	3.85%
Comfort Suites	\$ 500/\$50,000	5.65%	3.85%
Quality Inn	\$ 300/\$35,000	4.65%	3.85%
Quality Suites	\$ 300/\$50,000	4.65%	3.85%
Ascend Collection	(1)	4.00%	2.50%
Clarion	\$ 300/\$40,000	4.25%	3.25%
Sleep Inn	\$ 250/\$25,000	4.65%	3.85%
MainStay Suites	\$ 300/\$30,000	5.00%	2.50%
Econo Lodge	\$ 250/\$25,000	4.50%	3.50%
Rodeway Inn	(2)	(3)	(4)
Suburban Extended Stay Hotel	\$ 225/\$30,000	5.00%	2.50%

(1) Initial fee is \$30,000 for properties with up to 80 rooms. Additional \$375 per room fee for each room over 80 rooms.

(2) Initial fee of \$10,000 for properties with up to 80 rooms. Additional \$125 per room fee for each room over 80 rooms.

(3) Royalty rate is \$25.00 per room per month.

(4) Combined marketing and reservation fees are \$15.00 per room per month.

**Franchise Operations**

Our operations are designed to improve RevPAR and lower operating and development costs for our franchisees, as these are the measures of performance that most directly impact franchisee profitability. We believe that by helping our franchisees to become more profitable we will enhance our ability to both retain our existing franchisees and attract new franchisees. The key aspects of our franchise operations are:

*Central Reservation System (CRS)*. On average, approximately one-third of the gross room revenue booked at franchised properties is reserved through our central reservation system, which consists of our toll-free telephone reservation system, our proprietary internet site, interfaces with global distribution systems, and other internet reservations sites. Our reservation system consists of a computer reservation system, three reservation centers in North America and several international reservation centers. Reservation agents trained on the reservation system can match each caller with a Choice-branded hotel meeting the caller's needs. Our CRS provides a data link to our franchised properties as well as to airline reservation systems such as Amadeus, Galileo, SABRE and Worldspan that facilitate the reservation process for travel agents. We also offer our rooms for sale on our own proprietary internet site ([www.choicehotels.com](http://www.choicehotels.com)) as well as those of other travel companies.



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We have also initiated a call forwarding program through which our franchisees can leverage our central reservation system capabilities by forwarding reservation calls received directly by the property to one of our reservation centers. Typically, this reduces the hotel's front desk staffing needs, improves customer service and results in a higher average daily rate than reservations booked directly through the property.

We continue to implement our integrated reservation strategy to improve reservations delivery, reduce franchisee costs and improve franchisee satisfaction by enhancing our website, choicehotels.com, and selectively distributing our inventory with third parties that can drive additional business to the Company and its brands. We have established agreements with key third party travel intermediaries to gain additional distribution points. These agreements typically offer our brands preferred placement on these third party sites at reduced transaction fees. We also continue to educate our individual franchisees about the unfavorable impact to their business of contracting with sites with which we do not have preferred agreements. We currently have agreements with many but not all major online third party sites.

*Property Management Systems.* Our proprietary property and yield management systems, Profit Manager by Choice Hotels and ChoiceADVANTAGE®, are designed to help franchisees maximize profitability and compete more effectively by managing their rooms inventory, rates and reservations. These systems synchronize each hotel's inventory with our system, giving our reservation sales agents last room sell capabilities at every hotel. These systems include a revenue management feature that calculates and suggests optimum rates based on each hotel's past performance and projected occupancy. These tools are critical to business delivery and yield improvement as they facilitate a franchisee's ability to effectively manage hotel operations, determine appropriate rates, drive occupancy and participate in our marketing programs. The Profit Manager system is used primarily by our existing domestic non-economy brand franchises and ChoiceADVANTAGE is utilized primarily by our economy brand franchises and all new midscale branded properties. The Company is currently in the process of migrating all franchised hotels from the Profit Manager system to the web-based hotel property management system, ChoiceADVANTAGE. As a pure web-based solution, the ChoiceADVANTAGE system allows franchisees greater flexibility in hardware choices and reduces each hotel's investment in on-site computer equipment resulting in a lower total cost of ownership for property management systems. This process is expected to be completed over the next several years.

*Brand Name Marketing and Advertising.* Our marketing and advertising programs are designed to heighten consumer awareness and preference for our brands as offering the greatest value and convenience in the lodging categories in which we compete. Marketing and advertising efforts include national television, internet and radio advertising, on-line advertising, print advertising in consumer and trade media and promotional events, including joint marketing promotions with qualified vendors and corporate partners.

Numerous marketing and sales programs are conducted which target specific groups, including business travelers, senior citizens, automobile club members, families, government and military employees, and meeting planners. Other marketing efforts include domestic and international trade show programs, publication of group and tour rate directories, direct-mail programs, electronic direct marketing e-mail programs, centralized commissions for travel agents, fly-drive programs in conjunction with major airlines, and an annual publication of a travel and vacation directory.

Since 1998, we have operated a loyalty program called Choice Privileges, to attract and retain travelers by rewarding frequent stays with points towards free hotel stays and other rewards. From 1998 through 2007, the Choice Privileges program only included our midscale brands (Comfort, Clarion, Quality, Sleep, MainStay Suites and Suburban Extended Stay Hotel). From 2001 through the end of 2007, we operated a similar loyalty program called EASY CHOICE® for our Econo Lodge and Rodeway Inn brands. The EASY CHOICE program was a stamp redemption program and had no membership requirement to participate. Choice Privileges and EASY CHOICE participants earned points/stamps redeemable for free stays in Choice brand properties. The Company also offered guests the ability to earn airline miles for qualifying stays redeemable for flights with various airline partners as well as redeem points for gift certificates at participating retailers such as Wal-Mart. These programs allow us to conduct lower cost, more targeted marketing campaigns to our consumers. During 2007, the

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Company announced that effective January 1, 2008 the Choice Privileges program would begin to include the Econo Lodge and Rodeway Inn brands. As of January 1, 2008, EA\$Y CHOICE stamps were no longer distributed and members were given until March 31, 2008 to redeem their stamps or convert them into Choice Privileges points. As of the second quarter of 2008, the Choice Privileges program included all of our mid-scale brands and the Econo Lodge and Rodeway Inn brands and, as of December 31, 2008, the program had approximately 7.2 million members.

Marketing and advertising programs are directed by our marketing department, which utilizes the services of independent advertising agencies. We also employ home-based sales personnel geographically located across the United States using personal sales calls, telemarketing and other techniques to target specific customer groups, such as potential corporate clients in areas where our franchised hotels are located, the motor coach market, and meeting planners.

Our field based brand performance consultants work with franchisees to maximize RevPAR. These coordinators advise franchisees on topics such as marketing their hotels, improving quality and maximizing the benefits offered by the Choice reservations system.

*Quality Assurance Programs.* Consistent quality standards are critical to the success of a hotel franchise. We have established quality standards for all of our franchised brands that cover housekeeping, maintenance, brand identification and minimum service offerings. We inspect properties for compliance with our quality standards when application is made for admission to the franchise system. The compliance of existing franchisees with quality standards is monitored through scheduled and unannounced quality assurance reviews conducted periodically at each property. Properties that fail to maintain a minimum score are reinspected on a more frequent basis until deficiencies are cured, or until such properties are terminated. To encourage compliance with quality standards, various brand-specific incentives and awards are used to reward franchisees that maintain consistent quality standards. We identify franchisees whose properties operate below minimum quality standards and assist them in complying with brand specifications. Franchisees who fail to improve on identified quality matters may be subject to consequences ranging from written warnings to termination of the franchisee's franchise agreement.

*Training.* We maintain a training department that conducts mandatory training programs for all franchisees and their employees. Regularly scheduled regional and national training meetings are also conducted for both property-level staff and managers. Training programs teach franchisees how to best use the Choice reservation system and marketing programs and certain fundamental hotel processes.

Training is conducted by a variety of methods, including group instruction seminars and on-line programs. We have also developed an interactive computer-based training system that will train hotel employees at their own pace.

*Opening Services.* We maintain an opening services department with field based employees who ensure that incoming hotels meet or exceed brand standards and to ensure that each incoming hotel opens successfully. We also maintain a design and construction department to assist franchisees in refurbishing, renovating, or constructing their properties prior to or after joining the system. Department personnel assist franchisees in meeting our brand specifications by providing technical expertise and cost-savings suggestions.

## ***Competition***

Competition among franchise lodging chains is intense in attracting potential franchisees, retaining existing franchisees and generating reservations for franchisees. Franchise contracts are typically long-term in nature, but most allow the hotel owner to opt-out of the agreement at mutually agreed upon anniversary dates.

We believe that hotel operators choose lodging franchisors based primarily on the value and quality of each franchisor's brand(s) and services and the extent to which affiliation with that franchisor may increase the franchisee's reservations and profits. We also believe that hotel operators select a franchisor in part based on the franchisor's reputation among other franchisees and the success of its existing franchisees.

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Since our franchise system revenues are based on franchisees' gross room revenues, our prospects for growth are largely dependent upon the ability of our franchisees to compete in the lodging market, our ability to convert competitor franchises and independent hotels to our brands and the ability of existing and potential franchisees to obtain financing to construct new hotels.

The ability of a hotel to compete may be affected by a number of factors, including the location and quality of the property, the number and quality of competing lodging facilities nearby, its affiliation with a recognized name brand and general regional and local economic conditions. We believe the effect of local economic conditions on our results is substantially reduced by the geographic diversity of our franchised properties, which are located in 49 states, the District of Columbia and over 30 countries and territories outside the United States, as well as our range of products and room rates.

We believe that our focus on core business strategies, combined with our financial strength, geographic diversity, and size, scale and distribution will enable us to remain competitive.

### ***Service Marks and Other Intellectual Property***

The service marks Choice Hotels International, Comfort Inn, Comfort Suites, Quality, Clarion, Sleep Inn, Econo Lodge, Rodeway Inn, MainStay Suites, Cambria Suites, Suburban Extended Stay Hotel, Ascend Collection, Choice Privileges and related marks and logos are material to our business. We, directly and through our franchisees, actively use these marks. All of the material marks are registered with the United States Patent and Trademark Office. In addition, we have registered certain of our marks with the appropriate governmental agencies in over 100 countries where we are doing business or anticipate doing business in the foreseeable future. We seek to protect our brands and marks throughout the world, although the strength of legal protection available varies from country to country. Depending on the jurisdiction, trademarks and other registered marks are valid as long as they are in use and/or their registrations are properly maintained and they have not been found to have become generic.

### ***Seasonality***

The hotel industry is seasonal in nature. For most hotels, demand is lower in December through March than during the remainder of the year. Our principal source of revenues is franchise fees based on the gross room revenues of our franchised properties. The Company's franchise fee revenues and operating income reflect the industry's seasonality and historically have been lower in the first quarter than in the second, third or fourth quarters.

### ***Regulation***

The Federal Trade Commission (the "FTC"), various states and certain other foreign jurisdictions (including Australia, France, Germany, Canada, and Mexico) regulate the sale of franchises. The FTC requires franchisors to make extensive disclosure to prospective franchisees but does not require registration. A number of states in which our franchises operate require registration or disclosure in connection with franchise offers and sales. In addition, several states have franchise relationship laws or business opportunity laws that limit the ability of the franchisor to terminate franchise agreements or to withhold consent to the renewal or transfer of these agreements. While our franchising operations have not been materially adversely affected by such regulations, we cannot predict the effect of future regulation or legislation.

Our franchisees are responsible for compliance with all laws and government regulations applicable to the hotels they own or operate. The lodging industry is subject to numerous federal, state and local government regulations, including those relating to the preparation and sale of food and beverage (such as health and liquor license laws), building and zoning requirements and laws governing employee relations, including minimum wage requirements, overtime, working conditions and work permit requirements.

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### ***Impact of Inflation and Other External Factors***

Franchise fees can be impacted by external factors including, in particular, the supply of hotel rooms within the lodging industry relative to the demand for rooms by travelers and inflation.

We expect to benefit in the form of increased franchise fees from future growth in consumer demand for hotel rooms as well as in the supply of hotel rooms, which do not result in excess lodging industry capacity. However, a prolonged decline in demand for hotel rooms would negatively impact our business.

Although we believe that increases in the rate of inflation will generally result in comparable increases in hotel room rates, severe inflation could contribute to a slowing of the national economy. Such a slowdown could result in reduced travel by both business and leisure travelers, potentially resulting in less demand for hotel rooms, which could result in a reduction in room rates and fewer room reservations, negatively impacting our revenues. A weak economy could also reduce demand for new hotels, negatively impacting the franchise fees received by us.

Among other unpredictable external factors, which may negatively impact us, are wars, acts of terrorism, airline strikes, gasoline shortages, severe weather and the risks described below under the Item 1A. Risk Factors.

### ***Employees***

We employed approximately 1,789 people domestically as of February 16, 2009. None of our employees are represented by unions or covered by collective bargaining agreements. We consider our relations with our employees to be good.

### **Item 1A. Risk Factors.**

Choice Hotels International, Inc. and its subsidiaries are subject to various risks, which could have a negative effect on the Company and its financial condition. These risks could cause actual operating results to differ from those expressed in certain forward looking statements contained in this Form 10-K as well as in other Company communications. Before you invest in our securities you should carefully consider these risk factors together with all other information included in our publicly filed documents.

#### ***We are subject to the operating risks common in the lodging and franchising industries.***

A significant portion of our revenue is derived from fees based on room revenues at hotels franchised under our brands. As such, our business is subject, directly or through our franchisees, to the following risks common in the lodging and franchising industry, among others:

changes in the number of hotels operating under franchised brands;

changes in the relative mix of franchised hotels in the various lodging industry price categories;

changes in occupancy and room rates achieved by hotels;

desirability of hotel geographic location;

changes in general and local economic and market conditions, which can adversely affect the level of business and leisure travel, and therefore the demand for lodging and related services;

increases in costs due to inflation may not be able to be totally offset by increases in room rates;

conversely, if the economy experiences deflation, which is defined as a persistent decline in the general price level of goods and services, franchisees may be required to lower their room rates which would result in lower revenues to the Company. In addition, there is no guarantee that the Company could reduce its costs at the same pace as revenue declined leading to a reduction in operating profits;

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over-building in one or more sectors of the hotel industry and/or in one or more geographic regions, could lead to excess supply compared to demand, and to decreases in hotel occupancy and/or room rates;

the availability and cost of capital to allow hotel owners and developers to fund investments;

changes in travel patterns;

changes in governmental regulations that influence or determine wages, prices or construction costs;

other unpredictable external factors, such as acts of God, war, terrorist attacks, epidemics, airline strikes, transportation and fuel price increases and severe weather, may reduce business and leisure travel;

increases in the cost of human capital, energy, healthcare, insurance and other operating expenses resulting in lower operating margins;

the financial condition of franchisees and travel related companies;

franchisors' ability to develop and maintain positive relations with current and potential franchisees; and

changes in exchange rates or sustained recessionary periods in the U.S. (affecting domestic travel) and internationally could also unfavorably impact future results.

***The current general economic recession and the slowdown in the lodging industry may impact our financial results and growth.***

The present economic recession and the uncertainty over its depth and duration is expected to have a negative impact on the lodging industry. There is a general consensus among economists that the economies of the U.S., Europe and much of the rest of the world are in a recession, and we are experiencing reduced demand for the hotel rooms of our franchisees. Accordingly, our financial results have been impacted by the economic slowdown and we expect that our future financial results and growth will be further harmed while the recession continues.

***Continuing economic and credit market conditions may result in a reduction in the number of new franchise agreements.***

Based on the uncertainty around the current economic and credit market conditions and the reduced volume of franchise applications received by us in the fourth quarter of 2008, we expect the number of applications received and therefore the number of new franchise agreements executed to again decline in 2009. We believe this trend is likely to continue while the lodging industry experiences negative operating conditions and the availability of hotel financing continues to be limited. During prior lodging industry down turns, we have experienced an increase in the number of new domestic franchise agreements from conversion hotels. While we believe that a greater percentage of new contracts will result from conversion hotel agreements, the length and breadth of the current economic crisis and the disruption of the credit markets could result in fewer conversion and new construction hotel contracts in the future. This trend could have a material adverse affect on our financial results.

***New branded hotel products that we have launched or may launch in the future may not be successful.***

We have recently and may in the future launch additional branded hotel products. We cannot assure that these brands will be accepted by hotel owners, potential franchisees or the traveling public, that we will recover the costs incurred in developing these brands or that the brands will be successful.



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### ***We are subject to risks relating to acts of God, terrorist activity, epidemics and war.***

Our financial and operating performance may be adversely affected by acts of God, such as natural disasters and/or epidemics, terrorist activities and acts of war affecting locations where we have a high concentration of franchisees and areas of the world from which our franchisees draw a large number of guests. Some types of losses, such as from terrorism and acts of war may be either uninsurable or too expensive to justify insuring against. Should an uninsured loss or a loss in excess of insured limits occur, our results of operations and financial condition may be adversely affected.

### ***We may not grow our franchise system or we may lose business by failing to compete effectively.***

Our operational and growth prospects depend on the strength and desirability of our brands. We believe that hotel operators choose lodging franchisors based primarily on the value and quality of each franchisor's brand and services, the extent to which affiliation with that franchisor may increase the hotel operator's reservations and profits, and the franchise fees charged. Demographic, economic or other changes in markets may adversely affect the desirability of our brands and, correspondingly, the number of hotels franchised under the Choice brands.

We compete with other lodging companies for franchisees. As a result, the terms of new franchise agreements may not be as favorable as our current franchise agreements. This competition may reduce or change fee structures, or make greater use of financial incentives such as loans and guarantees to acquire franchisees. This may potentially cause us to respond by charging lower fees or increasing our use of financial incentives, which may impact our margins. New competition may emerge using different business models with a lesser reliance on franchise fees. In addition, an excess supply of hotel rooms or unfavorable borrowing conditions may discourage potential franchisees from constructing new hotels, thereby limiting a source of growth of the franchise fees received by us.

In addition, each of our hotel brands competes with major hotel chains in national and international markets and with independent companies in regional markets. Our ability to remain competitive and to attract and retain business and leisure travelers depends on our success in distinguishing our products and services from those offered by our competitors. If we are unable to compete successfully in these areas, this could adversely affect our market share and our results of operations.

### ***We may not achieve our objectives for growth in the number of franchised hotels.***

The number of properties and rooms franchised under our brands significantly affects our results. There can be no assurance that we will be successful in achieving our objectives with respect to growing the number of franchised hotels in our system or that we will be able to attract qualified franchisees. The growth in the number of franchised hotels is subject to numerous risks, many of which are beyond the control of our franchisees or us. Among other risks, the following factors affect our ability to achieve growth in the number of franchised hotels:

the ability of our franchisees to open and operate additional hotels profitably. Factors affecting the opening of new hotels, or the conversion of existing hotels to a Choice brand, include, among others:

the availability of hotel management, staff and other personnel;

the cost and availability of suitable hotel locations;

the availability and cost of capital to allow hotel owners and developers to fund investments;

cost effective and timely construction of hotels (which construction can be delayed due to, among other reasons, labor and materials availability, labor disputes, local zoning and licensing matters, and weather conditions); and

securing required governmental permits.





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our ability to continue to enhance our reservation, operational and service delivery systems to support additional franchisees in a timely, cost-effective manner;

our formal impact policy, which offers franchisees protection from the opening of a same-brand property within a specified distance, may adversely impact our growth potential;

the effectiveness and efficiency of our development organization;

our failure to introduce new brands that gain market acceptance, may adversely impact our unit growth potential;

our dependence on our independent franchisees' skills and access to financial resources necessary to open the desired number of hotels; and

our ability to attract and retain qualified domestic and international franchisees.

***Contract terms for new hotel franchises may be less favorable.***

The terms of the franchise agreements for new or conversion hotels are influenced by contract terms offered by our competitors at the time these agreements are entered into. Accordingly, we cannot assure you that contracts for new hotel franchises entered into or renewed in the future will be on terms that are as favorable to us as those under our existing agreements.

***Under certain circumstances our franchisees may terminate our franchise contracts.***

We franchise hotels to third parties pursuant to franchise agreements. These agreements may be terminated, renegotiated or expire but typically have an initial term of either 10 or 20 years. These agreements also contain provisions permitting the franchisee to terminate their agreement after five, ten or fifteen years under certain circumstances and depending on the particular hotel brand that is licensed to the franchisee. While our franchise agreements provide for liquidated damages to be paid to us by franchisees whose agreements have been terminated as the result of a violation of the provisions of the agreement, these damage amounts are typically less than the fees we would have received if the terminated franchisee fulfilled its contractual obligations. In addition, there can be no assurance that we will be able to replace expired or terminated franchise agreements, or that the provisions of renegotiated or new agreements will be as favorable as the provisions that existed before such expiration, replacement or renegotiation.

***Deterioration in the general financial condition of our franchisees may adversely affect our results.***

Our operating results are impacted by the ability of our franchisees to generate revenues at properties they franchise from us. An extended period of occupancy or room rate declines may adversely affect the operating results and financial condition of our franchisees.

The hotel industry is highly competitive. Competition is based primarily on the level of service, quality of accommodations, convenience of locations and room rates. Our franchisees compete for guests with other hotel properties in their geographic markets. Some of their competitors may have substantially greater marketing and financial resources than our franchisees, and they may construct new facilities or improve their existing facilities, reduce their prices or expand and improve their marketing programs in ways that adversely affect our franchisees' operating results and financial condition.

These factors, among others, could adversely affect the operating results and financial condition of our franchisees and result in declines in the number of franchised properties and/or franchise fees and other revenues derived from our franchising business. In addition, at times, the Company provides financial support to our franchisees via notes and guarantees. Factors that may adversely affect the operating results and financial condition of these franchisees may result in the Company incurring losses related to this financial support.



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### ***Increasing use of internet reservation channels may decrease loyalty to our brands or otherwise adversely affect us.***

A significant percentage of hotel rooms are booked through internet travel intermediaries. If such bookings increase, these intermediaries may be able to obtain higher commissions, reduced room rates or other significant contract concessions from our franchisees or us. Moreover, some of these internet travel intermediaries are attempting to commoditize hotel rooms, by increasing the importance of price and general indicators of quality at the expense of brand identification. These intermediaries hope that consumers will eventually develop brand loyalties to their reservations systems rather than to our lodging brands. If this happens our business and profitability may be significantly harmed. We have established agreements with many key third party websites to limit transaction fees for hotels but we currently do not have agreements with several large internet travel intermediaries.

### ***We are dependent upon our employees' ability to manage our growth.***

Our future success and our ability to manage future growth depend in large part upon the efforts and skills of our senior management and our ability to attract and retain key officers and other highly qualified personnel. Competition for such personnel is intense. There can be no assurance that we will continue to be successful in attracting and retaining qualified personnel. Accordingly, there can be no assurance that our senior management will be able to successfully execute and implement our growth and operating strategies.

### ***We and our franchisees are reliant upon technology.***

The lodging industry depends upon the use of sophisticated technology and systems including technology utilized for reservation systems, property management, procurement, operation of our customer loyalty programs and administrative systems. The operation of many of these systems is dependent upon third party data communication networks and software upgrades, maintenance and support. These technologies can be expected to require refinements and there is the risk that advanced new technologies will be introduced. There can be no assurance that as various systems and technologies become outdated or new technology is required we will be able to replace or introduce them as quickly as our competitors or within budgeted costs for such technology.

There can be no assurance that we will achieve the benefits that may have been anticipated from any new technology or system. Further, there can be no assurance that disruptions of the operation of these systems will not occur as a result of failures related to our internal or third party systems and support.

### ***Our international operations are subject to special political and monetary risks.***

We have franchised properties open and operating in over 30 countries and territories outside of the United States. We also have investments in foreign hotel franchisors. International operations generally are subject to political and other risks that are not present in U.S. operations. In certain countries, these risks include the risk of war or civil unrest, expropriation and nationalization. In addition, the laws of some international jurisdictions do not adequately protect our intellectual property and restrict the repatriation of non-U.S. earnings. Various international jurisdictions also have laws limiting the right and ability of non-U.S. entities to pay dividends and remit earnings to affiliated companies unless specified conditions have been met. In addition, revenues from international jurisdictions typically are earned in local currencies, which subjects us to risks associated with currency fluctuations. Currency devaluations and unfavorable changes in international monetary and tax policies could have a material adverse effect on our profitability and financing plans, as could other changes in the international regulatory climate and international economic conditions.

### ***We are subject to certain risks related to our indebtedness.***

As a result of our debt obligations, we are subject to the following risks, among others:

the risk that cash flows from operations or available lines of credit will be insufficient to meet required payments of principal and interest when due;

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the risk that (to the extent we maintain floating rate indebtedness) interest rates increase;

our leverage may adversely affect our ability to obtain additional financing for acquisitions, working capital, capital expenditures or other purposes, if required;

the availability and cost of capital may limit our ability to refinance our existing revolving debt obligations; and

our existing debt agreements contain covenants that limit our ability to, among other things, borrow additional money, sell assets or engage in mergers. If we do not comply with these covenants, or do not repay our debt on time, we would be in default under our debt agreements. Unless any such default is waived by our lenders, the debt could become immediately payable and this would have a material adverse impact on us.

While we currently maintain an investment grade credit rating by both of the major rating agencies, there can be no assurance we will be able to maintain this rating. In the event of a downgrade in our credit rating, we would likely incur higher borrowing costs.

### ***Anti-takeover provisions may prevent a change in control.***

Our restated certificate of incorporation, the staggered terms of our board of directors and the Delaware General Corporation Law each contain provisions that could have the effect of making it more difficult for a party to acquire, and may discourage a party from attempting to acquire control of our Company without approval of our board of directors. These provisions could discourage tender offers or other bids for our common stock at a premium over market price.

### ***The concentration of share ownership may influence the outcome of certain matters.***

The concentration of share ownership by our directors and affiliates allows them to substantially influence the outcome of matters requiring shareholder approval. As a result, acting together, they may be able to control or substantially influence the outcome of matters requiring approval by our shareholders, including the elections of directors and approval of significant corporate transactions, such as equity compensation plans.

### ***Government regulation could impact our business.***

The Federal Trade Commission (the "FTC"), various states and certain foreign jurisdictions where we market franchises regulate the sale of franchises. The FTC requires franchisors to make extensive disclosure to prospective franchisees but does not require registration. A number of states in which our franchisees operate require registration or disclosure in connection with franchise offers and sales. In addition, several states in which our franchisees operate have franchise relationship laws or business opportunity laws that limit the ability of the franchisor to terminate franchise agreements or to withhold consent to the renewal or transfer of these agreements. While our business has not been materially affected by such regulation, there can be no assurance that this will continue or that future regulation or legislation will not have such an effect.

### ***Failure to comply with the Sarbanes-Oxley Act could impact our business.***

There can be no assurance that the periodic evaluation of our internal controls required by the Sarbanes-Oxley Act will not result in the identification of significant deficiencies or material weaknesses in our internal controls or that our auditors will be able to attest to the effectiveness of our internal control over financial reporting. Failure to comply may have consequences on our business including, but not limited to, increased risks of financial statement misstatements, SEC sanctions and negative capital market reactions.

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### ***We are subject to certain risks related to litigation filed by or against us.***

We cannot predict with certainty the cost of defense, the cost of prosecution or the ultimate outcome of litigation filed by or against us, including, remedies or damage awards. This litigation may include, but is not limited to, actions or negligence by franchisees outside of our control. We are not liable for the actions of our franchisees; however, there is no guarantee that we would be insulated from liability in all cases, especially if there are changes in current interpretations of law.

### ***Disruption or malfunction in our information systems could adversely affect our business.***

Our information technology systems are vulnerable to damage or interruption from:

earthquakes, fires, floods and other natural disasters;

power losses, computer systems failures, internet and telecommunications or data network failures, operator negligence, improper operation by or supervision of employees, physical and electronic losses of data and similar events; and

computer viruses, penetration by individuals seeking to disrupt operations or misappropriate information and other breaches of security.

We rely on our systems to perform functions critical to our ability to operate, including our central reservation systems. Accordingly, an extended interruption in the systems' function could significantly curtail, directly and indirectly, our ability to conduct our business and generate revenue.

### ***The weakening of our intellectual property could impact our business.***

Our intellectual property is fundamental to our brands and our franchising business. We generate, maintain, license and enforce a substantial portfolio of trademarks and other intellectual property rights. We use our intellectual property rights to protect development activities, to protect our good name, to promote our brand name recognition, to enhance our competitiveness and to otherwise support our business goals and objectives. Our intellectual property rights, however, may be challenged, cancelled, invalidated or circumvented, or may fail to provide us with significant competitive advantages.

### ***Failure to maintain the integrity of internal or customer data could result in faulty business decisions, damage of reputation and/or subject us to costs, fines or lawsuits.***

Our business requires the collection and retention of large volumes of internal and customer data, including credit card numbers and other personally identifiable information of our customers as they are entered into, processed by, summarized by, and reported by our various information systems. We also maintain personally identifiable information about our employees. The integrity and protection of that customer, employee, and company data is critical to us. If that data is not accurate or complete we could make faulty decisions. Our customers also have a high expectation that we will adequately protect their personal information, and the regulatory environment surrounding information security and privacy is increasingly demanding, both in the U.S. and in the international jurisdictions in which we operate. A theft, loss or fraudulent use of customer, employee or company data could adversely impact our reputation and could result in remedial and other expenses, fines and litigation.

### ***Instability in the credit markets may impact the ability of our franchisees to expand or construct new locations.***

One aspect of our growth strategy is the ability of our franchisees to expand or open new franchises and to operate those franchises on a profitable basis. Delays or failures in opening new locations could materially and adversely affect our planned growth. In recent months, the credit markets have experienced instability, resulting in declining real estate values, credit and liquidity concerns and increased loan default rates. Many lenders have



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subsequently reduced their willingness to make new loans and have tightened their credit requirements. Many of our franchisees depend on the availability of financing to expand and or renovate existing locations or construct and open new hotels. If our franchisees experience difficulty in obtaining adequate financing for these purposes, our growth strategy and franchise revenues may be adversely affected.

*Development activities that involve our co-investment or financing and guaranty support for third parties may result in exposure to losses.*

As a result of our program to make financial support available to multi-unit developers in the form of loans, credit support such as guarantees, and equity investment, we are subject to investment and credit risks that we would not otherwise be exposed to as a franchisor. In particular, when we make loans to franchisees, agree to provide loan guarantees for the benefit of franchisees, or make equity investments in franchisees, we are subject to all generally applicable credit and investment risks, such as (1) construction delays, cost overruns, or acts of God such as earthquakes, hurricanes, floods or fires that may increase overall project costs or result in project cancellations; (2) the possibility that developers could become bankrupt or otherwise lack the financial resources to meet their obligations, or could have or develop business interests, policies or objectives that are inconsistent with ours; and (3) that the conditions within capital markets may limit the ability of franchisees to raise additional debt or equity that may be required for completion of projects. In addition to general credit and capital market risks, we face specific risks stemming from our ability to assess the existing and future financial strength of the franchisee and its principals, the development/construction abilities of the franchisee, the expected performance of the hotel in light of the forecasted general, regional and market-specific economic climate, and the ability to negotiate for, value, and if necessary collect security for our loans or obligations. Although we actively seek to minimize such risks before providing financial support, if we do not accurately assess these risks, our assumptions used to make these estimates prove inaccurate, or situations in the credit market or hospitality industry change in a manner we did not anticipate, our loans and investments may become impaired and/or we may be required to make payment under guarantees we have issued. In such instances, there is no assurance that we will be able to recover any or all of such impaired or paid amounts, in which case we will experience losses which could be material.

### **Item 1B. Unresolved Staff Comments.**

None.

### **Item 2. Properties.**

Our principal executive offices are located at 10750 Columbia Pike, Silver Spring, MD 20901. The offices are leased from a third party. We own our reservation and property systems information technology office in Phoenix, AZ, and reservation centers in Minot, ND and Grand Junction, CO. We also lease office space in Phoenix, AZ, Bethesda, MD, Chevy Chase, MD, Australia, England, Canada, Germany, France and Mexico. Management believes that the Company's existing properties are sufficient to meet its present needs and does not anticipate any difficulty in securing additional or alternative space, as needed, on terms acceptable to the Company.

We own three MainStay Suites hotels located in Brentwood, TN, Pittsburgh, PA and Greenville, SC.

### **Item 3. Legal Proceedings.**

None.

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

No matters were submitted to a vote of security holders during the fourth quarter of the year ended December 31, 2008.



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### **EXECUTIVE OFFICERS OF CHOICE HOTELS INTERNATIONAL, INC.**

The name, age, title, present principal occupation, business address and other material occupations, positions, offices and employment of each of the executive officers of the Company as of December 31, 2008 are set forth below. The business address of each executive officer is 10750 Columbia Pike, Silver Spring, Maryland 20901

<b>Name</b>	<b>Age</b>	<b>Position</b>
Stewart Bainum, Jr.	62	Chairman of the Board of Directors
Stephen P. Joyce.	49	President and Chief Executive Officer
Charles A. Ledsinger, Jr.	59	Vice Chairman of the Board of Directors
David L. White	40	Senior Vice President , Chief Financial Officer & Treasurer
Bruce N. Haase	48	Executive Vice President, Global Operations
H. Christopher Malone	44	Senior Vice President & Chief Marketing Officer
Sandra K. Michel	51	Senior Vice President, General Counsel & Secretary
Thomas Mirgon	52	Senior Vice President, Human Resources and Administration
Patrick Pacious	43	Senior Vice President, Corporate Development and Strategy
David A. Pepper	41	Senior Vice President, Franchise Development & Emerging Brands
Scott E. Oaksmith	37	Controller

#### **Background of Executive Officers:**

*Stewart Bainum, Jr.* Director from 1977 to 1996 and since 1997. Chairman of the Board of Choice Hotels from March 1987 to November 1996 and since October 1997; Chairman of the Board of Realty Investment Company, Inc. since December 2005; Chairman of the Board of Sunburst Hospitality Corporation since November 1996. He was a director of Manor Care, Inc. from September 1998 to September 2002, serving as Chairman from September 1998 until September 2001. From March 1987 to September 1998, he was Chairman and Chief Executive Officer of Manor Care, Inc. He served as President of Manor Care of America, Inc. and Chief Executive Officer of ManorCare Health Services, Inc. from March 1987 to September 1998, and as Vice Chairman of Manor Care of America, Inc. from June 1982 to March 1987.

*Stephen P. Joyce.* President & Chief Executive Officer since June 2008 and President & Chief Operating Officer from May 2008 until June 2008. Prior to joining the Company, he was employed by Marriott as Executive Vice President, Global Development/Owner and Franchise Services from 2005 until 2008 and Executive Vice President, Owner and Franchise Services/North American Full Service Development from 2003 until 2005.

*Charles A. Ledsinger, Jr.* Vice Chairman and Director of the Company since June 2008. He was Vice Chairman, Chief Executive Officer and Director of the Company from September 2006 through June 2008 and was President, Chief Executive Officer and Director of the Company from August 1998 to September 2006. He was President and Chief Operating Officer of St. Joe Company from February 1998 to August 1998, Senior Vice President and Chief Financial Officer of St. Joe Company from May 1997 to February 1998; Senior Vice President and Chief Financial Officer of Harrah's Entertainment, Inc. from June 1995 to May 1997; and Senior Vice President and Chief Financial Officer of Promus Companies Incorporated from August 1990 to June 1995. He serves as a director of Darden Restaurants and FelCor Lodging Trust, Inc.

*David L. White.* Senior Vice President, Chief Financial Officer & Treasurer since December 2007. He was Chief Financial Officer & Treasurer from September 2006 to December 2007; Vice President, Finance & Controller of Choice from December 2002 to September 2006; and was Vice President, Financial/SEC Reporting from September 2002 to December 2002. He was Senior Manager, Ernst & Young, LLP from May 2002 to September 2002. He was employed by Arthur Andersen LLP as Senior Manager from May 1999 to May 2002, and manager from October 1998 to May 1999. He served as Assistant Controller for the energy marketing division of Statoil Energy, Inc. from May 1997 to September 1998.

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*Bruce N. Haase.* Executive Vice President, Global Operations since March 2008. Mr. Haase was Senior Vice President, Brand Operations & International from July 2007 to March 2008. He was Senior Vice President and Division President, Select Market Brands from January 2007 to July 2007 and was Senior Vice President, International of the Company from October 2000 to January 2007. He was Vice President Finance and Treasurer from April 2000 until October 2000. He was Vice President, Finance and Treasurer of The Ryland Group, Inc., in Columbia, Maryland, from August 1999 until March 2000 and Vice President and Treasurer from October 1995 until August 1999.

*H. Christopher Malone.* Senior Vice President & Chief Marketing Officer since March 2008. Prior to joining the Company, he was employed by Aramark as Senior Vice President, Marketing from 2002 until 2007.

*Sandra K. Michel.* Senior Vice President, General Counsel & Secretary since March 2008. Prior to joining the Company, she was employed by Krispy Kreme Doughnuts, Inc. as Executive Vice President & General Counsel from April 2007 until March 2008. During 2006 through April 2007, she was Senior Counsel to the law firm of Proskauer Rose, LLC in Boca Raton, Florida. She was employed by LaQuinta Corporation as Senior Vice President, General Counsel & Secretary from December 2001 until January 2006.

*Thomas Mirgon.* Senior Vice President, Human Resources and Administration since April 1998. He was Senior Vice President, Human Resources of the Company from March 1997 to April 1998 and of Choice's predecessor company from March 1997 to October 1997; Vice President, Administration of Interim Services from August 1993 to February 1997; and employed by Taco Bell Corp. from January 1986 to August 1993, last serving as Senior Director, Field Human Resources from February 1992 to August 1993.

*Patrick Pacious.* Senior Vice President, Corporate Development and Strategy since December 2007. He was Vice President, Corporate Development and Innovation from May 2006 to December 2007 and was Senior Director of Corporate Strategy from July 2005 to May 2006. Prior to joining the Company, he was employed by Bearingpoint Inc. as a Senior Manager from 2002 until 2005 and Arthur Andersen Business Consulting LLP as a Senior Manager from 1996 until 2002.

*David A. Pepper.* Senior Vice President, Franchise Development & Emerging Brands since July 2007. He was Senior Vice President and Division President Cambria Suites and Extended Stay Market Brands from January 2007 to July 2007 and was Senior Vice President, Franchise Growth and Performance of Choice from December 2005 until January 2007. He was Senior Vice President, Development of Choice from January 2005 until December 2005. He was Vice President, Franchise Sales from June 2002 until January 2005. He was Vice President, Franchise Sales with USFS in Atlanta, Georgia from 1996 through June 2002.

*Scott E. Oaksmith.* Controller of the Company since September 2006. He was Senior Director & Assistant Controller of Choice from February 2004 to September 2006. He was Director, Marketing and Reservations, Finance from October 2002 until February 2004. Prior to joining the Company, he was employed by American Express Tax & Business Services, Inc. from January 1994 to October 2002, last serving as Senior Manager from October 2000 to October 2002.

**Table of Contents****PART II****Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.**

The shares of the Company's common stock are listed and traded on the New York Stock Exchange. The following table sets forth information on the high and low prices of the Company's common stock and cash dividends declared per share for each quarterly period for the two most recently completed years.

**QUARTERLY MARKET PRICE RANGE OF COMMON STOCK AND CASH DIVIDENDS DECLARED**

Quarters Ended	Market Price Per Share		Cash Dividends Declared Per Share
	High	Low	
<b>2007</b>			
March 31,	\$ 44.43	\$ 35.02	\$ 0.15
June 30,	42.03	34.66	0.15
September 30,	43.95	33.72	0.17
December 31,	43.00	33.05	0.17
<b>2008</b>			
March 31,	\$ 37.24	\$ 29.42	\$ 0.17
June 30,	36.40	25.98	0.17
September 30,	34.89	22.76	0.185
December 31,	30.27	18.25	0.185

The Company currently maintains the payment of a quarterly dividend on its common shares outstanding, however, the declaration of future dividends are subject to the discretion of the board of directors. We expect that cash dividends will continue to be paid at a comparable rate in the future, subject to future business performance, economic conditions and changes in the current income tax regulations.

As of February 16, 2009, there were 1,911 holders of record of the Company's common stock.

**ISSUER PURCHASES OF EQUITY SECURITIES**

The following table sets forth purchases of Choice Hotels International, Inc. common stock made by the Company during the twelve months ended December 31, 2008.

Month Ending	Total Number of Shares Purchased or Redeemed	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs <sup>(1),(2)</sup>	Maximum Number of Shares that may yet be Purchased Under the Plans or Programs, End of Period
January 31, 2008	9,810	\$ 30.87		3,192,377
February 29, 2008	34,111	33.51		3,192,377
March 31, 2008				3,192,377
April 30, 2008				3,192,377
May 31, 2008	1,304	33.20		3,192,377
June 30, 2008	534	31.07		3,192,377
July 31, 2008	717	28.40		3,192,377
August 31, 2008				3,192,377
September 30, 2008	1,302	32.43		3,192,377
October 31, 2008	650,201	22.87	650,201	2,542,176
November 30, 2008	1,553,639	25.21	1,553,639	988,537
December 31, 2008	278,113	29.21	24,700	5,963,837 <sup>(3)</sup>
<b>Total</b>	<b>2,529,731</b>	<b>\$ 25.19</b>	<b>2,228,540</b>	<b>5,963,837</b>



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- (1) The Company's share repurchase program was initially approved by the board of directors on June 25, 1998.
- (2) During the year ended December 31, 2008, the Company redeemed 301,191 shares of common stock from employees to satisfy minimum tax-withholding requirements related to the vesting of restricted stock grants. These redemptions were not part of the board repurchase authorization.
- (3) In December 2008, the Company's board of directors authorized an increase under the Company's existing stock repurchase program to allow the Company to acquire up to an additional five million shares of its outstanding common stock.

**STOCKHOLDER RETURN PERFORMANCE**

The graph below compares Choice Hotels International, Inc.'s cumulative 5-year total shareholder return on common stock with the cumulative total returns of the NYSE Composite index and the S&P Hotels, Resorts & Cruise Lines index. The graph assumes that the value of the investment in our common stock and in each of the indexes (including reinvestment of dividends) was \$100 on December 31, 2003 and tracks it through December 31, 2008.

**COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN\***

Among Choice Hotels International, Inc., The NYSE Composite Index

And The S&P Hotels, Resorts & Cruise Lines Index

\*\$100 invested on 12/31/03 in stock & index-including reinvestment of dividends.  
Fiscal year ending December 31.

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	12/03	6/04	12/04	6/05	12/05	6/06	12/06	6/07	12/07	6/08	12/08
<b>Choice Hotels International, Inc.</b>	<b>100.00</b>	<b>143.67</b>	<b>167.45</b>	<b>191.13</b>	<b>244.79</b>	<b>357.31</b>	<b>249.68</b>	<b>236.19</b>	<b>200.05</b>	<b>161.28</b>	<b>186.54</b>
<b>NYSE Composite</b>	<b>100.00</b>	<b>103.69</b>	<b>114.97</b>	<b>115.88</b>	<b>125.73</b>	<b>134.07</b>	<b>151.46</b>	<b>165.54</b>	<b>164.89</b>	<b>148.59</b>	<b>100.16</b>
<b>S&amp;P Hotels, Resorts &amp; Cruise Lines</b>	<b>100.00</b>	<b>116.25</b>	<b>145.63</b>	<b>145.65</b>	<b>147.85</b>	<b>148.46</b>	<b>169.46</b>	<b>169.41</b>	<b>148.42</b>	<b>117.59</b>	<b>76.99</b>

**Table of Contents****Item 6. Selected Financial Data.**

Company results (in millions, except per share data)

	As of and for the year ended December 31,				
	2004	2005	2006	2007	2008
Total Revenues	\$ 423.4	\$ 472.1	\$ 539.9	\$ 615.5	\$ 641.7
Net Income	74.3	87.6	112.8	111.3	100.2
Basic Earnings per Share <sup>(1)</sup>	1.12	1.36	1.72	1.73	1.62
Diluted Earnings per Share <sup>(1)</sup>	1.08	1.32	1.68	1.70	1.60
Total Assets	263.4	265.3	303.3	328.4	328.2
Long-Term Debt	328.7	274.1	172.5	272.4	284.4
Cash Dividends Declared Per Common Share <sup>(1)</sup>	0.425	0.485	0.56	0.64	0.71

<sup>(1)</sup> Per share amounts have been retroactively adjusted for a two-for-one stock split effected in the form of a stock dividend distributed on October 21, 2005 to shareholders of record on October 7, 2005.

Matters that affect the comparability of our annual results are as follows:

Net income in 2004 included a \$0.7 million loss on extinguishment of debt related to the refinancing of the Company's senior credit facility. In addition, results reflect a reduction of income tax expense related to the resolution of certain tax contingencies of approximately \$1.2 million. Those items represent an increase in diluted EPS of \$0.01, net.

Net income in 2005 included additional income tax expense of approximately \$1.2 million related to the Company's repatriation of foreign earnings pursuant to the American Jobs Creation Act and a reduction of income tax expense related to the resolution of certain tax contingencies of approximately \$4.9 million. Those items represent an increase in diluted EPS of \$0.06, net.

Net income in 2006 included a \$0.3 million loss on extinguishment of debt related to the refinancing of the Company's senior credit facility and a reduction of income tax expense related to the resolution of certain tax contingencies of approximately \$12.8 million. In addition, the Company's adoption of SFAS No. 123R reduced net income by approximately \$0.3 million. Those items represent an increase in diluted EPS of \$0.18, net.

Net income in 2007 included termination benefit expense totaling \$3.7 million resulting from the termination of certain executive officers. This represented a decline in diluted EPS of \$0.04.

Net income in 2008 included expenses related to the acceleration of the Company's management succession plan totaling \$6.6 million, termination benefits for non-executive employees totaling \$3.5 million and the establishment of reserves for impaired notes receivable totaling \$7.6 million. These items represented a decline in diluted EPS of \$0.18.

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

The following Management's Discussion and Analysis (MD&A) is intended to help the reader understand Choice Hotels International, Inc. and its subsidiaries. MD&A is provided as a supplement to and should be read in conjunction with our consolidated financial statements and the accompanying notes.

**Overview**

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We are a hotel franchisor with franchise agreements representing 5,827 hotels open and 1,108 hotels under construction, awaiting conversion or approved for development as of December 31, 2008, with 472,526 rooms and 89,105 rooms, respectively, in 49 states, the District of Columbia and over 30 countries and territories outside the United States. Our brand names include Comfort Inn, Comfort Suites, Quality, Clarion, Ascend Collection, Sleep Inn, Econo Lodge, Rodeway Inn, MainStay Suites, Suburban Extended Stay Hotel and Cambria Suites (collectively, the Choice brands ).

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The Company conducts its international franchise operations through a combination of direct franchising and master franchising relationships which allow the use of our brands by third parties in foreign countries. The Company has made equity investments in certain non-domestic lodging franchise companies that conduct franchise operations for the Choice brands under master franchising relationships. As a result of our use of master franchising relationships and international market conditions, total revenues from international franchising operations comprised only 8% and 7% of our total revenues in 2008 and 2007, respectively while representing approximately 19% and 20% of our franchise system hotels open at December 31, 2008 and 2007, respectively.

On January 31, 2008, the Company terminated the master franchise agreement with The Real Hotel Company PLC ( RHC ) related to RHC 's franchised hotels under the Choice brands in the United Kingdom. In conjunction with the termination of the master franchise agreement, the Company acquired RHC 's franchise contracts under the master franchise agreement and commenced direct franchising operations in the United Kingdom on this date.

During 2006, the Company acquired 100% of the stock of Choice Hotels Franchise GmbH ( CHG ). CHG was a wholly owned subsidiary of one of the Company 's master franchisees, RHC. Under the master franchise agreement with RHC, CHG franchised hotels under the Company 's brands in Austria, Germany, Italy, Czech Republic and portions of Switzerland. As a result of this acquisition, the master franchise agreement between the Company and RHC covering these countries terminated. The results of CHG have been consolidated with the Company since October 30, 2006.

During 2006, the Company acquired RHC 's assets, including franchise contracts, related to its franchising of hotels under the Company 's brands in France, Belgium, Portugal, Spain and portions of Switzerland. As a result of this acquisition, the master franchise agreement between the Company and RHC covering these countries terminated and the Company commenced direct franchising operations in these countries on November 30, 2006.

These transactions enable Choice to continue its strategy of more closely directing the growth of our franchise operations throughout continental Europe and the United Kingdom.

Our Company generates revenues, income and cash flows primarily from initial and continuing royalty fees attributable to our franchise agreements. Revenues are also generated from procurement services vendor arrangements, hotel operations and other sources. The hotel industry is seasonal in nature. For most hotels, demand is lower in December through March than during the remainder of the year. Our principal source of revenues is franchise fees based on the gross room revenues of our franchised properties. The Company 's franchise fee revenues and operating income reflect the industry 's seasonality and historically have been lower in the first quarter than in the second, third or fourth quarters.

With a focus on hotel franchising instead of ownership, we benefit from the economies of scale inherent in the franchising business. The fee and cost structure of our business provides opportunities to improve operating results by increasing the number of franchised hotel rooms and effective royalty rates of our franchise contracts resulting in increased initial fee revenue; ongoing royalty fees and procurement services revenues. In addition, our operating results can also be improved through our company wide efforts related to improving property level performance. At December 31, 2008, the Company estimates that based on its current domestic portfolio of hotels under franchise that a 1% change in revenue per available room ( RevPAR ) or rooms under franchise would increase or decrease royalty revenues by approximately \$2.2 million and a 1 basis point change in the Company 's effective royalty rate would increase or decrease domestic royalties by approximately \$0.5 million. In addition to these revenues, we also collect marketing and reservation system fees to support centralized marketing and reservation activities for the franchise system. As a lodging franchisor, Choice currently has relatively low capital expenditure requirements.



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The principal factors that affect the Company's results are: the number and relative mix of franchised hotel rooms; growth in the number of hotel rooms under franchise; occupancy and room rates achieved by the hotels under franchise; the effective royalty rate achieved; and our ability to manage costs. The number of rooms at franchised properties and occupancy and room rates at those properties significantly affect the Company's results because our fees are based upon room revenues at franchised hotels. The key industry standard for measuring hotel-operating performance is RevPAR, which is calculated by multiplying the percentage of occupied rooms by the average daily room rate realized. Our variable overhead costs associated with franchise system growth have historically been less than incremental royalty fees generated from new franchises. Accordingly, continued growth of our franchise business should enable us to realize benefits from the operating leverage in place and improve operating results.

We are contractually required by our franchise agreements to use the marketing and reservation system fees we collect for system-wide marketing and reservation activities. These expenditures, which include advertising costs and costs to maintain our central reservations system, help to enhance awareness and increase consumer preference for our brands. Greater awareness and preference promotes long-term growth in business delivery to our franchisees, which ultimately increases franchise fees earned by the Company.

Our Company articulates its mission as a commitment to our customers' profitability by providing our customers with hotel franchises that generate the highest return on investment of any hotel franchise. We have developed an operating system dedicated to our franchisees' success that focuses on delivering guests to our franchised hotels and reducing costs for our hotel owners.

We believe that executing our strategic priorities creates value. Our Company focuses on two key value drivers:

*Profitable Growth.* Our success is dependent on improving the performance of our hotels, increasing our system size by selling additional hotel franchises and effective royalty rate improvement. We attempt to improve our franchisees' revenues and overall profitability by providing a variety of products and services designed to increase business delivery to and/or reduce operating and development costs for our franchisees. These products and services include national marketing campaigns, a central reservation system, property and yield management systems, quality assurance standards and procurement services vendor relationships. We believe that healthy brands, which deliver a compelling return on investment for franchisees, will enable us to sell additional hotel franchises and raise royalty rates. We have established multiple brands that meet the needs of many types of guests, and can be developed at various price points and applied to both new and existing hotels. This ensures that we have brands suitable for creating growth in a variety of market conditions. Improving the performance of the hotels under franchise, growing the system through additional franchise sales and improving franchise agreement pricing while maintaining a disciplined cost structure are the keys to profitable growth.

*Maximizing Financial Returns and Creating Value for Shareholders.* Our capital allocation decisions, including capital structure and uses of capital, are intended to maximize our return on invested capital and create value for our shareholders. We believe our strong and predictable cash flows create a strong financial position that provides us a competitive advantage. Currently, our business does not require significant capital to operate and grow. Therefore, we can maintain a capital structure that generates high financial returns and use our excess cash flow to increase returns to our shareholders. Historically, we have returned value to our shareholders in two primary ways: share repurchases and dividends. In 1998, we instituted a share repurchase program which has generated substantial value for our shareholders. Through December 31, 2008, we have repurchased 40.8 million shares (including 33.0 million prior to the two-for-one stock split effected in October 2005) of common stock at a total cost of \$950.6 million since the program's inception. Considering the effect of the two-for-one stock split, the Company has repurchased 73.8 million shares at an average price of \$12.88 per share. On December 12, 2008, the board of directors authorized a five million share increase in the number of shares available for repurchase under the program. At December 31, 2008, the Company had remaining authorization to purchase up to 6.0 million shares under the current stock repurchase authorization of the board of directors. Upon

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completion of the current authorization, our board of directors will evaluate the propriety of additional share repurchases. In 2008, we paid cash dividends totaling approximately \$43.1 million and we presently expect to continue to pay dividends in the future. Based on our present dividend rate and outstanding share count, aggregate annual dividends for 2009 would be approximately \$44.7 million.

Our board of directors has authorized us to enter into programs which permit us to offer investment, financing and guaranty support to qualified franchisees to incent multi-unit franchise development in top markets primarily for the Company's Cambria Suites and extended stay brands. Based on market and other conditions, we expect to deploy this capital opportunistically over the next several years. In addition to these programs, the Company expects to continue to return value to its shareholders through a combination of share repurchases and dividends, subject to market and other conditions.

We believe these value drivers, when properly implemented, will enhance our profitability, maximize our financial returns and continue to generate value for our shareholders. The ultimate measure of our success will be reflected in the items below.

*Results of Operation:* Royalty fees, operating income, net income and diluted earnings per share (EPS) represent key measurements of these value drivers. In 2008, royalty fees revenue totaled approximately \$247.4 million, a 5% increase compared to 2007. Operating income totaled \$174.6 million for the year ended December 31, 2008, a 6% decline from 2007. Net income for the year ended December 31, 2008 declined \$11.1 million from 2007 to \$100.2 million and diluted earnings per share were \$1.60, a \$0.10 decline from 2007. Operating and net income include expenses related to the acceleration of the Company's management succession plan totaling \$6.6 million (\$4.1 million, net of tax), termination benefits for non-executive employees totaling \$3.5 million (\$2.2 million, net of tax) and the establishment of reserves for impaired notes receivable totaling \$7.6 million (\$4.7 million, net of tax). These items represented diluted EPS of \$0.18. These measurements will continue to be a key management focus in 2009 and beyond.

Refer to MD&A heading Operations Review for additional analysis of our results.

*Liquidity and Capital Resources:* Historically, the Company has generated significant cash flows from operations. In 2008 and 2007, net cash provided by operating activities was \$104.4 million and \$145.7 million, respectively. Since our business does not currently require significant reinvestment of capital, we utilize cash in ways that management believes provide the greatest returns to our shareholders which include share repurchases and dividends. We believe the Company's cash flow from operations and available financing capacity is sufficient to meet the expected future operating, investing and financing needs of the business. However, events over the past several months, including recent failures and near failures of a number of large financial service companies have made the capital markets increasingly volatile. As a result of the dislocation in the credit markets, the availability of reasonably priced credit may be limited and therefore reduce the Company's ability to return value to shareholders through dividends and its share repurchase program.

Refer to MD&A heading Liquidity and Capital Resources for additional analysis.

*Inflation:* Inflation has been moderate in recent years and has not had a significant impact on our business.

## **Operations Review**

### **Comparison of 2008 Operating Results and 2007 Operating Results**

The Company recorded net income of \$100.2 million for the year ended December 31, 2008, an \$11.1 million or 10% decline from \$111.3 million for the year ended December 31, 2007. The decline in net income for the year ended December 31, 2008 is primarily attributable to a \$10.6 million or 6% decline in operating income and the decline in the fair value of investments held in the Company's non-qualified employee benefit plans

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compared to an appreciation of these investments in the prior year period. These declines were partially offset by lower effective borrowing rates. Operating income declined \$10.6 million as the Company's selling, general and administrative (SG&A) costs increased \$17.4 million or 17% while franchising revenues (total revenues excluding marketing and reservation revenues and hotel operations) increased \$6.3 million or 2%. SG&A expenses for the year ended December 31, 2008 includes a \$6.6 million charge related to the Company's acceleration of a previously announced management succession plan as well as termination benefits totaling \$3.5 million related to the termination of non-executive employees. In addition, SG&A expenses also reflect the establishment of reserves for impaired notes receivable totaling \$7.6 million. SG&A expenses for the year ended December 31, 2007 include termination benefits totaling \$3.7 million resulting from the separation of certain executive officers.

Summarized financial results for the years ended December 31, 2008 and 2007 are as follows:

	2008 (In thousands, except per share amounts)	2007
<b>REVENUES:</b>		
Royalty fees	\$ 247,435	\$ 236,346
Initial franchise and relicensing fees	27,931	33,389
Procurement services	17,148	16,283
Marketing and reservation	336,477	316,827
Hotel operations	4,936	4,692
Other	7,753	7,957
Total revenues	641,680	615,494
<b>OPERATING EXPENSES:</b>		
Selling, general and administrative	118,989	101,590
Depreciation and amortization	8,184	8,637
Marketing and reservation	336,477	316,827
Hotel operations	3,434	3,241
Total operating expenses	467,084	430,295
Operating income	174,596	185,199
<b>OTHER INCOME AND EXPENSES:</b>		
Interest expense	10,932	14,293
Interest and other investment (income) loss	7,760	(1,750)
Equity in net income of affiliates	(1,414)	(1,230)
Other income and expenses, net	17,278	11,313
Income before income taxes	157,318	173,886
Income taxes	57,107	62,585
Net income	\$ 100,211	\$ 111,301
Weighted average shares outstanding-diluted	62,521	65,331
Diluted earnings per share	\$ 1.60	\$ 1.70

Management analyzes its business based on franchising revenues, which is total revenues excluding marketing and reservation revenues and hotel operations, and franchise operating expenses that are reflected as SG&A expenses.

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*Franchising Revenues:* Franchising revenues were \$300.3 million for the year ended December 31, 2008 compared to \$294.0 million for the year ended December 31, 2007. The growth in franchising revenues is primarily due to increases in royalty and procurement services revenues of approximately 5% and 5%, respectively partly offset by a 16% decline in initial and relicensing fees.

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Domestic royalty fees increased \$7.7 million to \$221.8 million from \$214.1 million in 2007, an increase of 3.6%. The increase in royalties is attributable to a combination of factors including a 5.6% increase in the number of domestic franchised hotel rooms and an increase in the effective royalty rate of the domestic hotel system from 4.14% to 4.20%, partially offset by a 1.8% decline in RevPAR. System-wide RevPAR declined due to a 260 basis point decline in occupancy, which was partially offset by a 2.8% increase in average daily rates.

A summary of the Company's domestic franchised hotels operating information for the years ending December 31 is as follows:

	2008*			2007*			Change		
	Average Daily Rate	Occupancy	RevPAR	Average Daily Rate	Occupancy	RevPAR	Average Daily Rate	Occupancy	RevPAR
Comfort Inn	\$ 79.84	60.1%	\$ 48.01	\$ 77.14	63.1%	\$ 48.70	3.5%	(300) bps	(1.4)%
Comfort Suites	89.49	61.3%	54.82	87.23	65.5%	57.11	2.6%	(420) bps	(4.0)%
Sleep	71.91	58.5%	42.10	69.67	62.5%	43.52	3.2%	(400) bps	(3.3)%
Midscale without Food & Beverage	80.90	60.2%	48.66	78.23	63.5%	49.70	3.4%	(330) bps	(2.1)%
Quality	71.42	52.0%	37.15	70.30	54.2%	38.09	1.6%	(220) bps	(2.5)%
Clarion	84.48	50.0%	42.21	80.86	51.7%	41.79	4.5%	(170) bps	1.0%
Midscale with Food & Beverage	74.18	51.6%	38.26	72.74	53.6%	38.97	2.0%	(200) bps	(1.8)%
Econo Lodge	55.58	46.9%	26.05	54.40	48.0%	26.10	2.2%	(110) bps	(0.2)%
Rodeway	55.04	47.5%	26.16	53.24	47.6%	25.32	3.4%	(10) bps	3.3%
Economy	55.44	47.0%	26.08	54.14	47.9%	25.93	2.4%	(90) bps	0.6%
MainStay	73.72	64.2%	47.34	70.04	68.5%	47.98	5.3%	(430) bps	(1.3)%
Suburban	42.93	62.4%	26.80	40.13	67.3%	27.01	7.0%	(490) bps	(0.8)%
Extended Stay	51.14	62.9%	32.17	47.10	67.6%	31.83	8.6%	(470) bps	1.1%
Total	\$ 74.11	55.3%	\$ 40.98	\$ 72.07	57.9%	\$ 41.75	2.8%	(260) bps	(1.8)%

\* Operating statistics represent hotel operations from December through November and exclude Ascend Collection for 2008 and Cambria Suites for 2008 and 2007.

The number of domestic rooms on-line increased to 373,884 as of December 31, 2008 from 354,139 as of December 31, 2007, an increase of 5.6%. The total number of domestic hotels on-line grew 6.1% to 4,716 as of December 31, 2008 from 4,445 as of December 31, 2007.

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A summary of the domestic hotels and available rooms at December 31, 2008 and 2007 by brand is as follows:

	December 31, 2008		December 31, 2007		Hotels	Variance		
	Hotels	Rooms	Hotels	Rooms		%	Rooms	%
Comfort Inn	1,462	114,573	1,434	112,042	28	2.0%	2,531	2.3%
Comfort Suites	541	42,152	481	37,358	60	12.5%	4,794	12.8%
Sleep	365	26,867	346	25,728	19	5.5%	1,139	4.4%
Midscale without Food & Beverage	2,368	183,592	2,261	175,128	107	4.7%	8,464	4.8%
Quality	908	85,055	828	79,276	80	9.7%	5,779	7.3%
Clarion	150	21,497	167	23,319	(17)	(10.2)%	(1,822)	(7.8)%
Midscale with Food & Beverage	1,058	106,552	995	102,595	63	6.3%	3,957	3.9%
Econo Lodge	816	50,812	825	50,403	(9)	(1.1)%	409	0.8%
Rodeway	346	20,302	276	16,523	70	25.4%	3,779	22.9%
Economy	1,162	71,114	1,101	66,926	61	5.5%	4,188	6.3%
MainStay	35	2,694	30	2,258	5	16.7%	436	19.3%
Suburban	60	7,256	54	6,773	6	11.1%	483	7.1%
Extended Stay	95	9,950	84	9,031	11	13.1%	919	10.2%
Ascend Collection	21	1,353			21	NM	1,353	NM
Cambria Suites	12	1,323	4	459	8	200.0%	864	188.2%
Total Domestic Franchises	4,716	373,884	4,445	354,139	271	6.1%	19,745	5.6%

International available rooms increased to 98,642 as of December 31, 2008 from 97,888 as of December 31, 2007. The total number of international hotels on-line declined from 1,125 as of December 31, 2007 to 1,111 as of December 31, 2008.

As of December 31, 2008, the Company had 987 franchised hotels with 78,915 rooms under construction, awaiting conversion or approved for development in its domestic system as compared to 1,004 hotels and 79,342 rooms at December 31, 2007. The number of new construction franchised hotels in the Company's domestic pipeline declined 1% to 723 at December 31, 2008 from 728 at December 31, 2007. The Company had an additional 121 franchised hotels with 10,190 rooms under construction, awaiting conversion or approved for development in its international system as of December 31, 2008 compared to 89 hotels and 8,640 rooms at December 31, 2007. While the Company's hotel pipeline provides a strong platform for growth, a hotel in the pipeline does not always result in an open and operating hotel due to various factors.

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A summary of the domestic franchised hotels under construction, awaiting conversion or approved for development at December 31, 2008 and 2007 by brand is as follows:

	December 31, 2008			December 31, 2007					Variance		New		Total	
	Conversion	New Construction	Total	Conversion	New Construction	Total	Conversion Units	%	Construction Units	%	Construction Units	%	Total Units	%
Comfort Inn	51	125	176	54	135	189	(3)	(6)%	(10)	(7)%	(13)	(7)%		
Comfort Suites	3	279	282	1	278	279	2	200%	1	0%	3	1%		
Sleep	2	157	159		138	138	2	NM	19	14%	21	15%		
Midscale without Food & Beverage	56	561	617	55	551	606	1	2%	10	2%	11	2%		
Quality	69	14	83	71	15	86	(2)	(3)%	(1)	(7)%	(3)	(3)%		
Clarion	36	9	45	30	7	37	6	20%	2	29%	8	22%		
Midscale with Food & Beverage	105	23	128	101	22	123	4	4%	1	5%	5	4%		
Econo Lodge	45	5	50	46	3	49	(1)	(2)%	2	67%	1	2%		
Rodeway	58	2	60	68	3	71	(10)	(15)%	(1)	(33)%	(11)	(15)%		
Economy	103	7	110	114	6	120	(11)	(10)%	1	17%	(10)	(8)%		
MainStay		38	38	2	46	48	(2)	(100)%	(8)	(17)%	(10)	(21)%		
Suburban		34	34	4	40	44	(4)	(100)%	(6)	(15)%	(10)	(23)%		
Extended Stay		72	72	6	86	92	(6)	(100)%	(14)	(16)%	(20)	(22)%		
Ascend Collection		1	1					NM	1	NM	1	NM		
Cambria Suites		59	59		63	63		NM	(4)	(6)%	(4)	(6)%		
Total Domestic System	264	723	987	276	728	1,004	(12)	(4)%	(5)	(1)%	(17)	(2)%		

Net domestic franchise additions during 2008 increased 37 units to 271 compared to 234 for the same period a year ago. Gross domestic franchise additions increased from 435 for 2007 to 497 for 2008 primarily due to 22 additional hotel openings within the Company's midscale without food and beverage category and 28 additional economy brand openings. New construction hotels represented 158 of the gross domestic additions during 2008, a 23% increase from 2007. The Company expects the number of new franchise additions that will open during 2009 to decline slightly from 497 in 2008 to approximately 473 hotels in 2009. In addition, we expect the percentage of new construction franchise additions during 2009 to decline to approximately 27% of the gross domestic additions compared to 32% in 2008.

Net franchise terminations increased to 226 for 2008 from 201 in 2007 primarily due to a 19 unit increase in net terminations for economy brand hotels. The Company has continued to execute its strategy to replace franchised hotels that do not meet our brand standards or are underperforming in their market and expects to continue this strategy in 2009. As the competition gets stronger and more focused on limited service franchising, the Company will continue to focus on improving its system hotels and utilizing the domestic hotels under construction, awaiting conversion or approved for development as a strong platform for continued system growth.

International royalties increased \$3.4 million or 15% from \$22.2 million in 2007 to \$25.6 million in 2008 primarily due to the commencement of direct franchising operations in the United Kingdom which contributed \$1.6 million of additional royalties.

New domestic franchise agreements executed during 2008 totaled 698 representing 56,236 rooms compared to 770 agreements representing 61,778 rooms executed in the same period in 2007. During 2008, 261 of the executed agreements were for new construction hotel franchises, representing 19,879 rooms, compared to 327





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contracts, representing 26,029 rooms for 2007. Conversion hotel franchise executed contracts totaled 437 representing 36,357 rooms for the year ended December 31, 2008 compared to 443 agreements representing 35,749 rooms for the year ended December 31, 2007. Domestic initial fee revenue, included in the initial franchise and relicensing fees caption above, generated from executed franchise agreements decreased 7% to \$19.5 million for 2008 from \$21.0 million for 2007. The decline in revenues primarily reflects fewer executed agreements compared to the prior year.

Based on the uncertainty around the current economic and credit market conditions and the volume of franchise applications received by the Company in the fourth quarter of 2008, we expect the number of applications received and therefore the number of new franchise agreements executed to again decline in 2009. We believe this trend is likely to continue while the lodging industry experiences negative operating conditions and the availability of hotel financing continues to be limited. During prior lodging industry down turns, the Company has experienced an increase in the number of new domestic franchise agreements from conversion hotels. While the Company believes that a greater percentage of its new contracts will result from conversion hotel agreements, the length and breadth of the current economic crisis and the disruption of the credit markets could result in fewer conversion and new construction hotel contracts in the future.

A summary of executed domestic franchise agreements by brand for 2008 and 2007 is as follows:

	2008			2007			% Change		
	New Construction	Conversion	Total	New Construction	Conversion	Total	New Construction	Conversion	Total
Comfort Inn	48	58	106	48	62	110	0%	(6)%	(4)%
Comfort Suites	85	3	88	114	4	118	(25)%	(25)%	(25)%
Sleep	72	4	76	71	1	72	1%	300%	6%
Midscale without Food & Beverage	205	65	270	233	67	300	(12)%	(3)%	(10)%
Quality	5	147	152	11	153	164	(55)%	(4)%	(7)%
Clarion	7	42	49	6	42	48	17%	0%	2%
Midscale with Food & Beverage	12	189	201	17	195	212	(29)%	(3)%	(5)%
Econo Lodge	4	83	87	3	77	80	33%	8%	9%
Rodeway	3	99	102	2	99	101	50%	0%	1%
Economy	7	182	189	5	176	181	40%	3%	4%
MainStay	12	12	24	22	2	24	(45)%	(100)%	(50)%
Suburban	8	8	24	21	3	24	(62)%	(100)%	(67)%
Extended Stay	20	20	48	43	5	48	(53)%	(100)%	(58)%
Ascend Collection	1	1	2				NM	NM	NM
Cambria Suites	16	16	29	29			(45)%	NM	(45)%
Total Domestic System	261	437	698	327	443	770	(20)%	(1)%	(9)%

Relicensing fees are charged to the new property owner of a franchised property whenever an ownership change occurs and the property remains in the franchise system. Relicensing contracts declined 23% from 403 during 2007 to 312 for the year ended December 31, 2008. As a result of the decline in contracts and the mix of brands relicensing, relicensing revenues declined 31% from \$12.4 million in 2007 to \$8.5 million for 2008. Due to the current economic conditions, the Company projects that the level of relicensing activity will continue to decline in 2009 until credit market conditions improve.

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Procurement services revenue increased \$0.9 million or 5% to \$17.1 million for the year ended December 31, 2008 primarily resulting from the growth of our system size which positively impacts the volume of business transacted with our qualified vendors.

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Other income declined \$0.2 million to \$7.8 million for the year ended December 31, 2008 primarily due to lower liquidated damage collections related to the early termination of franchise agreements.

*Selling, General and Administrative Expenses:* The cost to operate the franchising business is reflected in SG&A expenses on the consolidated statements of income. SG&A expenses were \$119.0 million for 2008, an increase of \$17.4 million from the 2007 total of \$101.6 million. As a percentage of revenues, excluding marketing and reservation fees and hotel operations, total SG&A expenses were 39.6% for 2008 compared to 34.6% for 2007. SG&A expenses as a percentage of franchise revenues increased primarily due to expenses related to the acceleration of the Company's management succession plan totaling \$6.6 million, termination benefits for non-executive employees totaling \$3.5 million and the establishment of reserves for impaired notes receivable totaling \$7.6 million. SG&A expenses for the year ended December 31, 2007, include \$3.7 million in termination benefits related to the termination of certain executive officers.

*Marketing and Reservations:* The Company's franchise agreements require the payment of franchise fees, which include marketing and reservation system fees. The fees, which are based on a percentage of the franchisees' gross room revenues, are used exclusively by the Company for expenses associated with providing franchise services such as central reservation systems, national marketing and media advertising. The Company is contractually obligated to expend the marketing and reservation fees it collects from franchisees in accordance with the franchise agreements; as such, no income or loss to the Company is generated.

Total marketing and reservations revenues were \$336.5 million and \$316.8 million for 2008 and 2007, respectively. Depreciation and amortization attributable to marketing and reservation activities was \$8.8 million and \$8.3 million for the years ended December 31, 2008 and 2007, respectively. Interest expense attributable to reservation activities was \$0.2 million and \$0.5 million for 2008 and 2007, respectively. Marketing and reservation activities utilized \$7.6 million in cash flows for the year ended December 31, 2008 and provided positive cash flow \$12.0 million for the year ended December 31, 2007. As of December 31, 2008 and 2007, the Company's balance sheet includes a receivable of \$13.5 million and \$6.8 million, respectively resulting from cumulative marketing expenses incurred in excess of cumulative marketing fee revenues earned. These receivables are recorded as an asset in the financial statements as the Company has the contractual authority to require that the franchisees in the system at any given point repay the Company for any deficits related to marketing and reservations activities. The Company's current franchisees are legally obligated to pay any assessment the Company imposes on its franchisees to obtain reimbursement of such deficit regardless of whether those constituents continue to generate gross room revenue. The Company has no present intention to accelerate repayment of the deficit from current franchisees. A payable has been recorded in the Company's balance sheet within other long-term liabilities related to cumulative reservation fee revenues received in excess of reservation fee expenses incurred totaling \$2.2 million and \$11.9 million at December 31, 2008 and 2007, respectively. Cumulative reservation and marketing fees not expended are recorded as a payable in the financial statements and are carried over to the next fiscal year and expended in accordance with the franchise agreements.

*Other Income and Expenses, Net:* Other income and expenses, net, increased \$6.0 million to an expense of \$17.3 million for the year ended December 31, 2008 from 2007. Interest expense decreased \$3.4 million from \$14.3 million for the year ended December 31, 2007 to \$10.9 million for the same period in 2008. Interest expense decreased due to a decline in the Company's weighted average interest rate from 6.0% as of December 31, 2007 to 2.4% as of December 31, 2008. Interest and other investment income declined \$9.5 million primarily due to a decline in the fair value of investments held in the Company's non-qualified employee benefit plans compared to an appreciation of these investments in the prior year period.

*Income Taxes:* The Company's effective income tax provision rate was 36.3% for 2008, compared to an effective income tax provision rate of 36.0% for 2007. Depending upon the outcome of certain income tax contingencies, up to an additional \$2.1 million of additional tax benefits may be reflected in our 2009 results of operations from the resolution of tax contingency reserves.

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Net income for 2008 declined by 10% to \$100.2 million, and diluted EPS declined 6% to \$1.60 for 2008 from \$1.70 reported for 2007. Diluted earnings per share declined at a slower pace than net income due to the repurchase of the Company's common stock during the fourth quarter of 2008.

**Comparison of 2007 Operating Results and 2006 Operating Results**

The Company recorded net income of \$111.3 million for the year ended December 31, 2007, a \$1.5 million or 1% decline from the \$112.8 million for the year ended December 31, 2006. The decrease in net income is primarily attributable to the resolution of income tax contingencies totaling \$12.8 million during 2006 resulting in an effective income tax rate of 27.4% in 2006 compared to 36.0% for 2007. The increase in the effective income tax rate was partially offset by an \$18.6 million or 11% increase in operating income. Operating income increased as a result of a \$31.8 million, or 12% increase in franchising revenues (total revenues excluding marketing and reservation revenues and hotel operations) partially offset by a \$14.5 million or 17% increase in SG&A expenses. The increase in SG&A expense was partially due to the commencement of direct franchising operations in continental Europe and termination benefit expenses incurred related to the termination of certain executive officers.

Summarized financial results for the years ended December 31, 2007 and 2006 are as follows:

	2007 (In thousands, except per share amounts)	2006
<b>REVENUES:</b>		
Royalty fees	\$ 236,346	\$ 211,645
Initial franchise and relicensing fees	33,389	29,629
Procurement services	16,283	13,945
Marketing and reservation	316,827	273,267
Hotel operations	4,692	4,505
Other	7,957	6,912
Total revenues	615,494	539,903
<b>OPERATING EXPENSES:</b>		
Selling, general and administrative	101,590	87,112
Depreciation and amortization	8,637	9,705
Marketing and reservation	316,827	273,267
Hotel operations	3,241	3,194
Total operating expenses	430,295	373,278
Operating income	185,199	166,625
<b>OTHER INCOME AND EXPENSES:</b>		
Interest expense	14,293	14,098
Interest and other investment income	(1,750)	(2,041)
Equity in net income of affiliates	(1,230)	(1,052)
Loss on extinguishment of debt		342
Other income and expenses, net	11,313	11,347
Income before income taxes	173,886	155,278
Income taxes	62,585	42,491
Net income	\$ 111,301	\$ 112,787

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Weighted average shares outstanding-diluted	<b>65,331</b>	67,050
Diluted earnings per share	\$ <b>1.70</b>	\$ 1.68

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Management analyzes its business based on franchising revenues, which is total revenues excluding marketing and reservation revenues and hotel operations, and franchise operating expenses that are reflected as SG&A expenses.

*Franchising Revenues:* Franchising revenues were \$294.0 million for the year ended December 31, 2007 compared to \$262.1 million for the year ended December 31, 2006. The growth in franchising revenues is primarily due to increases in royalty revenues and initial and relicensing fees, procurement services and other revenues of approximately 12%, 13%, 17% and 15%, respectively.

Domestic royalty fees increased \$18.6 million to \$214.1 million from \$195.5 million in 2006, an increase of 10%. The increase in royalties is attributable to a combination of factors including a 4.3% increase in the number of domestic franchised hotel rooms, a 4.0% increase in RevPAR and an increase in the effective royalty rate of the domestic hotel system to 4.14% from 4.09%. System-wide RevPAR increases resulted primarily from an average daily rate increase of 4.9% from the prior year.

A summary of the Company's domestic franchised hotels operating information for the years ending December 31 is as follows:

	2007*			2006*			Change		
	Average Daily Rate	Occupancy	RevPAR	Average Daily Rate	Occupancy	RevPAR	Average Daily Rate	Occupancy	RevPAR
Comfort Inn	\$ 77.14	63.1%	\$ 48.70	\$ 73.08	63.0%	\$ 46.06	5.6%	10 bps	5.7%
Comfort Suites	87.23	65.5%	57.11	82.93	67.0%	55.59	5.2%	(150) bps	2.7%
Sleep	69.67	62.5%	43.52	66.44	62.4%	41.43	4.9%	10 bps	5.0%
Midscale without Food & Beverage	78.23	63.5%	49.70	74.18	63.7%	47.26	5.5%	(20) bps	5.2%
Quality	70.30	54.2%	38.09	66.89	55.3%	37.01	5.1%	(110) bps	2.9%
Clarion	80.86	51.7%	41.79	78.98	51.2%	40.41	2.4%	50 bps	3.4%
Midscale with Food & Beverage	72.74	53.6%	38.97	69.76	54.3%	37.87	4.3%	(70) bps	2.9%
Econo Lodge	54.40	48.0%	26.10	53.09	47.7%	25.31	2.5%	30 bps	3.1%
Rodeway	53.24	47.6%	25.32	51.66	45.8%	23.66	3.1%	180 bps	7.0%
Economy	54.14	47.9%	25.93	52.83	47.3%	24.99	2.5%	60 bps	3.8%
MainStay	70.04	68.5%	47.98	67.26	69.4%	46.66	4.1%	(90) bps	2.8%
Suburban	40.13	67.3%	27.01	38.30	72.4%	27.73	4.8%	(510) bps	(2.6)%
Extended Stay	47.10	67.6%	31.83	43.81	71.8%	31.46	7.5%	(420) bps	1.2%
Total	\$ 72.07	57.9%	\$ 41.75	\$ 68.71	58.4%	\$ 40.13	4.9%	(50) bps	4.0%

\* Operating statistics represent hotel operations from December through November and exclude the results of Cambria Suites for the year ended December 31, 2007. No Cambria Suites were open during 2006.

The number of domestic rooms on-line increased to 354,139 as of December 31, 2007 from 339,441 as of December 31, 2006, an increase of 4.3%. The total number of domestic hotels on-line grew 5.6% to 4,445 as of December 31, 2007 from 4,211 as of December 31, 2006.

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A summary of the domestic hotels and available rooms at December 31, 2007 and 2006 by brand is as follows:

	December 31, 2007		December 31, 2006		Variance			
	Hotels	Rooms	Hotels	Rooms	Hotels	%	Rooms	%
Comfort Inn	1,434	112,042	1,415	110,877	19	1.3%	1,165	1.1%
Comfort Suites	481	37,358	433	33,976	48	11.1%	3,382	10.0%
Sleep	346	25,728	327	24,575	19	5.8%	1,153	4.7%
Midscale without Food & Beverage	2,261	175,128	2,175	169,428	86	4.0%	5,700	3.4%
Quality	828	79,276	736	72,054	92	12.5%	7,222	10.0%
Clarion	167	23,319	162	23,945	5	3.1%	(626)	(2.6)%
Midscale with Food & Beverage	995	102,595	898	95,999	97	10.8%	6,596	6.9%
Econo Lodge	825	50,403	816	49,679	9	1.1%	724	1.5%
Rodeway	276	16,523	233	14,168	43	18.5%	2,355	16.6%
Economy	1,101	66,926	1,049	63,847	52	5.0%	3,079	4.8%
MainStay	30	2,258	29	2,183	1	3.4%	75	3.4%
Suburban	54	6,773	60	7,984	(6)	(10.0)%	(1,211)	(15.2)%
Extended Stay	84	9,031	89	10,167	(5)	(5.6)%	(1,136)	(11.2)%
Cambria Suites	4	459			4	NM	459	NM
Total Domestic Franchises	4,445	354,139	4,211	339,441	234	5.6%	14,698	4.3%

International available rooms declined to 97,888 as of December 31, 2007 from 97,944 as of December 31, 2006. The total number of international hotels on-line declined from 1,165 as of December 31, 2006 to 1,125 as of December 31, 2007.

As of December 31, 2007, the Company had 1,004 franchised hotels with 79,342 rooms under construction, awaiting conversion or approved for development in its domestic system as compared to 860 hotels and 66,238 rooms at December 31, 2006. The number of new construction franchised hotels in the Company's domestic pipeline increased 21% to 728 at December 31, 2007 from 602 at December 31, 2006. The Company had an additional 89 franchised hotels with 8,640 rooms under construction, awaiting conversion or approved for development in its international system as of December 31, 2007 compared to 70 hotels and 6,317 rooms at December 31, 2006. While the Company's hotel pipeline provides a strong platform for growth, a hotel in the pipeline does not always result in an open and operating hotel due to various factors.

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A summary of the domestic franchised hotels under construction, awaiting conversion or approved for development at December 31, 2007 and 2006 by brand is as follows:

	December 31, 2007			December 31, 2006					Variance			
	Conversion	New Construction	Total	Conversion	New Construction	Total	Conversion Units	%	New Construction Units	%	Total Units	%
Comfort Inn	54	135	189	56	124	180	(2)	(4)%	11	9%	9	5%
Comfort Suites	1	278	279	3	233	236	(2)	(67)%	45	19%	43	18%
Sleep		138	138		123	123		NM	15	12%	15	12%
Midscale without Food & Beverage	55	551	606	59	480	539	(4)	(7)%	71	15%	67	12%
Quality	71	15	86	76	10	86	(5)	(7)%	5	50%		
Clarion	30	7	37	11	4	15	19	173%	3	75%	22	147%
Midscale with Food & Beverage	101	22	123	87	14	101	14	16%	8	57%	22	22%
Econo Lodge	46	3	49	41	5	46	5	12%	(2)	(40)%	3	7%
Rodeway	68	3	71	66	3	69	2	3%			2	3%
Economy	114	6	120	107	8	115	7	7%	(2)	(25)%	5	4%
MainStay	2	46	48		33	33	2	NM	13	39%	15	45%
Suburban	4	40	44	5	24	29	(1)	(20)%	16	67%	15	52%
Extended Stay	6	86	92	5	57	62	1	20%	29	51%	30	48%
Cambria Suites		63	63		43	43		NM	20	47%	20	47%
Total Domestic System	276	728	1,004	258	602	860	18	7%	126	21%	144	17%

Net domestic franchise additions during 2007 increased 71 units to 234 compared to 163 for the same period a year ago. Gross domestic franchise additions increased from 381 for 2006 to 435 for 2007. Net franchise terminations declined to 201 for 2007 from 218 in 2006. During 2007, the Company continued to execute its strategy to replace franchised hotels that do not meet our brand standards or are underperforming in their market. As the competition gets stronger and more focused on limited service franchising, the Company will continue to focus on improving its system hotels and utilizing the domestic hotels under construction, awaiting conversion or approved for development as a strong platform for continued system growth.

International royalties increased \$6.0 million or 37% from \$16.2 million in 2006 to \$22.2 million in 2007 primarily due to the commencement of direct franchising operations in continental Europe which contributed \$3.3 million of additional royalties.

New domestic franchise agreements executed during 2007 totaled 770 representing 61,778 rooms compared to 720 agreements representing 57,365 rooms executed in the same period in 2006. During 2007, 327 of the executed agreements were for new construction hotel franchises, representing 26,029 rooms, compared to 288 contracts, representing 22,035 rooms for 2006. Conversion hotel franchise executed contracts totaled 443 representing 35,749 rooms for the year ended December 31, 2007 compared to 432 agreements representing 35,330 rooms for the year ended December 31, 2006. Domestic initial fee revenue, included in the initial franchise and relicensing fees caption above, generated from executed franchise agreements increased 17% to \$21.0 million for 2007 from \$17.9 million for 2006. The increased revenues primarily reflect an increase in executed agreements and higher average initial fees than the prior year.



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A summary of executed domestic franchise agreements by brand for 2007 and 2006 is as follows:

	2007			2006			% Change		
	New Construction	Conversion	Total	New Construction	Conversion	Total	New Construction	Conversion	Total
Comfort Inn	48	62	110	67	65	132	(28)%	(5)%	(17)%
Comfort Suites	114	4	118	98	3	101	16%	33%	17%
Sleep	71	1	72	58	1	59	22%	0%	22%
Midscale without Food & Beverage	233	67	300	223	69	292	4%	(3)%	3%
Quality	11	153	164	6	143	149	83%	7%	10%
Clarion	6	42	48	2	26	28	200%	62%	71%
Midscale with Food & Beverage	17	195	212	8	169	177	113%	15%	20%
Econo Lodge	3	77	80	1	80	81	200%	(4)%	(1)%
Rodeway	2	99	101	3	105	108	(33)%	(6)%	(6)%
Economy	5	176	181	4	185	189	25%	(5)%	(4)%
MainStay	22	2	24	9	1	10	144%	100%	140%
Suburban	21	3	24	14	8	22	50%	(63)%	9%
Extended Stay	43	5	48	23	9	32	87%	(44)%	50%
Cambria Suites	29		29	30		30	(3)%	NM	(3)%
Total Domestic System	327	443	770	288	432	720	14%	3%	7%

Relicensing fees are charged to the new property owner of a franchised property whenever an ownership change occurs and the property remains in the franchise system. During the year ended December 31, 2007, relicensings increased 7% to 403 from 378 in 2006. The increase in relicensing contracts resulted in an increase of fees of approximately 6% to \$12.4 million for the year ended December 31, 2007 from \$11.7 million for the same period of 2006.

Procurement services revenue increased \$2.3 million or 17% to \$16.3 million for the year ended December 31, 2007 primarily resulting from increased vendor sponsorships of our annual franchisee convention.

Other income increased \$1.0 million to \$8.0 million for the year ended December 31, 2007 primarily due to an increase in liquidated damage collections related to the early termination of franchise agreements.

*Selling, General and Administrative Expenses:* The cost to operate the franchising business is reflected in SG&A expenses on the consolidated statements of income. SG&A expenses were \$101.6 million for 2007, an increase of \$14.5 million from the 2006 total of \$87.1 million. As a percentage of revenues, excluding marketing and reservation fees and hotel operations, total SG&A expenses were 34.6% for 2007 compared to 33.2% for 2006. Expenses as a percentage of franchise revenues increased primarily due to an additional \$3.3 million in expenses related to the commencement of direct franchising operations in continental Europe and \$3.7 million in termination benefits related to the termination of certain executive officers.

*Depreciation and Amortization:* Expenses declined \$1.1 million to \$8.6 million for 2007 due to the 2006 acceleration of depreciation resulting from the renovation and replacement of furniture, fixtures and equipment at two of the Company-owned Mainstay Suites.

*Marketing and Reservations:* The Company's franchise agreements require the payment of franchise fees, which include marketing and reservation fees. The fees, which are based on a percentage of the franchisees' gross room revenues, are used exclusively by the Company for

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expenses associated with providing franchise services such as central reservation systems, national marketing and media advertising. The Company is contractually obligated to expend the marketing and reservation fees it collects from franchisees in accordance with the franchise agreements; as such, no income or loss to the Company is generated.

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Total marketing and reservations revenues were \$316.8 million and \$273.3 million for 2007 and 2006, respectively. Depreciation and amortization attributable to marketing and reservation activities was \$8.3 million and \$7.9 million for the years ended December 31, 2007 and 2006, respectively. Interest expense attributable to reservation activities was \$0.5 million and \$0.9 million for 2007 and 2006, respectively. Marketing and reservation activities provided positive cash flow of \$12.0 million and \$19.0 million for the years ended December 31, 2007 and 2006, respectively. As of December 31, 2007 and 2006, the Company's balance sheet includes a receivable of \$6.8 million and \$6.7 million, respectively resulting from cumulative marketing expenses incurred in excess of cumulative marketing fee revenues earned. These receivables are recorded as an asset in the financial statements as the Company has the contractual authority to require that the franchisees in the system at any given point repay the Company for any deficits related to marketing and reservations activities. The Company's current franchisees are legally obligated to pay any assessment the Company imposes on its franchisees to obtain reimbursement of such deficit regardless of whether those constituents continue to generate gross room revenue. The Company has no present intention to accelerate repayment of the deficit from current franchisees. A payable has been recorded in the Company's balance sheet within other long-term liabilities related to cumulative reservation fee revenues received in excess of reservation fee expenses incurred totaling \$11.9 million and \$8.4 million at December 31, 2007 and 2006, respectively. Cumulative reservation and marketing fees not expended are recorded as a payable in the financial statements and are carried over to the next fiscal year and expended in accordance with the franchise agreements.

*Other Income and Expenses, Net:* Other income and expenses, net, were \$11.3 million for both 2007 and 2006. Interest expense increased slightly from \$14.1 million for the year ended December 31, 2006 to \$14.3 million due to higher average outstanding borrowings during the year. The Company's weighted average interest rate declined from 6.6% as of December 31, 2006 to 6.0% as of December 31, 2007. Interest and other investment income declined from \$2.0 million in 2006 to \$1.8 million primarily due to a decline in the fair value of investments held in non-qualified employee benefit plans. Other income and expenses, net for the year ended December 31, 2006 include a loss on extinguishment of debt of \$0.3 million attributable to the refinancing of our senior credit facility.

*Income Taxes:* The Company's effective income tax provision rate was 36.0% for 2007, compared to an effective income tax provision rate of 27.4% for 2006. The effective income tax rate increased primarily due to the prior year resolution of provisions for income tax contingencies totaling approximately \$12.8 million compared to \$0.3 million during 2007.

Net income for 2007 decreased by 1% to \$111.3 million, and diluted earnings per share increased 1% to \$1.70 for 2007 from \$1.68 reported for 2006.

## **Liquidity and Capital Resources**

Net cash provided by operating activities declined \$41.3 million to \$104.4 million for the year ended December 31, 2008 from \$145.7 million for the year ended December 31, 2007, respectively. The decline in cash flows from operating activities primarily reflects timing of working capital items and lower cash repayments from marketing and reservation activities compared to the prior year.

Net cash advanced for marketing and reservation activities totaled \$7.6 million during 2008 compared to repayments of \$12.0 million during the year ended December 31, 2007. Based on the current economic conditions, the Company expects that marketing and reservation activities will be a net use of cash, within range of approximately \$10 million to \$15 million in 2009.

Cash used in investing activities for the years ended December 31, 2008, 2007 and 2006 was \$20.3 million, \$21.3 million and \$17.2 million, respectively. As a lodging franchisor, the Company currently has relatively low capital expenditure requirements. During the years ended December 31, 2008, 2007 and 2006, capital

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expenditures totaled \$12.6 million, \$12.0 million, and \$7.7 million, respectively. Capital expenditures for 2008 primarily include upgrades of system-wide property and yield management systems, improvements to Company facilities and the purchase of computer software and equipment. In addition, the Company occasionally provides financing to franchisees for property improvements, hotel development efforts and other purposes. During 2008, 2007 and 2006, the Company advanced \$7.4 million, \$7.4 million and \$2.4 million, respectively for these purposes. At December 31, 2008, the Company had commitments to extend an additional \$6.1 million in financing for these purposes provided certain conditions are met by its franchisees of which \$3.0 million is expected to be advanced in 2009.

Financing cash flows relate primarily to the Company's borrowings under its credit lines, treasury stock purchases and dividends. On June 16, 2006, the Company entered into a \$350 million senior unsecured revolving credit agreement (the "Revolver"), with a syndicate of lenders. The Revolver allows the Company to borrow, repay and reborrow revolving loans up to \$350 million (which includes swingline loans for up to \$20 million and standby letters of credit up to \$30 million) until the scheduled maturity date of June 16, 2011. The Company has the ability to request an increase in available borrowings under the Revolver by an additional amount of up to \$150 million by obtaining the agreement of the existing lenders to increase their lending commitments or by adding additional lenders. The rate of interest generally applicable for revolving loans under the Revolver are, at the Company's option, equal to either (i) the greater of the prime rate or the federal funds effective rate plus 50 basis points, or (ii) an adjusted LIBOR rate plus a margin between 22 and 70 basis points based on the Company's credit rating. The Revolver requires the Company to pay a quarterly facility fee, based upon the credit rating of the Company, at a rate between 8 and 17 1/2 basis points, on the full amount of the commitment (regardless of usage). The Revolver also requires the payment of a quarterly usage fee, based upon the credit rating of the Company, at a rate between 10 and 12 1/2 basis points, on the amount outstanding under the commitment, at all times when the amount borrowed under the Revolver exceeds 50% of the total commitment. The Revolver includes customary financial and other covenants that require the maintenance of certain ratios including maximum leverage and interest coverage. The Revolver also restricts the Company's ability to make certain investments, incur certain debt, and dispose of assets, among other restrictions. At December 31, 2008, the Company was in compliance with all covenants under the Revolver. As of December 31, 2008, the Company had \$284.4 million of revolving loans outstanding pursuant to the Revolver.

The proceeds from the Revolver are used for general corporate purposes, including working capital, debt repayment, stock repurchases, dividends and investments.

In 1998, the Company completed a \$100 million senior unsecured note offering (the "Senior Notes") at a discount of \$0.6 million, bearing a coupon rate of 7.13% with an effective rate of 7.22%. Interest on the Senior Notes was paid semi-annually. The Senior Notes matured on May 1, 2008 and the Company repaid the Senior Notes by utilizing the available Revolver capacity. In conjunction with the repayment of the Senior Notes, the Company's seven wholly-owned domestic subsidiaries that had guaranteed the Senior Notes were each released from their obligations.

The Company has a line of credit with a bank providing up to an aggregate of \$5 million of borrowings which is due upon demand. Borrowings under the line of credit bear interest at the lender's sole option at either of the following rates (i) prime rate or (ii) the LIBOR rate plus 0.80% per annum; due monthly and on demand for final payment. As of December 31, 2008, no amounts were outstanding pursuant to this line of credit.

At December 31, 2008, total debt outstanding for the Company was \$284.4 million. No outstanding debt amounts at December 31, 2008 were scheduled to mature in the twelve months ending December 31, 2009.

In 2006, the Company's board of directors increased the quarterly dividend rate to \$0.15 per share, a 15.4% increase from the previous quarterly rate of \$0.13 per share. This increase raised the fiscal year dividend rate on the Company's common stock from \$0.52 to \$0.60 per share. Dividends paid in 2006 were approximately \$35.4 million. In 2007, the Company's board of directors again increased the quarterly dividend rate to \$0.17 per share,

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a 13% increase from the previous quarterly rate of \$0.15 per share. This increase raised the fiscal year dividend rate on the Company's common stock from \$0.60 to \$0.68 per share. Dividends paid in 2007 were approximately \$40.1 million. In 2008, the Company's board of directors again increased the quarterly dividend rate to \$0.185 per share, a 9% increase from the previous quarterly rate of \$0.17 per share. This increase raises the fiscal year dividend rate on the Company's common stock from \$0.68 to \$0.74 per share. Dividends paid in 2008 were approximately \$43.1 million.

The Company currently maintains the payment of a quarterly dividend on its common shares outstanding, however, the declaration of future dividends are subject to the discretion of the board of directors. We expect that cash dividends will continue to be paid at a comparable rate in the future, subject to future business performance, economic conditions and changes in the current income tax regulations. Based on our present dividend rate and outstanding share count, aggregate annual dividends for 2009 would be approximately \$44.7 million.

During the year ended December 31, 2008, the Company purchased 2.2 million shares of its common stock under its share repurchase program at a total cost of \$54.7 million. Through December 31, 2008, the Company had purchased 40.8 million shares (including 33.0 million prior to the two-for-one stock split) of its common stock under its share repurchase program at a total cost of \$950.6 million. Considering the effect of the two-for-one stock split in October 2005, the Company has repurchased 73.8 million shares at an average price of \$12.88 per share. In December 2008, the board of directors authorized an increase under the Company's existing stock repurchase program to acquire up to an additional five million shares of its outstanding common stock. At December 31, 2008, the Company had approximately 60.7 million shares of common stock outstanding and had remaining authorization to purchase up to 6.0 million shares. Subsequent to December 31, 2008 through February 28, 2009, the Company repurchased 0.7 million shares of its common stock at a total cost of \$18.0 million.

Our board of directors has authorized us to enter into programs which permit us to offer investment, financing and guaranty support to qualified franchisees to incent multi-unit franchise development in top markets primarily for the Company's Cambria Suites and extended stay brands. We expect to deploy this capital opportunistically over the next several years. The Company previously announced that depending on market and other conditions, our expectation was that our annual investment in these programs would range from \$20 million to \$40 million. However, based on current market conditions, the Company does not expect to deploy a significant portion of this capital until market and economic conditions improve. In addition to these programs, the Company expects to continue to return value to its shareholders through a combination of share repurchases and dividends, subject to market and other conditions.

During the year ended December 31, 2008, the Company recorded a \$10.1 million charge in SG&A expenses related to the acceleration of the Company's management succession plan and termination benefits provided to employees separating from service with the Company. The expenses include salary and benefits continuation of \$7.7 million, \$1.1 million of accelerated share-based compensation, \$0.8 million related to the modification of stock option award terms and SERP special termination benefits of \$0.5 million. At December 31, 2008, approximately \$6.4 million of termination benefits remain payable of which \$4.4 million are included in current liabilities in the Company's consolidated balance sheet. In addition, the Company expects to satisfy approximately \$7.0 million of deferred compensation and retirement plan obligations during 2009.

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The following table summarizes our contractual obligations as of December 31, 2008:

Contractual Obligations	Total	Payment due by period			
		Less than 1 year	1-3 years (in millions)	3-5 years	More than 5 years
Long-term debt	\$ 284.4	\$	\$ 284.4	\$	\$
Operating lease obligations	28.2	5.9	11.2	7.9	3.2
Other long-term liabilities <sup>(1)</sup>	39.5		13.7	7.6	18.2
Total contractual cash obligations	\$ 352.1	\$ 5.9	\$ 309.3	\$ 15.5	\$ 21.4

- <sup>(1)</sup> The total amount of unrecognized tax benefits and the related interest and penalties totaled \$6.9 million at December 31, 2008 and is not reflected in the Contractual Obligations table. We have several open tax positions, and it is possible that the amount of the liability for unrecognized tax benefits could change over the next year. While it is possible that one or more of these open positions may be resolved in the next year, it is not anticipated that a significant impact to the unrecognized tax benefit balance will occur.

The Company believes that cash flows from operations and available financing capacity are adequate to meet the expected future operating, investing and financing needs of the business. However, events over the past several months, including recent failures and near failures of a number of large financial service companies have made the capital markets increasingly volatile. As a result of the dislocation in the credit markets, the availability of reasonably priced credit may be limited and therefore reduce the Company's ability to return value to shareholders through dividends and its share repurchase program.

**Off Balance Sheet Arrangements**

In May 2007, the Company guaranteed \$1 million of a bank loan funding a franchisee's construction of a Cambria Suites in Green Bay, Wisconsin. The guaranty was scheduled to expire in August 2010. In April 2008, the Company was released from its obligations under the May 2007 guaranty, and simultaneously issued a new \$1 million guaranty, in connection with a loan refinancing for the same franchisee's Cambria Suites in Green Bay, Wisconsin. The newly issued guaranty expires in June 2010. The Company has received personal guarantees from several of the franchisee's principal owners related to the repayment of any amounts the Company may be required to pay under this guaranty.

In June 2008, the Company guaranteed \$1 million of a bank loan funding a franchisee's construction of a Cambria Suites in Columbus, Ohio. The guaranty will terminate on the earlier of (i) the repayment of all outstanding obligations under the bank loan that it supports (the current initial loan term runs through June 2013), or (ii) or when the franchisee achieves certain debt service coverage ratios outlined in the underlying bank loan agreement. The Company has received a pledge of an equity interest in the entity constructing the property as well as personal guarantees from several of the franchisee's principal owners related to the repayment of any amounts the Company may be required to pay under this guaranty.

In July 2008, the Company guaranteed \$1 million of a bank loan funding a franchisee's construction of a Cambria Suites in Noblesville, Indiana. The guaranty will terminate on the earlier of (i) the repayment of all outstanding obligations under the bank loan that it supports (the current initial loan term runs through September 2011), or (ii) or when the franchisee achieves certain debt service coverage ratios outlined in the underlying bank loan agreement. The Company has received a pledge of an equity interest in the entity constructing the property as well as personal guarantees from several of the franchisee's principal owners related to the repayment of any amounts the Company may be required to pay under this guaranty.

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### **Critical Accounting Policies**

Our accounting policies comply with principles generally accepted in the United States. We have described below those policies that we believe are critical and require the use of complex judgment or significant estimates in their application. Additional discussion of these policies is included in Note 1 to our consolidated financial statements.

#### *Revenue Recognition.*

The Company accounts for initial, relicensing and continuing franchise fees in accordance with Statement of Financial Accounting Standards ( SFAS ) No. 45, Accounting for Franchise Fee Revenue. We recognize continuing franchise fees, including royalty, marketing and reservations system fees, when earned and receivable from our franchisees. Franchise fees are typically based on a percentage of gross room revenues of each franchisee. Our estimate of the allowance for uncollectible royalty fees is charged to SG&A expense.

The Company may also enter into master development agreements ( MDAs ) with developers that grant limited exclusive development rights and preferential franchise agreement terms for one-time, non-refundable fees. When these fees are not contingent upon the number of agreements executed under the MDA, the Company accounts for these up-front fees in accordance with Staff Accounting Bulletin ( SAB ) No. 104, Revenue Recognition ( SAB No. 104 ) and recognizes the up-front fees over the MDAs contractual life.

Initial franchise and relicensing fees are recognized, in most instances, in the period the related franchise agreement is executed because the initial franchise and relicensing fees are non-refundable and the Company is not required to provide initial services to the franchisee prior to hotel opening. We defer the initial franchise and relicensing fee revenue related to franchise agreements which include incentives until the incentive criteria are met or the agreement is terminated, whichever occurs first.

We account for procurement services revenues from qualified vendors in accordance with SAB 104 and Emerging Issue Task Force ( EITF ) Issue No. 00-21 Accounting for Revenue Arrangement with Multiple Deliverables . SAB 104 provides guidance on the recognition, presentation and disclosure of revenue in financial statements. Pursuant to SAB 104, the Company recognizes procurement services revenues when the services are performed or the product delivered, evidence of an arrangement exists, the fee is fixed and determinable and collectibility is probable. We defer the recognition of procurement services revenues related to certain upfront fees and recognize them over a period corresponding to the Company s estimate of the life of the arrangement.

#### *Marketing and Reservation Revenues and Expenses.*

The Company records marketing and reservation revenues and expenses in accordance with EITF Issue No. 99-19, Reporting Revenue Gross as a Principal versus Net as an Agent, which requires that these revenues and expenses be recorded gross. In addition, net advances to and repayments from the franchise system for marketing and reservation activities are presented as cash flows from operating activities.

Reservation fees and marketing fees not expended in the current year are carried over to the next fiscal year and expended in accordance with the franchise agreements. Shortfall amounts are similarly recovered in subsequent years. Cumulative excess or shortfall amounts from the operation of these programs are recorded as a marketing or reservation fee payable or receivable. Under the terms of the franchise agreements, the Company may advance capital as necessary for marketing and reservation activities and recover such advances through future fees. Our current assessment is that the credit risk associated with the marketing fee receivable is mitigated due to our contractual right to recover these amounts from a large geographically dispersed group of franchisees.

Choice Privileges is our frequent guest incentive marketing program. Choice Privileges enables members to earn points based on their spending levels at participating brands and, to a lesser degree, through participation in affiliated partners programs, such as those offered by credit card companies. The points may be redeemed for free accommodations or other benefits. Points cannot be redeemed for cash.

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The Company collects a percentage of program members' room revenue from participating franchises. Revenues are deferred in an amount equal to the fair value of the future redemption obligation. A third-party actuary estimates the eventual redemption rates and point values using various actuarial methods. These judgmental factors determine the required liability for outstanding points. Upon redemption of points, the Company recognizes the previously deferred revenue as well as the corresponding expense relating to the cost of the awards redeemed. Revenues in excess of the estimated future redemption obligation are recognized when earned to reimburse the Company for costs incurred to operate the program, including administrative costs, marketing, promotion and performing member services. Costs to operate the program, excluding estimated redemption values, are expensed when incurred.

### *Impairment Policy.*

We evaluate the fair value of goodwill to assess potential impairments on an annual basis, or during the year if an event or other circumstance indicates that we may not be able to recover the carrying amount of the asset. We evaluate impairment of goodwill by comparing the fair value of our net assets with the carrying amount of goodwill. Because the Company has one reporting unit, the market capitalization of the Company is used to determine if goodwill may be impaired. The Company did not record any impairment of goodwill during the years ended December 31, 2008, 2007 and 2006.

We evaluate the potential impairment of property and equipment and other long-lived assets, including franchise rights on an annual basis or whenever an event or other circumstance indicates that we may not be able to recover the carrying value of the asset. Our evaluation is based upon future cash flow projections. Significant management judgment is involved in developing these projections, and they include inherent uncertainties. If different projections had been used in the current period, the balances for non-current assets could have been materially impacted. Furthermore, if management uses different projections or if different conditions occur in future periods, future-operating results could be materially impacted.

The Company evaluates the collectibility of notes receivable on a periodic basis to determine when, based on current information and events, it is probable that we will be unable to collect all amounts due according to the contractual terms of the loan agreement. All amounts due according to the contractual terms means that both the contractual interest payments and the contractual principal payments of a loan will be collected as scheduled in the loan agreement. If the Company concludes that it will be unable to collect all amounts due, the Company will establish a specific impairment reserve based on the difference between the present value of expected future cash flows, discounted at the loan's effective interest rate, which may or may not occur, or the estimated fair value of the collateral and the recorded investment in the loan. We apply our loan impairment policy individually to all loans in the portfolio and do not aggregate loans for the purpose of applying such policy. Where we determine that a loan is impaired, we recognize interest income on a cash basis. During the year ended December 31, 2008, the Company determined that certain outstanding notes receivable were impaired and therefore recorded an additional reserve of \$7.6 million against these notes receivable in SG&A expenses for a total of \$8.6 million. The Company determined the fair value of these impaired assets based on its estimates of the fair value of loan collateral pledged in support of these outstanding notes receivable. The expected cash flows from this collateral were discounted based on an effective interest rate as per the loan agreements of 10%. Assumptions in estimating expected future cash flows are subject to a high degree of judgment and complexity. We make every effort to forecast these future cash flows as accurately as possible with the information available at the time the forecast is developed. However, changes in the assumptions and estimates may affect the carrying value of the notes receivable and could result in additional impairment reserves in future periods.

### *Stock Compensation.*

In December 2004, the Financial Accounting Standards Board ( FASB ) issued SFAS No. 123 (Revised 2004), Share-Based Payment ( SFAS No. 123R ). SFAS No. 123R requires that compensation cost relating to share based payment transactions be recognized in financial statements based on the fair value of the equity or



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liability instruments issued. Effective January 1, 2006, the Company adopted SFAS No. 123R using the modified prospective application method and began applying its provisions to: (i) new awards, (ii) awards modified subsequent to the adoption date and (iii) outstanding awards for which all requisite service had not yet been rendered. Under the modified-prospective application method, compensation costs were recognized on the unvested portion of awards beginning on January 1, 2006 based on the grant-date fair value used for pro-forma disclosures under SFAS No. 148 Accounting for Stock-Based Compensation-Transition and Disclosure over the remaining vesting period. Compensation expense related to the fair value of share-based awards is recognized over the requisite service period based on an estimate of those awards that will ultimately vest. The Company estimates the share-based compensation expense for awards that will ultimately vest upon inception of the grant and adjusts the estimate of share-based compensation for those awards with performance and/or service requirements that will not be satisfied so that compensation cost is recognized only for awards that ultimately vest.

### *Income Taxes.*

Our income tax expense and related balance sheet amounts involve significant management estimates and judgments. Judgments regarding realization of deferred tax assets and the ultimate outcome of tax-related contingencies represent key items involved in the determination of income tax expense and related balance sheet accounts.

The Company does not provide additional United States income taxes on undistributed earnings of consolidated foreign subsidiaries included in retained earnings. Such earnings could become taxable upon the sale or liquidation of these foreign subsidiaries or upon dividend repatriation. The Company's intent is for such earnings to be reinvested by the subsidiaries.

Deferred tax assets represent items to be used as a tax deduction or credit in future tax returns for which we have already properly recorded the tax benefit in our income statement. Realization of our deferred tax assets reflects our tax planning strategies. We establish valuation allowances for deferred tax assets that we do not believe will be realized.

Tax assessments and resolution of tax contingencies may arise several years after tax returns have been filed. Predicting the outcome of such tax assessments involves uncertainty; however, we believe that recorded tax liabilities adequately account for our analysis of probable outcomes.

In June 2006, the FASB issued FASB Interpretation No. 48 Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statement No. 109, (FIN 48). FIN 48 clarifies FASB Statement No. 109, Accounting for Income Taxes by prescribing a recognition threshold a tax position is required to meet before being recognized in the financial statements. FIN 48 provides guidance on de-recognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 was effective for fiscal years beginning after December 15, 2006. The Company adopted FIN 48 as of January 1, 2007, as required. The cumulative effect of adopting FIN 48 was recorded in retained earnings and other accounts as applicable. Uncertain tax benefits of \$7.1 million were recorded against tax contingencies and additional paid in capital as of January 1, 2007, which represents a \$3.1 million increase in tax contingencies recorded as of December 31, 2006. Accrued interest and penalties of \$0.1 million were recorded against retained earnings as of January 1, 2007.

Estimated interest and penalties related to the uncertain tax benefits are classified as a component of income tax expense in the consolidated statements of income. For the year ended December 31, 2008, the Company reversed \$0.1 million of accrued interest and penalties related to the resolution of previously unrecognized tax benefits. For the year ended December 31, 2007, the Company accrued interest and penalties of \$0.2 million. Accrued interest and penalties were \$1.2 million and \$1.3 million as of December 31, 2008 and 2007, respectively.

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As of December 31, 2008, the Company had \$5.7 million of total unrecognized tax benefits of which approximately \$2.7 million would affect the effective tax rate if recognized. Additions of \$0.8 million represented unrecognized tax benefits for current year tax positions related to state taxes. Reductions of \$1.9 million were due to changes in judgment and lapse of applicable statutes of limitations related to state tax positions and stock based compensation deductions. The Company believes it is reasonably possible it will recognize tax benefits of up to \$2.1 million within the next twelve months. This is due to the anticipated lapse of applicable statutes of limitations regarding state tax positions and stock-based compensation deductions.

The Company's uncertain tax positions are related to tax years that remain subject to examination by the relevant tax authorities. The Company and its subsidiaries are subject to U.S. federal income tax as well as income tax of multiple state and foreign jurisdictions. The Company has substantially concluded all U.S. federal income tax matters for years through and including 2004. Substantially all material state and local and foreign income tax matters have been concluded for years through and including 2004. U.S. federal income tax returns for 2005 through 2007 are currently open for examination.

### *Pension, Profit Sharing and Incentive Plans*

The Company sponsors two non-qualified retirement savings and investment plans for certain employees and senior executives. Employee and Company contributions are maintained in separate irrevocable trusts. Legally, the assets of the trusts remain those of the Company; however, access to the trusts' assets is severely restricted. The trusts cannot be revoked by the Company or an acquirer, but the assets are subject to the claims of the Company's general creditors. The participants do not have the right to assign or transfer contractual rights in the trusts. The Company accounts for these plans in accordance with EITF Issue No. 97-14, "Accounting for Deferred Compensation Arrangements Where Amounts Earned Are Held in a Rabbi Trust and Invested."

In 2002, the Company adopted the Choice Hotels International, Inc. Executive Deferred Compensation Plan ( "EDCP" ) which became effective January 1, 2003. Under the EDCP, certain executive officers may defer a portion of their salary into an irrevocable trust. A participant may elect an investment return of either the annual yield of the Moody's Average Corporate Bond Rate Yield Index plus 300 basis points, or a return based on a selection of identified diversified investment options. As of December 31, 2008 and 2007, the Company recorded a deferred compensation liability of \$20.2 million and \$22.3 million, respectively related to these deferrals and credited investment returns. The change in the deferred compensation obligation recorded in compensation expense relates to earnings credited to participants as well as changes in the fair value of the diversified investments. The Company has invested the employee salary deferrals in diversified long-term investments which are intended to provide investment returns that partially offset the earnings credited to the participants. The diversified investments held in the trusts totaled \$15.7 million and \$21.5 million as of December 31, 2008 and 2007, respectively, and are recorded at their fair value, based on quoted market prices. The change in the fair value of the diversified assets held in trust is recorded in accordance with SFAS No. 115 "Accounting for Certain Investments in Debt and Equity Securities" ( SFAS No. 115 ) as trading security income (loss) and is included in other income and expenses, net in the accompanying statements of income.

In 1997, the Company adopted the Choice Hotels International, Inc. Nonqualified Retirement Savings and Investment Plan ( "Non-Qualified Plan" ). The Non-Qualified Plan allows certain employees who do not participate in the EDCP to defer a portion of their salary and invest these amounts in a selection of identified diversified investment options. As of December 31, 2008 and 2007, the Company had recorded a deferred compensation liability of \$10.5 million and \$14.1 million, respectively related to these deferrals. The change in the deferred compensation obligation recorded in compensation expense relates to earnings credited to participants as well as changes in the fair value of the diversified investments. The diversified investments held in the trusts were \$9.6 million and \$13.0 million as of December 31, 2008 and 2007, respectively, and are recorded at their fair value, based on quoted market prices. The change in the fair value of the diversified assets held in trust is recorded in accordance with SFAS No. 115 as trading security income (loss) and is included in other income and expenses, net in the accompanying statements of income. In addition, at December 31, 2008

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and 2007, the Non-Qualified Plan held shares of the Company's common stock with a market value of \$0.9 million and \$1.1 million, respectively. We are subject to risk from changes in debt and equity prices from our non-qualified retirement savings plan investments in debt securities and common stock.

The Company sponsors an unfunded non-qualified defined benefit plan (SERP) for certain senior executives. No assets are held with respect to the plan; therefore benefits are funded as paid to participants. Effective December 31, 2006, the Company accounts for the SERP in accordance with SFAS No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans*, an amendment of FASB Statements No. 87, 88, 106, and 132(R). Benefit payments totaling \$0.4 million are currently scheduled to be remitted within the next twelve months.

### **Recently Issued Accounting Standards**

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* (SFAS No. 157) which defines fair value, establishes a framework for measuring fair value in accordance with accounting principles generally accepted in the United States, and expands disclosures about fair value measurements. The Company has adopted the provisions of SFAS No. 157 as of January 1, 2008, for financial instruments. Although the adoption of SFAS No. 157 did not impact the Company's financial condition, results of operations, or cash flow, the Company is now required to provide additional disclosures as part of its financial statements.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value for Financial Assets and Financial Liabilities* (SFAS No. 159) which provides reporting entities an option to report certain financial instruments and other items at fair value that are not currently required to be measured at fair value. SFAS No. 159 is effective as of the beginning of a reporting entity's first fiscal year beginning after November 15, 2007. The Company has not currently elected the fair value measurement option for any financial assets or liabilities that were not previously recorded at fair value.

In December 2007, the FASB issued SFAS No. 141 (Revised 2007), *Business Combinations* (SFAS No. 141R). SFAS No. 141R will change the accounting for business combinations by requiring an acquiring entity to recognize all the assets acquired, the liabilities assumed and any non-controlling interest in a transaction at the acquisition date fair value with limited exceptions. SFAS No. 141R will also change the accounting treatment and disclosure for certain specific items in a business combination. SFAS No. 141R applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008.

In June 2007, the FASB ratified EITF 06-11, *Accounting for the Income Tax Benefits of Dividends on Share-Based Payment Awards* (EITF No. 06-11). EITF 06-11 provides that tax benefits associated with dividends on share-based payment awards be recorded as a component of additional paid-in capital. EITF No. 06-11 is effective, on a prospective basis, for fiscal years beginning after December 15, 2007. The implementation of this standard did not have a material impact on our consolidated financial position and results of operations.

In April 2008, the FASB issued FASB Staff Position (FSP) 142-3, *Determination of the Useful Life of Intangible Assets* (FSP 142-3). FSP 142-3 amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under SFAS No. 142, *Goodwill and Other Intangible Assets*. FSP 142-3 is effective for fiscal years beginning after December 15, 2008. The Company will apply the FSP prospectively to intangible assets acquired after the effective date and will update its disclosures, as appropriate, upon implementation of this guidance.

In June 2008, the FASB issued FSP EITF 03-6-1, *Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities* (FSP EITF 03-6-1). FSP EITF 03-6-1 clarified that all outstanding unvested share-based payment awards that contain rights to nonforfeitable dividends participate

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in undistributed earnings with common shareholders. Awards of this nature are considered participating securities and the two-class method of computing basic and diluted earnings per share must be applied. FSP EITF 03-6-1 is effective for fiscal years beginning after December 15, 2008. The Company has determined that this statement will not have a material impact on our consolidated financial statements.

In September 2008, the FASB issued FSP 133-1 and FIN 45-4, Disclosures about Credit Derivatives and Certain Guarantees: An Amendment of FASB Statement No. 133 and FASB Interpretation No. 45; and Clarification of the Effective Date of FASB Statement No. 161 ( FSP 133-1 and FIN 45-4 ). FSP 133-1 and FIN 45-4 amend and enhance disclosure requirements for sellers of credit derivatives and financial guarantees. They also clarify that the disclosure requirements of SFAS No. 161 are effective for quarterly periods beginning after November 15, 2008, and fiscal years that include those periods. FSP 133-1 and FIN 45-4 are effective for reporting periods (annual or interim) ending after November 15, 2008. The Company will update its disclosures, as appropriate, upon implementation of this guidance.

In October 2008, the FASB issued FSP 157-3 Determining Fair Value of a Financial Asset in a Market That Is Not Active ( FSP 157-3 ). FSP 157-3 clarified the application of SFAS No. 157 in an inactive market. It demonstrated how the fair value of a financial asset is determined when the market for that financial asset is inactive. FSP 157-3 was effective upon issuance, including prior periods for which financial statements had not been issued. The implementation of this standard did not have an impact on our consolidated financial position and results of operations.

In December 2008, the FASB issued EITF Issue No. 08-6, Equity Method Investment Accounting Consideration, effective for fiscal years beginning after December 15, 2008. EITF Issue No. 08-6 requires an equity method investor to account for its initial investment at cost and shall not separately test an investee's underlying indefinite-lived intangible assets for impairment. It also requires an equity method investor to account for share issuance by an investee as if the investor had sold a proportionate share of its investment. The resulting gain or loss shall be recognized in earnings. The Company does not believe that the implementation of this standard will have a material impact on our consolidated financial position and results of operations.

In December 2008, the FASB issued FSP FAS 132(R)-1, Employers' Disclosures about Postretirement Benefit Plan Assets, amending FASB Statement No. 132(R), Employers' Disclosures about Pensions and Other Postretirement Benefits, effective for fiscal years ending after December 15, 2009. FSP FAS 132(R)-1 requires an employer to disclose investment policies and strategies, categories, fair value measurements, and significant concentration of risk among its postretirement benefit plan assets. The Company will update its disclosures, as appropriate, upon implementation of this guidance.

## **FORWARD-LOOKING STATEMENTS**

Certain matters discussed in this report, including those in the section entitled Management's Discussion and Analysis of Financial Condition and Results of Operation, constitute forward-looking statements within the meaning of the federal securities law. Generally, our use of words such as expect, estimate, believe, anticipate, will, forecast, plan, project, assume or similar words of futurity identify statements that are forward-looking and that we intend to be included within the Safe Harbor protections provided by Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934. Such forward-looking statements are based on management's current beliefs, assumptions and expectations regarding future events, which in turn are based on information currently available to management. Such statements may relate to projections of the Company's revenue, earnings and other financial and operational measures, Company debt levels, payment of stock dividends, and future operations. We caution you not to place undue reliance on any forward-looking statements, which are made as of the date of this report. Forward-looking statements do not guarantee future performance and involve known and unknown risks, uncertainties and other factors.

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Several factors could cause actual results, performance or achievements of the Company to differ materially from those expressed in or contemplated by the forward-looking statements. Such risks include, but are not limited to, changes to general, domestic and foreign economic conditions; operating risks common in the lodging and franchising industries; changes to the desirability of our brands as viewed by hotel operators and customers; changes to the terms or termination of our contracts with franchisees; our ability to keep pace with improvements in technology utilized for reservations systems and other operating systems; fluctuations in the supply and demand for hotels rooms; and our ability to manage effectively our indebtedness. These and other risk factors are discussed in detail in Item 1A Risk Factors of this report. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law.

### **Item 7A. Quantitative and Qualitative Disclosures About Market Risk.**

The Company is exposed to market risk from changes in interest rates and the impact of fluctuations in foreign currencies on the Company's foreign investments and operations. The Company manages its exposure to these market risks through the monitoring of its available financing alternatives including in certain circumstances the use of derivative financial instruments. We are also subject to risk from changes in debt and equity prices from our non-qualified retirement savings plan investments in debt securities and common stock, which have a carrying value of \$25.4 million at December 31, 2008, which we account for as trading securities under SFAS No. 115. The Company will continue to monitor the exposure in these areas and make the appropriate adjustments as market conditions dictate.

At December 31, 2008 and December 31, 2007, the Company had \$284.4 million and \$272.4 million of debt outstanding at a weighted average effective interest rate of 2.4% and 6.0%, respectively. A hypothetical change of 10% in the Company's effective interest rate from December 31, 2008 levels would increase or decrease interest expense by \$0.7 million. The Company expects to refinance its long-term debt obligations prior to their scheduled maturities.

The Company does not presently have any derivative financial instruments.

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**Item 8. Financial Statements and Supplementary Data.**

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### **Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Shareholders

of Choice Hotels International, Inc. and subsidiaries:

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of Choice Hotels International, Inc. and its subsidiaries at December 31, 2008 and 2007, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2008 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the index appearing under Item 15(a)(2) presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2008, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control Over Financial Reporting, appearing under Item 9A. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting 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 audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

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 (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 (iii) 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.

/s/ PricewaterhouseCoopers LLP

McLean, Virginia

February 27, 2009

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## CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF INCOME

	Years Ended December 31,		
	2008	2007	2006
	(In thousands, except per share amounts)		
<b>REVENUES:</b>			
Royalty fees	\$ 247,435	\$ 236,346	\$ 211,645
Initial franchise and relicensing fees	27,931	33,389	29,629
Procurement services	17,148	16,283	13,945
Marketing and reservation	336,477	316,827	273,267
Hotel operations	4,936	4,692	4,505
Other	7,753	7,957	6,912
<b>Total revenues</b>	<b>641,680</b>	<b>615,494</b>	<b>539,903</b>
<b>OPERATING EXPENSES:</b>			
Selling, general and administrative	118,989	101,590	87,112
Depreciation and amortization	8,184	8,637	9,705
Marketing and reservation	336,477	316,827	273,267
Hotel operations	3,434	3,241	3,194
<b>Total operating expenses</b>	<b>467,084</b>	<b>430,295</b>	<b>373,278</b>
<b>Operating income</b>	<b>174,596</b>	<b>185,199</b>	<b>166,625</b>
<b>OTHER INCOME AND EXPENSES:</b>			
Interest expense	10,932	14,293	14,098
Interest and other investment (income) loss	7,760	(1,750)	(2,041)
Equity in net income of affiliates	(1,414)	(1,230)	(1,052)
Loss on extinguishment of debt			342
<b>Other income and expenses, net</b>	<b>17,278</b>	<b>11,313</b>	<b>11,347</b>
<b>Income before income taxes</b>	<b>157,318</b>	<b>173,886</b>	<b>155,278</b>
<b>Income taxes</b>	<b>57,107</b>	<b>62,585</b>	<b>42,491</b>
<b>Net income</b>	<b>\$ 100,211</b>	<b>\$ 111,301</b>	<b>\$ 112,787</b>
<b>Weighted average shares outstanding-basic</b>	<b>61,853</b>	<b>64,213</b>	<b>65,387</b>
<b>Weighted average shares outstanding-diluted</b>	<b>62,521</b>	<b>65,331</b>	<b>67,050</b>
<b>Basic earnings per share</b>	<b>\$ 1.62</b>	<b>\$ 1.73</b>	<b>\$ 1.72</b>
<b>Diluted earnings per share</b>	<b>\$ 1.60</b>	<b>\$ 1.70</b>	<b>\$ 1.68</b>
<b>Cash dividends declared per share</b>	<b>\$ 0.71</b>	<b>\$ 0.64</b>	<b>\$ 0.56</b>

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





**Table of Contents****CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS**

	December 31, 2008 (In thousands, except	December 31, 2007 share amounts)
ASSETS		
Current assets		
Cash and cash equivalents	\$ 52,680	\$ 46,377
Receivables (net of allowance for doubtful accounts of \$5,256 and \$4,213, respectively)	43,141	40,855
Deferred income taxes	8,223	2,387
Investments, employee benefit plans, at fair value		1,002
Income taxes receivable	3,181	1,698
Other current assets	12,991	13,632
<b>Total current assets</b>	<b>120,216</b>	<b>105,951</b>
Property and equipment, at cost, net	45,291	43,887
Goodwill	65,813	65,813
Franchise rights and other identifiable intangibles, net	27,763	31,979
Receivable marketing fees	13,527	6,782
Investments, employee benefit plans, at fair value	25,360	33,488
Deferred income taxes	20,323	29,205
Other assets	9,926	11,279
<b>Total assets</b>	<b>\$ 328,219</b>	<b>\$ 328,384</b>
LIABILITIES AND SHAREHOLDERS' DEFICIT		
Current liabilities		
Accounts payable	\$ 41,648	\$ 55,288
Accrued expenses	38,249	40,907
Deferred revenue	47,004	48,660
Deferred compensation and retirement plan obligations	6,960	1,002
Income taxes payable	1,206	1,659
<b>Total current liabilities</b>	<b>135,067</b>	<b>147,516</b>
Long-term debt	284,400	272,378
Deferred compensation and retirement plan obligations	33,462	43,132
Other liabilities	12,960	22,419
<b>Total liabilities</b>	<b>465,889</b>	<b>485,445</b>
Commitments and Contingencies		
Common stock, \$0.01 par value; 160,000,000 shares authorized; 95,345,362 shares issued at December 31, 2008 and 2007 and 60,704,852 and 62,091,679 shares outstanding at December 31, 2008 and 2007, respectively	607	621
Additional paid-in-capital	90,141	86,243
Accumulated other comprehensive (loss) income	(3,472)	346
Treasury stock (34,640,510 and 33,253,683 shares at December 31, 2008 and 2007, respectively), at cost	(835,186)	(798,110)
Retained earnings	610,240	553,839

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<b>Total shareholders' deficit</b>	<b>(137,670)</b>	(157,061)
<b>Total liabilities and shareholders' deficit</b>	<b>\$ 328,219</b>	\$ 328,384

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

**Table of Contents****CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS**

	2008	Years Ended December 31, 2007 (In thousands)	2006
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Net income	\$ 100,211	\$ 111,301	\$ 112,787
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	8,184	8,637	9,705
Provision for bad debts	9,433	905	(163)
Non-cash stock compensation and other charges	10,914	11,124	10,511
Loss on extinguishment of debt			342
Non-cash interest and other (income) loss	9,300	29	(1,576)
Dividends received from equity method investments	1,180	1,245	1,095
Equity in net income of affiliates	(1,414)	(1,230)	(1,052)
Changes in assets and liabilities, net of acquisitions:			
Receivables	(4,358)	1,056	(2,872)
Receivable marketing and reservation fees, net	(7,578)	11,997	19,049
Accounts payable	(13,138)	13,053	6,682
Accrued expenses	(3,206)	(5,480)	(7,663)
Income taxes payable/receivable	(1,870)	(5,422)	2,827
Deferred income taxes	3,073	(7,649)	(17,185)
Deferred revenue	(1,549)	1,493	15,036
Other assets	(1,046)	(2,554)	(1,710)
Other liabilities	(3,737)	7,161	7,867
<b>Net cash provided by operating activities</b>	<b>104,399</b>	<b>145,666</b>	<b>153,680</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Investment in property and equipment	(12,611)	(11,963)	(7,707)
Acquisitions, net of cash acquired		(343)	(826)
Purchases of investments, employee benefit plans	(7,802)	(8,686)	(10,515)
Proceeds from sales of investments, employee benefit plans	7,819	6,049	3,728
Issuance of notes receivable	(7,410)	(7,395)	(2,433)
Collections of notes receivable	434	1,806	868
Other items, net	(695)	(752)	(359)
<b>Net cash used in investing activities</b>	<b>(20,265)</b>	<b>(21,284)</b>	<b>(17,244)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Principal payments of long-term debt	(100,000)	(422)	(146)
Net borrowings (repayments) pursuant to revolving credit facility	112,000	100,199	(101,500)
Debt issuance costs			(477)
Excess tax benefits from stock-based compensation	10,135	6,209	12,699
Purchase of treasury stock	(63,732)	(185,935)	(1,365)
Dividends paid	(43,142)	(40,139)	(35,386)
Proceeds from exercise of stock options	9,026	5,749	8,498
<b>Net cash used in financing activities</b>	<b>(75,713)</b>	<b>(114,339)</b>	<b>(117,677)</b>
<b>Net change in cash and cash equivalents</b>	<b>8,421</b>	<b>10,043</b>	<b>18,759</b>
<b>Effect of foreign exchange rate changes on cash and cash equivalents</b>	<b>(2,118)</b>	<b>493</b>	<b>161</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>46,377</b>	<b>35,841</b>	<b>16,921</b>
<b>Cash and cash equivalents at end of period</b>	<b>\$ 52,680</b>	<b>\$ 46,377</b>	<b>\$ 35,841</b>

Supplemental disclosure of cash flow information:

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## Cash payments during the year for:

Income taxes, net of refunds	\$ 45,808	\$ 68,969	\$ 56,629
Interest	\$ 11,378	\$ 14,031	\$ 14,346

## Non-cash investing activities:

Acquisitions, liabilities assumed			\$ 1,701
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## Non-cash financing activities:

Declaration of dividends	\$ 43,810	\$ 40,726	\$ 36,859
Issuance of restricted shares of common stock	\$ 9,482	\$ 6,343	\$ 7,005
Issuance of treasury stock to employee stock purchase plan	\$ 547	\$ 604	\$ 546

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

**Table of Contents****CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF SHAREHOLDERS DEFICIT AND COMPREHENSIVE INCOME**

(In thousands, except share amounts)

	Common Stock - Shares Outstanding	Common Stock - Par Value	Additional Paid-in- Capital	Accumulated Other Comprehensive Income (Loss)	Deferred Compensation	Treasury Stock	Comprehensive income	Retained Earnings	Total
Balance as of December 31, 2005	65,219,641	\$ 652	\$ 75,240	\$ 859	\$ (798)	\$ (650,551)		\$ 407,422	\$ (167,176)
Comprehensive income									
Net income							\$ 112,787	112,787	112,787
Other comprehensive income, net of tax:									
Foreign currency translation adjustments							314		314
Amortization of deferred gain on hedge, net of taxes							(67)		(67)
Other comprehensive income				247			247		
Comprehensive income							\$ 113,034		
Exercise of stock options	1,037,979	11	3,249			17,937			21,197
Issuance and cancellation of restricted stock	114,500	1	(6,099)			6,098			
Stock compensation related to stock options			4,023						4,023
Amortization of deferred compensation related to restricted stock grants			6,074						6,074
Dividends declared								(36,859)	(36,859)
Treasury purchases	(28,793)					(1,341)			(1,341)
Issuance of treasury shares	12,226					546			546
Reclassification required by SFAS No. 123R			(798)		798				
Adjustment to initially apply SFAS No. 158, net of tax of \$1.1 million				(1,878)					(1,878)
Balance as of December 31, 2006	66,355,553	\$ 664	\$ 81,689	\$ (772)	\$	\$ (627,311)		\$ 483,350	\$ (62,380)
Comprehensive income									
Net income							\$ 111,301	111,301	111,301
Other comprehensive income, net of tax:									
Amortization of pension related costs, net of tax									
Prior service costs							27		27
Actuarial loss							37		37
Pension curtailment and remeasurement, net of tax							758		758
Actuarial pension loss, net of tax							(319)		(319)
Foreign currency translation adjustments							682		682
Amortization of deferred gain on hedge, net of taxes							(67)		(67)

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Other comprehensive income			1,118			1,118		
Comprehensive income						\$	112,419	
Exercise of stock options	565,261	6	2,297			9,508		11,811
Issuance and cancellation of restricted stock	113,684	1	(4,908)			4,907		
Stock compensation related to stock options			3,378					3,378
Amortization of deferred compensation related to restricted stock grants and PVRSU			6,864					6,864
Dividends declared							(40,726)	(40,726)
Treasury purchases	(4,959,378)	(50)				(185,818)		(185,868)
Issuance of treasury shares	16,559					604		604
Cumulative impact of the adoption of FIN 48			(3,077)				(86)	(3,163)
Balance as of December 31, 2007	62,091,679	\$ 621	\$ 86,243	\$ 346	\$	(798,110)	\$ 553,839	\$ (157,061)
<b>Comprehensive income</b>								
<b>Net income</b>						<b>\$</b>	<b>100,211</b>	<b>100,211</b>
<b>Other comprehensive loss, net of tax:</b>								
<b>Amortization of pension related costs, net of tax</b>								
<b>Prior service costs</b>						<b>26</b>		<b>26</b>
<b>Actuarial loss</b>						<b>68</b>		<b>68</b>
<b>Pension remeasurement, net of tax</b>						<b>(1,082)</b>		<b>(1,082)</b>
<b>Actuarial pension gain, net of tax</b>						<b>829</b>		<b>829</b>
<b>Foreign currency translation adjustments</b>						<b>(3,637)</b>		<b>(3,637)</b>
<b>Amortization of deferred gain on hedge, net of taxes</b>						<b>(22)</b>		<b>(22)</b>
<b>Other comprehensive loss</b>			<b>(3,818)</b>				<b>(3,818)</b>	
<b>Comprehensive income</b>						<b>\$</b>	<b>96,393</b>	
Exercise of stock options	924,937	9	(267)			19,419		19,161
Issuance of restricted stock	283,148	3	(9,482)			9,479		
Cancellation of restricted stock	(84,942)	(1)	2,866			(2,865)		
Stock compensation related to stock options			3,426					3,426
Amortization of deferred compensation related to restricted stock grants and PVRSU			7,355					7,355
Dividends declared							(43,810)	(43,810)
Treasury purchases	(2,529,731)	(25)				(63,656)		(63,681)
Issuance of treasury shares	19,761					547		547
Balance as of December 31, 2008	60,704,852	\$ 607	\$ 90,141	\$ (3,472)	\$	(835,186)	\$ 610,240	\$ (137,670)

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

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### **CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES**

#### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

##### **1. Company Information and Significant Accounting Policies**

###### *Company Information*

Choice Hotels International, Inc. and subsidiaries (together the Company) is in the business of hotel franchising. As of December 31, 2008, the Company had franchise agreements representing 5,827 open hotels and 1,108 hotels under construction, awaiting conversion or approved for development in 49 states, the District of Columbia and over 30 countries and territories outside the United States under the brand names: Comfort Inn®, Comfort Suites®, Quality®, Clarion®, Sleep Inn®, Econo Lodge®, Rodeway Inn®, MainStay Suites®, Suburban Extended Stay Hotel®, Cambria Suites® and Ascend Collection®.

Our direct lodging property real estate exposure is limited to three company-owned MainStay Suites hotels and exposure through our development activities that involve financing and guaranty support with third party hotel developers.

###### *Principles of Consolidation*

The consolidated financial statements include the accounts of Choice Hotels International, Inc. and its subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

On October 30, 2006, the Company acquired 100% of the stock of Choice Hotels Franchise GmbH ( CHG ), a franchising business operating principally in Germany and surrounding countries. The results of CHG have been consolidated since October 30, 2006.

During 2006, the Company formed a wholly-owned subsidiary, Choice Hotels France SAS ( CHF ), which acquired the assets of a franchising business in continental Europe. The acquisition was completed on November 30, 2006 and the results of CHF have been included since that date.

###### *Reclassifications in Consolidated Financial Statements*

The Company revised its presentation of operating and investing cash flows for all periods presented related to the effect of foreign currency exchange rate changes on cash and cash equivalents. There was no effect on any other previously reported cash flows from financing activities or income statement and balance sheet amounts.

###### *Revenue Recognition*

The Company accounts for initial, relicensing and continuing franchise fees in accordance with Statement of Financial Accounting Standards ( SFAS ) No. 45, Accounting for Franchise Fee Revenue. The Company enters into franchise agreements to provide franchisees with various marketing services, a centralized reservation system and limited non-exclusive rights to utilize the Company's registered tradenames and trademarks. These agreements typically have an initial term from ten to twenty years with provisions permitting franchisees to terminate after five, ten, or fifteen years under certain circumstances. In most instances, initial franchise and relicensing fees are recognized upon execution of the franchise agreement because the initial franchise and relicensing fees are non-refundable and the Company is not required to provide initial services to the franchisee prior to hotel opening. The initial franchise and relicensing fees related to executed franchise agreements which include incentives, such as future potential rebates, are deferred and recognized when the incentive criteria are met or the agreement is terminated, whichever occurs first.

The Company may also enter into master development agreements ( MDAs ) with developers that grant limited exclusive development rights and preferential franchise agreement terms for one-time, non-refundable



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### **CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES**

#### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

fees. When these fees are not contingent upon the number of agreements executed under the MDA, the Company accounts for these up-front fees in accordance with Staff Accounting Bulletin ( SAB ) No. 104, Revenue Recognition ( SAB No. 104 ) and recognizes the up-front fees over the MDAs contractual life.

Royalty fees, which are typically based on a percentage of gross room revenues of each franchisee, are recorded when earned and receivable from the franchisee. An estimate of uncollectible royalty fees is charged to bad debt expense and included in selling, general and administrative ( SG&A ) expenses in the accompanying consolidated statements of income.

The Company generates procurement services revenues from qualified vendors. Procurement services revenues are generally earned based on the level of goods or services purchased from qualified vendors by hotel franchise owners and hotel guests who stay in the Company s franchised hotels. The Company accounts for procurement services revenues in accordance with SAB No. 104 which provides guidance on the recognition, presentation and disclosure of revenue in financial statements and Emerging Issues Task Force ( EITF ) Issue No. 00-21 Accounting for Revenue Arrangements with Multiple Deliverables . The Company recognizes procurement services revenues when the services are performed or the product is delivered, evidence of an arrangement exists, the fee is fixed and determinable and collectibility is probable. SAB No. 104 requires the Company to defer the recognition of procurement services revenues related to upfront fees. Such upfront fees are generally recognized over a period corresponding to the Company s estimate of the life of the arrangement.

#### *Marketing and Reservation Revenues and Expenses*

The Company s franchise agreements require the payment of certain marketing and reservation system fees, which are used exclusively by the Company for expenses associated with providing franchise services such as national marketing, media advertising, central reservation systems and technology services. The Company is contractually obligated to expend the marketing and reservation system fees it collects from franchisees in accordance with the franchise agreements; as such, no income or loss to the Company is generated. In accordance with our contracts, we include in marketing and reservation expenses an allocation of costs for certain activities, such as human resources, facilities, legal, accounting, etc., required to carry out marketing and reservation activities.

The Company records marketing and reservation revenues and expenses in accordance with EITF Issue No. 99-19, Reporting Revenue Gross as a Principal versus Net as an Agent, which requires that these revenues and expenses be recorded gross. In addition, net advances from and repayments related to marketing and reservation activities are presented as cash flows from operating activities.

Choice Privileges® is our principal frequent guest loyalty program. Choice Privileges enables members to earn points based on their spending levels at participating brands and, to a lesser degree, through participation in affiliated partners programs, such as those offered by credit card companies. The points, which we accumulate and track on the members behalf, may be redeemed for free accommodations, airline frequent flier program miles or other benefits. Points cannot be redeemed for cash.

We provide Choice Privileges as a marketing program to participating hotels. The cost of operating the program, including the estimated cost of award redemptions, is charged to the participating hotels by collecting a percentage of program members room revenue from participating franchises. Revenues are deferred equal to the estimated fair value of the future redemption obligation. A third-party actuary estimates redemption rates and point values using various actuarial methods. These judgmental factors determine the required liability for unredeemed points. Upon redemption of the points, the Company recognizes the previously deferred revenue as well as the corresponding expense relating to the cost of the awards redeemed. Revenues in excess of the

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**CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

estimated future redemption obligation are recognized when earned to reimburse the Company for costs incurred to operate the program, including administrative costs, marketing, promotion and performing member services. Costs to operate the program, excluding estimated redemption values, are expensed when incurred.

*Accounts Receivable and Credit Risk*

Accounts receivable consist primarily of franchise and related fees due from hotel franchises and are recorded at the invoiced amount. The allowance for doubtful accounts is our best estimate of the amount of probable credit losses in our existing accounts receivable. We determine the allowance considering historical write-off experience and a review of aged receivable balances. However, the Company considers its credit risk associated with trade receivables and the receivable for marketing fees to be partially mitigated due to the dispersion of these receivables across a large number of geographically diverse franchisees.

The Company records bad debt expense in SG&A expenses and marketing and reservation expenses in the accompanying consolidated statements of income based on its assessment of the ultimate realizability of receivables considering historical collection experience and the economic environment. When the Company determines that an account is not collectible, the account is written-off to the associated allowance for doubtful accounts.

*Advertising Costs*

The Company expenses advertising costs as the advertising occurs in accordance with American Institute of Certified Public Accountants, Statement of Position 93-7, Reporting on Advertising Costs. Advertising expense was \$100.5 million, \$91.4 million and \$74.4 million for the years ended December 31, 2008, 2007 and 2006, respectively. Prepaid advertising at December 31, 2008 and 2007 totaled \$3.8 million and \$3.1 million, respectively, and is included within other current assets in the accompanying consolidated balance sheet. The Company includes advertising costs primarily in marketing and reservation expenses on the accompanying consolidated statements of income.

*Cash and Cash Equivalents*

The Company considers all highly liquid investments purchased with a maturity of three months or less at the date of purchase to be cash equivalents. As of December 31, 2008 and 2007, \$7.6 million and \$12.5 million, respectively, of book overdrafts representing outstanding checks in excess of funds on deposit are included in accounts payable in the accompanying consolidated balance sheets.

The Company maintains cash balances in banks, which, at times, may exceed the limits of amounts insured by the Federal Deposit Insurance Corporation. In addition, the Company also maintains cash balances in international banks which do not provide deposit insurance.

*Capitalization Policies*

Property and equipment are recorded at cost and depreciated using the straight-line method over the estimated useful lives of the assets. Leasehold improvements are amortized over the shorter of the lease term or their useful lives. Major renovations, replacements and interest incurred during construction are capitalized. Upon sale or retirement of property, the cost and related accumulated depreciation are eliminated from the accounts and any related gain or loss is recognized in the accompanying consolidated statements of income. Maintenance, repairs and minor replacements are charged to expense as incurred.

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**CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Assets Held for Sale*

We consider property to be assets held for sale when all of the following criteria are met:

Management commits to a plan to sell a property;

It is unlikely that the disposal plan will be significantly modified or discontinued;

The property is available for immediate sale in its present condition;

Actions required to complete the sale of the property have been initiated;

Sale of the property is probable and we expect the completed sale will occur within one year; and

The property is actively being marketed for sale at a price that is reasonable given its current market value.

Upon designation as an asset held for sale, we record the carrying value of each property at the lower of its carrying value or its estimated fair value, less estimated costs to sell, and we cease depreciation.

*Impairment Policy*

The Company evaluates the impairment of property and equipment and other long-lived assets, including franchise rights and other definite-lived intangibles, in accordance with SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*. SFAS No. 144 states that an impairment of long-lived assets has occurred whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability is measured based on net, undiscounted expected cash flows. Assets are considered to be impaired if the net, undiscounted expected cash flows are less than the carrying amount of the assets. Impairment charges are recorded based upon the difference between the carrying value and the fair value of the asset. The Company did not record any impairment on long-lived assets during the three years ended December 31, 2008.

The Company evaluates the impairment of goodwill and trademarks with indefinite lives in accordance with SFAS No. 142, *Goodwill and Other Intangible Assets*, ( SFAS No. 142 ) which requires intangible assets to be assessed on at least an annual basis for impairment using a fair value basis. Because the Company has one reporting unit pursuant to SFAS No. 142 the fair value of the Company's net assets are used to determine if goodwill may be impaired. The Company did not record any impairment of goodwill during the three years ended December 31, 2008, based on assessments performed by the Company. In addition, the Company did not record any impairment of trademarks during the three years ended December 31, 2008.

The Company evaluates the collectibility of notes receivable in accordance with SFAS No. 114, *Accounting by Creditors For Impairment of a Loan*. SFAS No. 114 states that a loan is impaired when, based on current information and events, it is probable that a creditor will be unable to collect all amounts due according to the contractual terms of the loan agreement. All amounts due according to the contractual terms means that both the contractual interest payments and the contractual principal payments of a loan will be collected as scheduled in the loan agreement. The Company reviews outstanding notes receivable on a periodic basis to ensure that each is fully collectible. We measure loan impairment based on the present value of expected future cash flows discounted at the loan's original effective interest rate or the estimated fair value of the collateral.

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For impaired loans, we establish a specific impairment reserve for the difference between the recorded investment in the loan and the present value of the expected future cash flows or the estimated fair value of the collateral. We apply our loan impairment policy individually to all loans in the portfolio and do not aggregate loans for the purpose of applying such policy. The Company records bad debt expense in SG&A expenses in the accompanying consolidated statements of income. For loans that we have determined to be impaired, we recognize interest income on a cash basis. See Note 3 *Notes Receivable* for additional information.

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### **CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES**

#### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

##### *Deferred Financing Costs*

Debt financing costs are deferred and amortized, using the effective interest method, over the term of the related debt. As of December 31, 2008 and 2007, unamortized deferred financing costs were \$0.6 million and \$0.8 million, respectively, and are included in other non-current assets in the accompanying consolidated balance sheets.

On June 16, 2006, the Company entered into a \$350 million senior unsecured revolving credit agreement ( the Revolver ), with a syndicate of lenders. The proceeds from the Revolver were used to refinance and terminate the Company's revolving credit facility entered into in July 2004 ( 2004 Facility ). The Company accounted for the refinancing of the 2004 Facility in accordance with EITF Issue No. 98-14, Debtor's Accounting for Changes in Line-of-Credit or Revolving-Debt Arrangements ( EITF No. 98-14 ). Pursuant to EITF No. 98-14, the Company recorded a loss on extinguishment of debt of approximately \$0.3 million during the year ended December 31, 2006.

##### *Investments*

The Company accounts for its investments in Choice Hotels Canada, Inc. ( CHC ) and Choice Hospitality (India) Private Ltd ( CHN ) in accordance with Accounting Principles Board Opinion ( APB ) No. 18, The Equity Method of Accounting for Investments in Common Stock.

##### *Derivatives*

SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities ( SFAS No. 133 ), establishes accounting and reporting standards for derivative instruments, including derivative instruments embedded in other contracts, and for hedging activities. SFAS No. 133 requires the recognition of the fair value of derivatives in the balance sheet, with changes in the fair value recognized either in earnings or as a component of other comprehensive income dependent upon the nature of the derivative. SFAS No. 133 also states that any deferred gain on previous hedging activity does not meet the definition of a liability, due to a lack of expected future cash flows and therefore should be included in comprehensive income. As of December 31, 2008 and 2007 the Company had no derivative financial instruments.

##### *Sales Taxes*

The Company presents taxes collected from customers and remitted to governmental authorities on a net basis and therefore they are excluded from our revenues in our consolidated financial statements.

##### *Earnings per Share*

Earnings per share are computed under SFAS No. 128 Earnings Per Share . Basic earnings per share are computed by dividing net income by the weighted-average number of common shares outstanding. Unvested restricted stock and performance vested restricted stock units ( PVRsUs ) are excluded from the computation of basic earnings per share until the shares are earned by the shareholder. Stock options are also excluded since they are not considered outstanding shares. Diluted earnings per share, assumes dilution and is computed based on the weighted-average number of common shares outstanding after consideration of the dilutive effect of stock options, unvested restricted stock and PVRsUs. The effect of dilutive securities is computed using the treasury stock method and average market prices during the period. Dilutive securities with performance conditions are excluded from the computation until the performance conditions are met.

**Table of Contents****CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)***Use of Estimates*

The consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States and require management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

*Foreign Operations*

The U.S. dollar is the functional currency of our consolidated entities operating in the United States. The functional currency for our consolidated entities operating outside of the United States is generally the currency of the primary economic environment in which the entity primarily generates and expends cash. We translate the financial statements of consolidated entities whose functional currency is not the U.S. dollar into U.S. dollars. We translate assets and liabilities at the exchange rate in effect as of the financial statement date and translate income statement accounts using the weighted average exchange rate for the period. We include translation adjustments from foreign exchange and the effect of exchange rate changes on intercompany transactions of a long-term investment nature as a separate component of shareholders' equity. We report realized gains and losses from foreign currency transactions in SG&A expenses and those amounted to a \$1.0 million loss in 2008, a \$0.2 million gain in 2007, and a \$0.2 million loss in 2006.

**2. Other Current Assets**

Other current assets consist of the following at:

	December 31, 2008	December 31, 2007
	(In thousands)	
Prepaid expenses	\$ 10,557	\$ 9,952
Notes receivable (See Note 3)	2,219	3,444
Other current assets	215	236
Total	\$ 12,991	\$ 13,632

**3. Notes Receivable**

	December 31, 2008	December 31, 2007
	(In thousands)	
Forgivable notes receivable	\$ 8,016	\$ 8,482
Mezzanine and other notes receivables	12,105	5,484
	20,121	13,966
Loan reserves	(9,564)	(1,393)
Total	\$ 10,557	\$ 12,573
Current portion, net	\$ 2,219	\$ 3,444

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Long-term portion, net	<b>8,338</b>	9,129
Total	<b>\$ 10,557</b>	\$ 12,573

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**Table of Contents****CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

We classify notes receivable due within one year as current assets and notes receivable with a maturity greater than one year as other assets in the Company's consolidated balance sheets.

*Forgivable Notes Receivable*

From time to time, the Company provides financing to franchisees for property improvements and other purposes in the form of forgivable promissory notes. The terms of the notes range from 3 to 10 years, bearing market interest rates, and are forgiven and amortized over that time period if the franchisee remains in the system in good standing. As of December 31, 2008 and 2007, the unamortized balance of these notes totaled \$8.0 million and \$8.5 million, respectively. The Company recorded an allowance for credit losses on these forgivable notes receivable of \$0.8 million at both December 31, 2008 and 2007. Amortization expense included in the accompanying consolidated statements of income related to the notes was \$1.8 million, \$1.8 million and \$1.8 million for the years ended December 31, 2008, 2007 and 2006, respectively. At December 31, 2008, the Company had commitments to extend an additional \$6.1 million in forgivable notes receivable provided certain commitments are met by its franchisees.

*Mezzanine and Other Notes Receivable*

The Company has provided financing to franchisees in support of the development of Cambria Suites properties. These notes include non-interest bearing receivables as well as notes bearing market interest and are due upon maturity. Non-interest bearing notes receivable are recorded net of their unamortized discounts totaling \$0.02 million and \$0.1 million at December 31, 2008 and 2007, respectively. Interest income associated with these notes receivable is reflected in the accompanying consolidated statements of income under the caption interest and other investment (income) loss. We do not accrue interest on notes receivable that are impaired. At December 31, 2008, notes receivable advanced totaled \$12.1 million of which \$10.8 million was determined to be impaired at December 31, 2008. The Company has recorded an \$8.6 million allowance for credit losses on these impaired loans at December 31, 2008. In addition, at December 31, 2008 and 2007, the Company has provided loan reserves on non-impaired loans totaling \$0.1 million and \$0.5 million, respectively. There were no impaired loans at December 31, 2007. The Company records bad debt expense in SG&A expenses in the accompanying consolidated statements of income.

**4. Property and Equipment**

The components of property and equipment are:

	December 31,	
	2008	2007
	(In thousands)	
Land and land improvements	\$ 2,544	\$ 2,544
Facilities in progress and software under development	2,047	653
Computer equipment and software	97,858	88,395
Buildings and improvements	38,677	38,010
Furniture, fixtures and equipment	14,130	13,478
	155,256	143,080
Less: Accumulated depreciation and amortization	(109,965)	(99,193)
Property and equipment, at cost, net	\$ 45,291	\$ 43,887



**Table of Contents****CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

As facilities in progress are completed and placed in service, they are transferred to appropriate property and equipment categories and depreciation begins. Depreciation expense, excluding amounts attributable to marketing and reservation activities, for the years ended December 31, 2008, 2007 and 2006 was \$2.8 million, \$3.0 million and \$4.1 million, respectively. Depreciation has been computed for financial reporting purposes using the straight-line method. A summary of the ranges of estimated useful lives upon which depreciation rates are based follows:

Computer equipment and software	3-5 years
Buildings and improvements	3-40 years
Furniture, fixtures and equipment	3-15 years

**5. Goodwill, Franchise Rights and Other Intangibles**

Goodwill relates to (i) the purchase price of a minority interest in the Company for consideration in excess of the recorded minority interest and (ii) the acquisition of 100% of the stock of Suburban Franchise Holding Company, Inc. and its wholly owned subsidiary, Suburban Franchise Systems, Inc. ( Suburban Transaction. )

The components of goodwill are as follows:

	December 31, 2008                  2007 (In thousands)	
Minority interest	<b>\$ 60,620</b>	\$ 60,620
Suburban Transaction	<b>5,193</b>	5,193
<b>Total</b>	<b>\$ 65,813</b>	\$ 65,813

Pursuant to SFAS No. 142, the Company is not required to amortize goodwill.

Franchise rights totaling \$23.8 million and \$28.3 million at December 31, 2008 and 2007, respectively, represent the unamortized purchase price assigned to acquire long-term franchise contracts. As of December 31, 2008 and 2007, the unamortized balance relates primarily to the Econo Lodge, Suburban Extended Stay Hotel and Choice Hotels Australasia franchise rights. The franchise rights are being amortized over lives ranging from 5 to 17 years. Amortization expense for the years ended December 31, 2008, 2007 and 2006 amounted to \$3.8 million, \$4.0 million and \$4.0 million, respectively. Franchise rights are net of accumulated amortization of \$57.1 million and \$54.1 million at December 31, 2008 and 2007, respectively.

The estimated annual amortization expense related to the Company's franchise rights for each of the years ending December 31, 2009 through 2013 is as follows:

Year	(In millions)
2009	\$ 3.8
2010	3.8
2011	3.8
2012	3.8
2013	3.8

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Franchise rights and other identifiable intangible assets include approximately \$3.9 million and \$3.7 million of unamortized intangible assets related to trademarks at December 31, 2008 and 2007, respectively. Trademarks acquired in the Suburban Transaction totaling approximately \$1.0 million have an indefinite life and therefore

**Table of Contents****CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

pursuant to SFAS No. 142 no amounts have been amortized. The costs of registering and renewing existing trademarks are being amortized over ten years. Amortization expense for the years ended December 31, 2008, 2007 and 2006 amounted to \$0.6 million, \$0.5 million and \$0.5 million, respectively. Trademarks are net of accumulated amortization of \$5.4 million and \$4.8 million at December 31, 2008 and 2007, respectively.

The estimated annual amortization expense related to the Company's trademarks for each of the years ending December 31, 2009 through 2013 is as follows:

<b>Year</b>	<b>(In millions)</b>
2009	\$ 0.6
2010	0.5
2011	0.4
2012	0.4
2013	0.3

**6. Receivable-Marketing and Reservation Fees**

The Company's franchise agreements require the payment of franchise fees, which include marketing and reservation fees. The Company is obligated to use the marketing and reservation fees it collects from the current franchisees comprising its various hotel brand systems to provide marketing and reservation services appropriate to support the operation of the systems. In discharging its obligation to provide sufficient and appropriate marketing and reservation services, the Company has the right to expend funds in an amount reasonably necessary to ensure the provision of such services, whether or not such amount is currently available to the Company for reimbursement. The franchise agreements provide the Company the right to advance monies to the franchise system when the needs of the system surpass the balances currently available.

Under the terms of these agreements, the Company has the legally enforceable right to assess and collect from its current franchisees fees sufficient to pay for the marketing and reservation services the Company has procured for the benefit of the franchise system, including fees to reimburse the Company for past services rendered. The Company has the contractual authority to require that the franchisees in the system at any given point repay any deficits related to marketing and reservation activities. The Company's current franchisees are legally obligated to pay any assessment the Company imposes on its franchisees to obtain reimbursement of such deficit regardless of whether those constituents continue to generate gross room revenue. The Company has no present intention to accelerate repayment of the deficit from current franchisees. Cumulative reservation and marketing fees not expended are recorded as a payable in the financial statements and are carried over to the next fiscal year and expended in accordance with the franchise agreements.

The marketing fees receivable at December 31, 2008 and 2007 was \$13.5 million and \$6.8 million, respectively. As of December 31, 2008 and 2007, cumulative reservation fees collected exceeded expenses by \$2.2 million and \$11.9 million, respectively and the excess has been reflected as an other long-term liability in the accompanying consolidated balance sheets. Depreciation and amortization expense attributable to marketing and reservation activities for the years ended December 31, 2008, 2007 and 2006 was \$8.8 million, \$8.3 million and \$7.9 million, respectively. Interest expense attributable to reservation activities was \$0.2 million, \$0.5 million and \$0.9 million for the years ended December 31, 2008, 2007 and 2006, respectively.

**Table of Contents****CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****7. Other Assets**

Other assets consist of the following at:

	December 31,	
	2008	2007
	(In thousands)	
Notes receivable (See Note 3)	\$ 8,338	\$ 9,129
Equity method investments	328	384
Other assets	1,260	1,766
Total	\$ 9,926	\$ 11,279

**8. Transactions with Sunburst**

Effective October 15, 1997, Choice Hotels International, Inc. which included both the franchising business and owned hotel business, separated the businesses via a spin-off into two companies: Sunburst Hospitality Corporation (referred to hereafter as Sunburst ) and the Company. As part of the spin-off, Sunburst and the Company entered into a strategic alliance agreement. Among other things, the strategic alliance agreement, as amended, provided for the determination of liquidated damages related to the termination of Choice branded Sunburst properties. The liquidated damage provisions extend through the life of the existing Sunburst franchise agreements. As of December 31, 2008, Sunburst operates 25 hotels under franchise with the Company.

Total franchise fees, including royalty, marketing and reservation fees, paid by Sunburst to the Company, included in the accompanying consolidated financial statements were \$5.4 million, \$5.2 million and \$5.0 million for the years ended December 31, 2008, 2007 and 2006, respectively. As of December 31, 2008 and 2007, accounts receivable included \$0.4 million due from Sunburst, for both years.

**9. Accrued Expenses and Other**

Accrued expenses and other consist of the following:

	December 31,	
	2008	2007
	(In thousands)	
Accrued salaries and benefits	\$ 20,029	\$ 25,060
Dividends payable	11,168	10,499
Termination benefits	4,945	2,780
Accrued interest	681	1,228
Other liabilities and contingencies	1,426	1,340
Total	\$ 38,249	\$ 40,907

**Table of Contents****CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****10. Deferred Revenue**

Deferred revenue consists of the following:

	December 31, 2008	2007
	(In thousands)	
Loyalty programs	\$ 42,927	\$ 43,488
Initial, relicensing and franchise fees	3,119	4,151
Procurement services fees	958	1,021
Total	\$ 47,004	\$ 48,660

**11. Long-Term Debt**

Debt consists of the following at:

	December 31, 2008	2007
	(In thousands)	
\$350 million senior unsecured revolving credit facility with an effective rate of 2.38% and 5.23% at December 31, 2008 and 2007, respectively	\$ 284,400	\$ 172,400
\$100 million senior notes with an effective rate of 7.22% at December 31, 2007		99,978
Total debt	\$ 284,400	\$ 272,378
Less current portion		
Total long-term debt	\$ 284,400	\$ 272,378

Scheduled principal maturities of debt as of December 31, 2008 were as follows:

Year	(In thousands)
2009	\$
2010	
2011	284,800
2012	
2013	
Total	\$ 284,400

On June 16, 2006, the Company entered into a \$350 million senior unsecured revolving credit agreement (the "Revolver"), with a syndicate of lenders. The Revolver allows the Company to borrow, repay and reborrow revolving loans up to \$350 million (which includes swingline loans for up to \$20 million and standby letters of credit up to \$30 million) until the scheduled maturity date of June 16, 2011. The Company has the

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ability to request an increase in available borrowings under the Revolver by an additional amount of up to \$150 million by obtaining the agreement of the existing lenders to increase their lending commitments or by adding additional lenders. The rate of interest generally applicable for revolving loans under the Revolver are, at the Company's option, equal to either (i) the greater of the prime rate or the federal funds effective rate plus 50 basis points, or (ii) an adjusted LIBOR rate plus a margin between 22 and 70 basis points based on the Company's credit rating. The Revolver requires the Company to pay a quarterly facility fee, based upon the credit rating of the Company, at a rate between 8 and 17 1/2 basis points, on the full amount of the commitment (regardless of usage). The Revolver also requires the payment of a quarterly usage fee, based upon the credit rating of the Company, at a

**Table of Contents****CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

rate between 10 and 12 <sup>1</sup>/<sub>2</sub> basis points, on the amount outstanding under the commitment, at all times when the amount borrowed under the Revolver exceeds 50% of the total commitment. The Revolver includes customary financial and other covenants that require the maintenance of certain ratios including maximum leverage and interest coverage. At December 31, 2008, the Company was in compliance with all covenants under the Revolver. The Revolver also restricts the Company's ability to make certain investments, incur certain debt, and dispose of assets, among other restrictions.

In 1998, the Company completed a \$100 million senior unsecured note offering (the Senior Notes) at a discount of \$0.6 million, bearing a coupon rate of 7.13% with an effective rate of 7.22%. Interest on the Senior Notes was paid semi-annually. The Senior Notes matured on May 1, 2008 and the Company repaid the Senior Notes by utilizing the available Revolver capacity. In conjunction with the repayment of the Senior Notes, the Company's seven wholly-owned domestic subsidiaries that had guaranteed the Senior Notes were released from their obligations.

The Company previously had a line of credit with a bank providing up to an aggregate of \$10 million of borrowings which was due upon demand and bore interest at rates established at the time of the borrowings based on prime minus 175 basis points. On October 31, 2008, the terms of this line of credit were revised. The line of credit with the bank now provides up to an aggregate of \$5 million of borrowings which is due upon demand. Borrowings under the line of credit bear interest at the lender's sole option of either of the following rates (i) prime rate or (ii) the LIBOR rate plus 0.80% per annum due monthly and on demand for final payment. As of December 31, 2008 and 2007, no amounts were outstanding pursuant to this line of credit.

**12. Other Non-Current Liabilities**

Other non-current liabilities consist of the following at:

	<b>December 31,</b>	
	<b>2008</b>	<b>2007</b>
	<b>(In thousands)</b>	
Deferred revenue	\$ 996	\$ 1,796
Termination benefits	2,030	
Reservation fees collected in excess of expenditures	2,233	11,907
Other liabilities and contingencies	7,701	8,716
<b>Total</b>	<b>\$ 12,960</b>	<b>\$ 22,419</b>

Other liabilities and contingencies include long-term deposits, deferred rental expenses and accruals for tax contingencies. These accruals have been recorded for potential exposures involving tax positions that could be challenged by taxing authorities.

**13. Foreign Operations**

The Company accounts for foreign currency translation in accordance with SFAS No. 52, Foreign Currency Translation. Revenues generated by foreign operations, including royalty, marketing and reservations fees, for the years ended December 31, 2008, 2007 and 2006 were \$49.9 million, \$43.1 million, and \$32.0 million respectively. Net income, including equity in the income of equity method investments, attributable to the Company's foreign operations was \$13.9 million, \$12.4 million, and \$10.7 million for the years ended December 31, 2008, 2007 and 2006, respectively.

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### **CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES**

#### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

##### *Choice Hotels Franchise GmbH*

On October 30, 2006, the Company completed its acquisition of Choice Hotels Franchise GmbH ( CHG ), a subsidiary of The Real Hotel Company PLC ( RHC ) which conducted franchising operations in the central European countries of Austria, Germany, Italy, the Czech Republic, and portions of Switzerland. Concurrent with the closing of this acquisition, the master franchise agreement between Choice and RHC covering these countries was also terminated, and all of RHC's employees and infrastructure involved in its franchising business were transferred to CHG. Choice purchased 100% of CHG's stock for \$0.9 million and began including the results of its operations in the Company's financial statements as of October 30, 2006. The purchase of CHG was recorded in accordance with SFAS No. 141, Business Combinations ( SFAS No. 141 ) and the Company allocated the purchase price based on an assessment of the fair value of assets acquired and liabilities assumed as of October 30, 2006. The Company allocated the excess of the total purchase price over net tangible assets acquired of approximately \$0.4 million to franchise rights and is amortizing these rights over 14 years. The pro forma results of operations as if these entities had been combined at the beginning of 2006 would not be materially different from the Company's reported results for those periods. During 2008, 2007 and 2006, the Company recognized in the accompanying consolidated statements of income, revenues of \$2.5 million, \$2.6 million and \$0.2 million, respectively, including royalty, marketing, reservation fees and other revenues from CHG.

##### *Choice Hotels France SAS*

On November 30, 2006, the Company's wholly-owned subsidiary, Choice Hotels France SAS ( CHF ) acquired the franchising operations conducted by RHC in the European countries of France, Belgium, Portugal, Spain and portions of Switzerland. Concurrent with the closing of the acquisition, the master franchise agreement between the Company and RHC covering these countries was also terminated. CHF purchased the net asset value of RHC's franchising business for the aforementioned countries and RHC assigned the related franchise contracts, employees and liabilities associated with the assets purchased to CHF for \$1.8 million. The purchase of CHF was recorded in accordance with SFAS No. 141 and the Company allocated the purchase price based on an assessment of the fair value of assets acquired and liabilities assumed as of November 30, 2006. The Company allocated the excess of the total purchase price over net tangible assets acquired of approximately \$0.7 million to franchise rights and is amortizing these rights over 8 years. The pro forma results of operations as if these entities had been combined at the beginning of 2006 would not be materially different from the Company's reported results for those periods. During 2008, 2007 and 2006, the Company recognized in the accompanying consolidated statements of income, revenues of \$7.2 million, \$6.3 million and \$0.9 million, respectively, including royalty, marketing, reservation fees and other revenues from CHF.

##### *Choice Hotels Licensing Co. B.V.*

On January 31, 2008, the Company terminated the master franchise agreement with RHC related to RHC's franchised hotels under the Choice brands in the United Kingdom. In conjunction with the termination of the master franchise agreement, the Company's wholly-owned subsidiary, Choice Hotels Licensing Co. B.V. ( CHL ) acquired RHC's franchise contracts under the master franchise agreement and commenced direct franchising operations in the United Kingdom. During 2008, the Company recognized in the accompanying statements of income, revenues of \$6.2 million including royalty, marketing, reservation and other revenues from CHL.

##### *Choice Hotels Australasia*

Choice Hotels Australasia Pty. Ltd. ( CHA ), a wholly-owned subsidiary, conducts direct franchising operations in Australia, American Samoa, New Caledonia, Fiji, New Zealand and Papua New Guinea. During 2008, 2007 and 2006, the Company recognized in the accompanying consolidated statements of income, revenues of \$10.3 million, \$10.2 million and \$8.4 million, respectively, including royalty, marketing, reservation fees and other revenues from CHA.



**Table of Contents****CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)***Choice Hotels Canada, Inc.*

The Company has a 50% interest in Choice Hotels Canada, Inc. ( CHC ), a joint venture with a third party. During 2008, 2007 and 2006, the Company recorded \$1.4 million, \$1.2 million and \$1.0 million, respectively, based on CHC's results for the twelve months ended November 30, 2008, 2007 and 2006 of equity method income related to this investment pursuant to APB Opinion No. 18 in the accompanying consolidated statements of income. The Company received dividends from CHC of \$1.3 million, \$1.2 million and \$1.1 million for the years ended December 31, 2008, 2007 and 2006, respectively. During 2008, 2007 and 2006, the Company recognized in the accompanying consolidated statements of income, revenues of \$10.9 million, \$10.4 million and \$9.4 million, respectively, including royalty, marketing, reservation fees and other revenues from CHC.

**14. Pension Plan**

The Company sponsors an unfunded non-qualified defined benefit plan ( SERP ) for certain senior executives and the plan assets and benefit obligations are measured as of the Company's fiscal year end. No assets are held with respect to the plan, therefore benefits are funded as paid to participants. Effective December 31, 2006, the Company began accounting for the SERP in accordance with SFAS No. 158, Employers Accounting for Defined Benefit Pension and Other Postretirement Plans an amendment of FASB Statements No. 87, 88, 106, and 132(R) ( SFAS No. 158 ) which requires the Company to (a) recognize in its statement of financial position an asset for a plan's over funded status or a liability for a plan's under funded status; (b) measure a plan's assets and its obligations that determine its funded status as of the end of the employer's fiscal year; and (c) recognize changes in the funded status of a defined benefit postretirement plan in the year in which the changes occur.

As a result of this adoption, the Company increased its pension benefit obligations at December 31, 2006 by approximately \$2.6 million with a corresponding change, net of tax, reported in accumulated other comprehensive income (loss). The Company previously measured its plan assets and benefit obligation as of its fiscal year end and therefore no adjustments were required resulting from the adoption of this provision. The adoption of SFAS No. 158 had no effect on the Company's consolidated statements of operations or cash flows for the year ended December 31, 2006. The Company previously recorded the SERP liability in accordance with SFAS No. 87, Employers Accounting for Pensions.

For the years ended December 31, 2008, 2007 and 2006, the Company recorded \$1.8 million, \$1.3 million and \$1.2 million, respectively for the expenses related to the SERP which are included in SG&A expense in the accompanying consolidated statements of income.

Expected benefit payments at December 31, 2008 for the next five years and the five years thereafter are as follows:

<b>Year</b>	<b>(In thousands)</b>
2009	\$ 448
2010	446
2011	444
2012	441
2013	438
5 years thereafter	2,390

**Table of Contents****CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table presents the components of net periodic benefit costs for the three years ended December 31, 2008:

	Years ended December 31,		
	2008	2007	2006
	(In thousands)		
Components of net periodic pension cost:			
Service cost	\$ 579	\$ 523	\$ 677
Interest cost	480	379	349
Amortization			
Prior service cost	41	43	58
Loss	109	58	77
	1,209	1,003	1,161
Special termination benefits	549		
Curtailment		248	
Net periodic pension cost	\$ 1,758	\$ 1,251	\$ 1,161
Weighted average assumptions:			
Discount rate	6.25%	6.00%	5.75%
Average compensation increase	4.50%	4.50%	4.50%

*Special Termination Benefits*

During the fourth quarter of 2008, the Company recognized approximately \$549,000 in connection with special termination benefits provided to a senior executive officer upon retirement from the Company. These benefits were accounted for under SFAS No. 88 Employers Accounting for Settlement and Curtailments of Defined Benefit Pension Plans and for Termination Benefits. As a result, the Company recognized a liability and a loss equal to the present value of the additional benefits to be received by the retiring employee.

*Curtailment*

During the first quarter of 2007, the Company recognized a curtailment loss due to the termination of certain senior executive officers from the Company. The curtailment loss was equal to the unrecognized prior service costs attributed to these employees expected aggregate future services which totaled approximately \$248,000.

The following is a reconciliation of the changes in the projected benefit obligation for the years ended December 31, 2008 and 2007:

	December 31,	
	2008	2007
	(In thousands)	
Projected benefit obligation, beginning of year	\$ 7,671	\$ 7,223
Service cost	579	523
Interest cost	480	379
Plan amendments	1,728	
Remeasurement	549	(963)
Actuarial (gain) loss	(1,323)	509

Projected benefit obligation, end of year	<b>\$ 9,684</b>	\$ 7,671
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**Table of Contents****CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The amounts in accumulated other comprehensive income (loss) that have not yet been recognized as components of net periodic benefit costs at December 31, 2008 are as follows:

	(In thousands)
Transition asset (obligation)	\$
Prior service cost	(2,281)
Accumulated loss	(170)
 Total	 \$ (2,451)

The components of projected net periodic pension cost for the year ended December 31, 2009 are as follows:

	(In thousands)
Service cost	\$ 404
Interest cost	591
Amortization	
Prior service cost	230
(Gain)/Loss	
 Net periodic pension cost	 \$ 1,225

At December 31, 2008 and 2007, a liability of \$9.7 million and \$7.7 million, respectively, related to the SERP was included in the current and long-term deferred compensation and retirement plan obligations in the accompanying consolidated balance sheets. In accordance with the adoption of SFAS No. 158, the December 31, 2008 and 2007 liability has been calculated based on the projected benefit obligation of the SERP. The accumulated benefit obligation at December 31, 2008 and 2007 was \$8.2 million and \$6.5 million respectively.

**15. Non-Qualified Retirement, Savings and Investment Plans**

The Company sponsors two non-qualified retirement savings and investment plans for certain employees and senior executives. Employee and Company contributions are maintained in separate irrevocable trusts. Legally, the assets of the trusts remain those of the Company; however, access to the trusts' assets is severely restricted. The trusts' cannot be revoked by the Company or an acquirer, but the assets are subject to the claims of the Company's general creditors. The participants do not have the right to assign or transfer contractual rights in the trusts. The Company accounts for these plans in accordance with EITF Issue No. 97-14, "Accounting for Deferred Compensation Arrangements Where Amounts Earned Are Held in a Rabbi Trust and Invested."

In 2002, the Company adopted the Choice Hotels International, Inc. Executive Deferred Compensation Plan ( "EDCP" ) which became effective January 1, 2003. Under the EDCP, certain executive officers may defer a portion of their salary into an irrevocable trust. A participant may elect an investment return of either the annual yield of the Moody's Average Corporate Bond Rate Yield Index plus 300 basis points, or a return based on a selection of identified diversified investment options. As of December 31, 2008 and 2007, the Company recorded a deferred compensation liability of \$20.2 million and \$22.3 million, respectively related to these deferrals and credited investment returns. The change in the deferred compensation obligation recorded in compensation expense relates to earnings credited to participants as well as changes in the fair value of the diversified investments. The Company has invested the employee salary deferrals in diversified long-term investments which are intended to provide investment returns that partially offset the earnings credited to the participants. The diversified investments held in the trusts totaled \$15.7 million and \$21.5 million as of December 31, 2008.



**Table of Contents****CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

and 2007, respectively, and are recorded at their fair value, based on quoted market prices. The change in the fair value of the diversified assets held in trust is recorded in accordance with SFAS No. 115 as trading security income (loss) and is included in other income and expenses, net in the accompanying statements of income.

In 1997, the Company adopted the Choice Hotels International, Inc. Nonqualified Retirement Savings and Investment Plan ( Non-Qualified Plan ). The Non-Qualified Plan allows certain employees who do not participate in the EDCP to defer a portion of their salary and invest these amounts in a selection of identified diversified investment options. As of December 31, 2008 and 2007, the Company had recorded a deferred compensation liability of \$10.5 million and \$14.1 million, respectively related to these deferrals. The change in the deferred compensation obligation recorded in compensation expense relates to earnings credited to participants as well as changes in the fair value of the diversified investments. The diversified investments held in the trusts were \$9.6 million and \$13.0 million as of December 31, 2008 and 2007, respectively, and are recorded at their fair value, based on quoted market prices. The change in the fair value of the diversified assets held in trust is recorded in accordance with SFAS No. 115 as trading security income (loss) and is included in other income and expenses, net in the accompanying statements of income. In addition, at December 31, 2008 and 2007, the Non-Qualified Plan held shares of the Company's common stock with a market value of \$0.9 million and \$1.1 million, respectively.

We are subject to risk from changes in debt and equity prices from our non-qualified retirement savings plan investments in debt securities and common stock. The diversified investments held in the Non-Qualified Plan and EDCP include investments primarily in equity and debt securities, and cash and cash equivalents. In addition, at December 31, 2008 the non-qualified retirement and savings plans held 29,954 shares of the Company's common stock with a market value of \$0.9 million.

The Company has determined the fair value of the investments in the Non-Qualified Plan and EDCP in accordance with SFAS No. 157, Fair Value Measurements ( SFAS No. 157 ) three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The Company's investments associated with the EDCP and Non-Qualified Plan consist of investments that are either publicly traded or for which market prices are readily available.

	December 31, 2008	Fair Value Measurements at Reporting Date Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Observable Inputs (Level 3)
Assets (in thousands)				
Investments, employee benefits plans, at a fair value current	\$	\$	\$	\$
Investments, employee benefits plans, at a fair value long-term	25,360	22,418	2,942	
Total Assets	\$ 25,360	\$ 22,418	\$ 2,942	\$

**16. 401(k) Retirement Plan**

The Company sponsors a 401(k) retirement plan for all eligible employees. For the years ended December 31, 2008, 2007 and 2006, the Company recorded compensation expense of \$4.0 million, \$3.7 million and \$3.5 million, respectively, representing matching contributions for plan participants. In accordance with the safe harbor matching provisions of the plan, the Company matches plan participant contributions in cash as bi-weekly deductions are made.



**Table of Contents****CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****17. Income Taxes**

The Company accounts for income taxes in accordance with SFAS No. 109, Accounting for Income Taxes ( SFAS No. 109 ). Deferred tax assets and liabilities are recognized for the expected future tax consequences of events that have been included in the financial statements or income tax returns. Deferred tax assets and liabilities are determined based on the difference between the financial statement and tax basis of assets and liabilities using enacted rates expected to apply to taxable income in the years in which those differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The Company does not provide additional United States income taxes on undistributed earnings of consolidated foreign subsidiaries included in retained earnings. Such earnings could become taxable upon the sale or liquidation of these foreign subsidiaries or upon dividend repatriation. The Company's intent is for such earnings to be reinvested by the subsidiaries.

The calculation of tax liabilities involves significant judgment in estimating the impact of uncertainties in the application of complex tax laws. Judgment is required in determining our worldwide income tax provision. In the ordinary course of global business, there are many transactions and calculations where the ultimate tax outcome is uncertain. Some of these uncertainties arise as a consequence of cost reimbursement arrangements among related entities. Although we believe our estimates are reasonable, no assurance can be given that the final tax outcome of these matters will not be different than that which is reflected in our historical income tax provisions and accruals. Tax assessments and resolution of tax contingencies may arise several years after tax returns have been filed. Predicting the outcome of such tax assessments involves uncertainty; however, we believe that recorded tax liabilities adequately account for our analysis of probable outcomes. Resolution of these uncertainties in a manner inconsistent with the Company's expectations could have a material impact on the Company's results of operations.

Tax savings resulting from deductions greater than compensation cost reflected in net income, if any, for stock-based employee compensation is credited directly to additional paid in capital when realization of such benefit is fully assured.

Income before income taxes was derived from the following:

	Years ended December 31,		
	2008	2007	2006
	(In thousands)		
Income before income taxes:			
Domestic operations	\$ 141,921	\$ 159,520	\$ 143,177
Foreign operations	15,397	14,366	12,101
Income before income taxes	\$ 157,318	\$ 173,886	\$ 155,278



**Table of Contents****CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The provisions for income taxes were as follows:

	Years ended December 31,		
	2008	2007	2006
	(In thousands)		
Current tax expense			
Federal	\$ 49,885	\$ 62,962	\$ 64,284
State	2,895	6,301	6,707
Foreign	1,444	1,488	1,019
Deferred tax (benefit) expense			
Federal	3,476	(7,959)	(28,021)
State	(600)	(642)	(1,913)
Foreign	7	435	415
Income taxes	\$ 57,107	\$ 62,585	\$ 42,491

Deferred tax assets were comprised of the following:

	December 31,	
	2008	2007
	(In thousands)	
Property, equipment and intangible assets	\$ (10,945)	\$ (12,101)
Gross deferred tax liabilities	(10,945)	(12,101)
Foreign operations	(115)	1,576
Accrued expenses	17,641	20,802
Accrued compensation	20,209	19,039
Other	1,756	2,276
Gross deferred tax assets	39,491	43,693
Net deferred tax asset	\$ 28,546	\$ 31,592

Included in the accompanying consolidated balance sheet as follows:

	December 31,	
	2008	2007
	(In thousands)	
Current net deferred tax assets	\$ 8,223	\$ 2,387
Non-current net deferred tax assets	20,323	29,205
Net deferred tax asset	\$ 28,546	\$ 31,592

No provision has been made for U.S. federal income taxes on approximately \$47.0 million of accumulated and undistributed earnings of foreign subsidiaries at December 31, 2008 since these earnings are considered to be permanently invested in foreign operations.

**Table of Contents****CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

A reconciliation of income tax expense at the statutory rate to income tax expense included in the accompanying consolidated statements of income follows:

	Years ended December 31,		
	2008	2007	2006
	(In thousands, except Federal income tax rate)		
Federal income tax rate	35%	35%	35%
Federal taxes at statutory rate	\$ 55,061	\$ 60,860	\$ 54,347
State income taxes, net of federal tax benefit	2,194	3,990	3,116
Foreign income taxed at different rates	(970)	(3,417)	(3,675)
Unrecognized tax benefits	(494)	(181)	(12,791)
Other	1,316	1,333	1,494
Income tax expense	\$ 57,107	\$ 62,585	\$ 42,491

Effective January 1, 2007, the Company adopted the provisions of FASB Interpretation No. 48 Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statement No. 109, (FIN 48). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with SFAS No. 109. FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. This pronouncement also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. As a result of the implementation of FIN 48, the Company increased its existing reserves for uncertain tax positions by \$3.1 million with a corresponding net reduction to opening additional paid-in-capital and retained earnings. Accrued interest and penalties of \$0.1 million were recorded against retained earnings as of January 1, 2007.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

	(In thousands)
Balance, January 1, 2008	\$ 6,723
Additions for tax positions of the current year	842
Additions for tax positions of the prior year	
Reductions for tax positions of prior years for:	
Changes in judgment	(297)
Settlements during the period	
Lapse of applicable statutes of limitations	(1,595)
Balance, December 31, 2008	\$ 5,673

As of January 1, 2008 and December 31, 2008, the Company had \$6.7 million and \$5.7 million, respectively of total unrecognized tax benefits of which approximately \$3.5 million and \$2.7 million, respectively would affect the effective tax rate if recognized. These unrecognized tax benefits relate principally to state tax positions and stock based compensation deductions. Estimated interest and penalties related to the underpayment of income taxes are classified as a component of income tax expense in the consolidated statements of income. During the year ended December 31, 2008, the Company reversed approximately \$0.1 million of accrued interest and penalties. For the year ended December 31, 2007, the Company accrued interest and penalties of \$0.2 million. Accrued interest and penalties were \$1.3 million and \$1.2 million as of January 1, 2008 and December 31, 2008, respectively. The Company believes it is reasonably possible it will recognize tax benefits of up to \$2.1 million within the next twelve months. This is due to the anticipated lapse of applicable statutes of limitations regarding state tax

positions and stock-based compensation deductions.

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**CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Company's uncertain tax positions are related to tax years that remain subject to examination by the relevant tax authorities. The Company and its subsidiaries are subject to U.S. federal income tax as well as income tax of multiple state and foreign jurisdictions. The Company has substantially concluded all U.S. federal income tax matters for years through and including 2004. Substantially all material state and local and foreign income tax matters have been concluded for years through and including 2004. U.S. federal income tax returns for 2005 through 2007 are currently open for examination.

We have estimated and accrued for certain tax assessments and the expected resolution of uncertain tax benefits which arise in the course of our business. The ultimate outcome of these impact the determination of income tax expense and may not be resolved until several years after the related tax returns have been filed. Predicting the outcome of such tax assessments involves uncertainty and accordingly, actual results could differ from those estimates.

**18. Share-Based Compensation and Capital Stock**

In December 2004, the Financial Accounting Standards Board ( FASB ) issued SFAS No. 123 (Revised 2004), Share-Based Payment ( SFAS No. 123R ). SFAS No. 123R requires that compensation cost relating to share based payment transactions be recognized in financial statements based on the fair value of the equity or liability instruments issued. Effective January 1, 2006, the Company adopted SFAS No. 123R using the modified prospective application method and began applying its provisions to: (i) new awards, (ii) awards modified subsequent to the adoption date and (iii) outstanding awards for which all requisite service had not yet been rendered. Under the modified-prospective application method, compensation costs were recognized on the unvested portion of awards beginning on January 1, 2006 based on the grant-date fair value used for pro-forma disclosures under SFAS No. 148 Accounting for Stock-Based Compensation-Transition and Disclosure over the remaining vesting period.

SFAS No. 123R also requires the Company to calculate the pool of income tax benefits that were previously recorded in additional paid-in-capital and are available to absorb future income tax shortfalls that can result from the exercise or maturity of stock awards. The Company has calculated its windfall pool under the short-cut method based on the actual income tax benefits received from exercises and maturities of stock awards granted after October 15, 1997.

The Company has stock compensation plans pursuant to which it is authorized to grant stock-based awards of up to 3.2 million shares of the Company's common stock, of which 1.9 million shares remain available for grant as of December 31, 2008. The Company's policy allows the issuance of new or treasury shares to satisfy stock-based awards. Restricted stock, stock options, stock appreciation rights and performance share awards may be granted to officers, key employees and non-employee directors with contractual terms set by the Compensation Committee of the Board of Directors.

**Table of Contents****CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)***Stock Options*

The Company granted approximately 0.6 million, 0.3 million and 0.2 million options to certain members of management of the Company at a fair value of approximately \$4.7 million, \$2.9 million and \$2.8 million during the years ended December 31, 2008, 2007 and 2006, respectively. The stock options granted by the Company had an exercise price equal to the market price of the Company's common stock on the date of grant. The fair value of the options granted was estimated on the grant date using the Black-Scholes option-pricing model with the following weighted average assumptions:

	2008	2007	2006
Risk-free interest rate	2.79%	4.67%	4.69%
Expected volatility	30.13%	32.00%	32.09%
Expected life of stock option	4.4 years	4.5 years	4.3 years
Dividend yield	2.00%	1.55%	1.07%
Requisite service period	4 years	4 years	4 years
Contractual life	7 years	7 years	7 years
Weighted average fair value of options granted	\$ 8.11	\$ 11.73	\$ 14.82

The expected life of the options and volatility are based on historical data and are not necessarily indicative of exercise patterns or actual volatility that may occur. The dividend yield and the risk-free rate of return are calculated on the grant date based on the then current dividend rate and the risk-free rate for the period corresponding to the expected life of the stock option. Compensation expense related to the fair value of these awards is recognized straight-line over the requisite service period based on those awards that ultimately vest.

The aggregate intrinsic value of stock options outstanding and exercisable at December 31, 2008 was \$17.6 million and \$17.6 million, respectively. The total intrinsic value of options exercised during the year ended December 31, 2008, 2007 and 2006 was \$19.3 million, \$16.1 million and \$42.8 million, respectively.

The Company received \$9.0 million, \$5.7 million, and \$8.5 million in proceeds from the exercise of 0.9 million, 0.6 million and 1.0 million employee stock options during the years ended December 31, 2008, 2007 and 2006, respectively.

The following table summarizes information about stock options outstanding at December 31, 2008:

Range of Exercise Prices	Options Outstanding			Options Exercisable	
	Number Outstanding at December 31, 2008	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number Exercisable at December 31, 2008	Weighted Average Exercise Price
\$ 0.00 to \$ 9.75	309,650	1.1 years	\$ 8.25	309,650	\$ 8.25
\$ 9.76 to \$19.50	576,641	3.3 years	10.39	576,641	10.39
\$19.51 to \$34.12	482,579	5.6 years	31.91	150,362	29.92
\$34.13 to \$39.00	334,603	6.2 years	35.59	21,250	37.38
\$39.01 to \$43.87	126,512	4.9 years	40.66	35,660	40.70
\$43.88 to \$48.75	120,798	3.2 years	48.74	64,627	48.74
	1,950,783	4.1 years	\$ 24.03	1,158,190	\$ 15.92



**Table of Contents****CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)***Restricted Stock*

The following table is a summary of activity related to restricted stock grants to non-employee directors and key employees for the year ended December 31:

	2008	2007	2006
Restricted shares granted	<b>283,148</b>	157,467	143,943
Weighted average grant date fair value per share	\$ <b>33.49</b>	\$ 40.28	\$ 48.67
Aggregate grant date fair value (\$000)	\$ <b>9,482</b>	\$ 6,343	\$ 7,005
Restricted shares forfeited	<b>84,942</b>	43,783	29,443
Vesting service period of shares granted	<b>3-5 years</b>	3-4 years	3-4 years
Fair value of shares vested (\$000)	\$ <b>6,514</b>	\$ 7,802	\$ 10,959

Compensation expense related to the fair value of these awards is recognized straight-line over the requisite service period based on those restricted stock grants that ultimately vest. The fair value of grants is measured by the market price of the Company's common stock on the date of grant. Restricted stock awards generally vest ratably over the service period beginning with the first anniversary of the grant date.

*Performance Vested Restricted Stock Units*

The Company has granted performance vested restricted stock units ( PVRSU ) to certain employees. The vesting of these stock awards is contingent upon the Company achieving performance targets at the end of specified performance periods and the employees' continued employment. The performance conditions affect the number of shares that will ultimately vest. The range of possible stock-based awards vesting is between 0% and 200% of the initial target. If a minimum of 50% of the performance target is not attained then no awards will vest under the terms of the various PVRSU agreements. Under SFAS No. 123R, compensation expense related to these awards will be recognized over the requisite period regardless of whether the performance targets have been met based on the Company's estimate of the achievement of the various performance targets. The Company has currently estimated that between 0% and 140% of the various award targets will be achieved. The fair value is measured by the market price of the Company's common stock on the date of grant. Compensation expense is recognized ratably over the requisite service period based on those PVRSU that ultimately vest.

The following table is a summary of activity related to PVRSU grants during the year ended December 31, 2008, 2007 and 2006:

	2008	2007	2006
Performance vested restricted stock units granted	<b>103,746</b>	21,141	49,780
Weighted average grant date fair value per share	\$ <b>34.17</b>	\$ 40.75	\$ 46.22
Aggregate grant date fair value (\$000)	\$ <b>3,545</b>	\$ 862	\$ 2,301
Stock units forfeited	<b>42,253</b>	2,933	
Fair value of shares vested (\$000)			
Requisite service period	<b>2-5 years</b>	3 years	3-4 years



**Table of Contents****CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

A summary of stock-based award activity as of December 31, 2008, 2007 and 2006 and the changes during the years are presented below:

	Shares	Stock Options Weighted Average Exercise Price	Weighted Average Contractual Term	2008 Restricted Stock		Performance Vested Restricted Stock Units	
				Shares	Weighted Average Grant Date Fair Value	Shares	Weighted Average Grant Date Fair Value
Outstanding at January 1, 2008	2,483,276	\$ 17.46		485,560	\$ 34.45	67,988	\$ 44.57
Granted	580,725	33.97		283,148	33.49	103,746	34.17
Exercised/Vested	(924,937)	9.76		(201,530)	32.24		
Forfeited/Expired	(188,281)	38.07		(84,942)	33.75	(42,253)	42.21
Outstanding at December 31, 2008	1,950,783	\$ 24.03	4.1 years	482,236	\$ 34.93	129,481	\$ 37.00
Options exercisable at December 31, 2008	1,158,190	\$ 15.92	3.0 years				

	Shares	Stock Options Weighted Average Exercise Price	Weighted Average Contractual Term	2007 Restricted Stock		Performance Vested Restricted Stock Units	
				Shares	Weighted Average Grant Date Fair Value	Shares	Weighted Average Grant Date Fair Value
Outstanding at January 1, 2007	2,860,159	\$ 14.30		570,134	\$ 29.81	49,780	\$ 46.22
Granted	250,957	39.60		157,467	40.28	21,141	40.75
Exercised/Vested	(565,261)	10.18		(198,258)	26.08		
Forfeited/Expired	(62,579)	27.92		(43,783)	32.85	(2,933)	45.05
Outstanding at December 31, 2007	2,483,276	\$ 17.46	4.1 years	485,560	\$ 34.45	67,988	\$ 44.57
Options exercisable at December 31, 2007	1,708,527	\$ 11.29	3.2 years				

	Shares	Stock Options Weighted Average Exercise Price	Weighted Average Contractual Term	2006 Restricted Stock		Performance Vested Restricted Stock Units	
				Shares	Weighted Average Grant Date Fair Value	Shares	Weighted Average Grant Date Fair Value
Outstanding at January 1, 2006	3,753,001	\$ 10.81		689,865	\$ 22.13		\$
Granted	190,548	48.74		143,943	48.67	49,780	46.22
Exercised/Vested	(1,037,979)	8.19		(234,231)	18.68		
Forfeited/Expired	(45,411)	10.12		(29,443)	30.76		

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Outstanding at December 31, 2006	2,860,159	\$	14.30	4.8 years	570,134	\$	29.81	49,780	\$	46.22
Options exercisable at December 31, 2006	1,746,427	\$	9.37	3.8 years						

**Table of Contents****CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The components of the Company's pretax stock-based compensation expense and associated income tax benefits are as follows for the years ended December 31:

<b>(In millions)</b>	<b>2008</b>	<b>2007</b>	<b>2006</b>
Stock options	<b>\$ 3.4</b>	\$ 2.9	\$ 3.9
Restricted stock	<b>6.8</b>	5.5	5.2
Performance vested restricted stock units	<b>0.6</b>	0.9	0.8
Total	<b>\$ 10.8</b>	\$ 9.3	\$ 9.9
Income tax benefits	<b>\$ 4.0</b>	\$ 3.5	\$ 3.7

Stock-based compensation expense on stock option and performance vested restricted stock units made to a retirement eligible executive officer during the years ended December 31, 2008, 2007 and 2006 was recognized upon issuance of the grants rather than over the awards' vesting periods since the terms of these grants provide that the awards will vest upon retirement of the employee. Compensation costs recognized in 2008, 2007 and 2006 related to the vesting of stock options upon retirement eligibility totaled \$0.9 million, \$0.9 million and \$0.9 million, respectively. Compensation costs recognized in 2008, 2007 and 2006 related to the vesting of performance vested restricted stock units upon retirement eligibility totaled \$0.4 million, \$0.6 million and \$0.4 million, respectively.

In conjunction with the acceleration of the Company's management succession plan in the second quarter of 2008, restricted stock and stock option compensation expense for the year ended December 31, 2008 includes \$1.1 million and \$0.8 million of additional stock compensation expense due to the acceleration of award vesting conditions and modification of award terms for an executive officer, respectively.

The total unrecognized compensation costs related to stock-based awards that have not yet vested and the related weighted average amortization period over which the costs are to be recognized as of December 31, 2008 are as follows:

	<b>Unrecognized Compensation Expense on Unvested Awards (in millions)</b>	<b>Weighted Average Amortization Period</b>
Stock options	\$ 4.2	2.8 years
Restricted stock	12.1	2.6 years
Performance vested restricted stock units	2.4	3.6 years
Total	\$ 18.7	

***Stock Repurchase Program***

The Company announced a stock repurchase program on June 25, 1998 to increase returns to its shareholders. Treasury stock activity is recorded at cost in the accompanying consolidated financial statements. During 2008 and 2007, the Company repurchased 2.2 million and 4.9 million shares of its common stock under the repurchase program at a total cost of \$54.7 million and \$184.0 million, respectively. Through December 31, 2008, the Company repurchased 40.8 million shares of its common stock (including 33.0 million prior to the two-for-one stock split effected in October 2005) under the share repurchase program at a total cost of \$950.6 million.



**Table of Contents****CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

During 2008, the Company redeemed 301,191 shares of common stock at a total cost of \$9.0 million from employees to satisfy statutory minimum tax-withholding requirements from the vesting of restricted stock grants. During 2007, the Company redeemed 49,054 shares of common stock from employees at a total cost of \$2.0 million to satisfy minimum tax-withholding requirements. These redemptions were outside the share repurchase program initiated in June 1998.

**19. Comprehensive Income**

The components of accumulated other comprehensive income (loss) is as follows:

	2008	December 31, 2007 (In thousands)	2006
Foreign currency translation adjustments	\$ (1,938)	\$ 1,699	\$ 1,017
Deferred gain on hedging activity		22	89
Adjustment to apply SFAS No. 158	(1,534)	(1,375)	(1,878)
Total accumulated other comprehensive income (loss)	\$ (3,472)	\$ 346	\$ (772)

Total other comprehensive income (loss) for years ended 2008, 2007 and 2006 is as follows:

	Amount Before Taxes	Income Tax (Expense)/ Benefit	Amount Net of Taxes
<b>2008</b>			
Foreign currency translation adjustment, net	\$ (3,637)	\$	\$ (3,637)
Amortization of pension related costs			
Prior service costs	41	(15)	26
Actuarial loss	109	(41)	68
Actuarial pension gain	1,323	(494)	829
Pension re-measurement	(1,728)	646	(1,082)
Amortization of deferred gain on hedge	(35)	13	(22)
Total other comprehensive loss	\$ (3,927)	\$ 109	\$ (3,818)
<b>2007</b>			
Foreign currency translation adjustment, net	\$ 682	\$	\$ 682
Amortization of pension related costs			
Prior service costs	43	(16)	27
Actuarial loss	58	(21)	37
Actuarial pension loss	(509)	190	(319)
Pension curtailment and re-measurement	1,211	(453)	758
Amortization of deferred gain on hedge	(110)	43	(67)
Total other comprehensive income	\$ 1,375	\$ (257)	\$ 1,118

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<b>2006</b>				
Foreign currency translation adjustment, net	\$	314	\$	\$ 314
Amortization of deferred gain on hedge		(110)	43	(67)
Total other comprehensive income	\$	204	\$ 43	\$ 247

**Table of Contents****CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

In December 1999, the Company entered into an interest rate swap agreement to fix certain of its variable rate debt in order to reduce the Company's exposure to fluctuations in interest rates. On March 3, 2000, the interest rate swap agreement was settled resulting in a deferred gain. In accordance with SFAS No. 133, the unamortized gain was reclassified in 2001 to other comprehensive income and was amortized over the original life of the related debt through 2008 as a reduction of interest expense. In 2008, the Company recorded approximately \$22,000, net of taxes, of amortization related to this deferred gain. In each of 2007 and 2006, the Company recorded approximately \$67,000, net of taxes, of amortization related to this deferred gain.

**20. Earnings Per Share**

The following table reconciles the number of shares used in the basic and diluted earnings per share calculations:

	Years Ended December 31,		
	2008	2007	2006
	(In millions, except per share amounts)		
Computation of Basic Earnings Per Share:			
Net income	\$ 100.2	\$ 111.3	\$ 112.8
Weighted average shares outstanding-basic	61.9	64.2	65.4
Basic earnings per share	\$ 1.62	\$ 1.73	\$ 1.72
Computation of Diluted Earnings Per Share:			
Net income for diluted earnings per share	\$ 100.2	\$ 111.3	\$ 112.8
Weighted average shares outstanding-basic	61.9	64.2	65.4
Effect of Dilutive Securities:			
Stock options and restricted stock plan	0.6	1.1	1.7
Weighted average shares outstanding-diluted	62.5	65.3	67.1
Diluted earnings per share	\$ 1.60	\$ 1.70	\$ 1.68

Basic earnings per share exclude dilution and are computed by dividing net income by the weighted-average number of common shares outstanding. Diluted earnings per share assumes dilution and is computed based on the weighted-average number of common shares outstanding after consideration of the dilutive effect of stock options and unvested restricted stock. The effect of dilutive securities is computed using the treasury stock method and average market prices during the period. However, at December 31, 2008 and 2007, PVRsUs totaling 111,739 and 67,988, respectively were excluded from the computation since the performance conditions had not been met at the reporting date. In addition, at December 31, 2008 and 2007 the Company excluded 1,064,492 and 360,171 anti-dilutive options, respectively from the computation of diluted earnings per share.

**Table of Contents****CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****21. Leases**

The Company enters into operating leases primarily for office space and computer equipment. Rental expense under non-cancelable operating leases was approximately \$6.0 million, \$4.6 million and \$5.1 million for the years ended December 31, 2008, 2007 and 2006, respectively. The Company received sublease rental income related to computer equipment leased to franchisees and office space totaling \$0.1 million, \$0.6 million and \$1.1 million during the years ended December 31, 2008, 2007 and 2006, respectively. Future minimum lease payments are as follows:

	2009	2010	2011	2012	2013	Thereafter	Total
	(In thousands)						
Minimum lease payments	\$ 5,872	\$ 5,662	\$ 5,577	\$ 5,202	\$ 2,671	\$ 3,171	\$ 28,155
Minimum sublease rentals	(70)	(18)					(88)
	\$ 5,802	\$ 5,644	\$ 5,577	\$ 5,202	\$ 2,671	\$ 3,171	\$ 28,067

**22. Reportable Segment Information**

The Company has a single reportable segment encompassing its franchising business. Revenues from the franchising business include royalty fees, initial franchise and relicensing fees, marketing and reservation fees, procurement services revenue and other revenue. The Company is obligated under its franchise agreements to provide marketing and reservation services appropriate for the successful operation of its systems. These services do not represent separate reportable segments as their operations are directly related to the Company's franchising business. The revenues received from franchisees that are used to pay for part of the Company's central on-going operations are included in franchising revenues and are offset by the related expenses paid for marketing and reservation activities to calculate franchising operating income. Corporate and other revenue consists of hotel operations. Except as described in Note 6, the Company does not allocate interest and dividend income, interest expense or income taxes to its franchising segment.

The following table presents certain financial information for the Company's franchising segment.

	Franchising	Year Ended December 31, 2008 Corporate & Other	Elimination Adjustments (In thousands)	Consolidated
Revenues	\$ 636,744	\$ 4,936		\$ 641,680
Operating income (loss)	220,802	(46,206)		174,596
Depreciation and amortization	9,748	7,277	(8,841)	8,184
Capital expenditures	10,053	2,558		12,611
Total assets	190,301	137,918		328,219

  

	Franchising	Year Ended December 31, 2007 Corporate & Other	Elimination Adjustments (In thousands)	Consolidated
Revenues	\$ 610,802	\$ 4,692		\$ 615,494
Operating income (loss)	225,536	(40,337)		185,199
Depreciation and amortization	9,713	7,243	(8,319)	8,637
Capital expenditures	7,578	4,385		11,963



Total assets	185,770	142,614	328,384
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**Table of Contents****CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

	Franchising	Year Ended December 31, 2006 Corporate & Other	Elimination Adjustments (In thousands)	Consolidated
Revenues	\$ 535,398	\$ 4,505		\$ 539,903
Operating income (loss)	213,506	(46,881)		166,625
Depreciation and amortization	10,164	7,455	(7,914)	9,705
Capital expenditures	5,574	2,133		7,707
Total assets	185,022	118,287		303,309

Long-lived assets related to international operations were \$5.3 million, \$7.1 million and \$7.0 million as of December 31, 2008, 2007 and 2006, respectively. All other long-lived assets of the Company are associated with domestic activities.

**23. Commitments and Contingencies**

The Company is a defendant in a number of lawsuits arising in the ordinary course of business. In the opinion of management and the Company's legal counsel, the ultimate outcome of any such lawsuit individually will not have a material adverse effect on the Company's business, financial position, results of operations or cash flows.

In May 2007, the Company guaranteed \$1 million of a bank loan funding a franchisee's construction of a Cambria Suites in Green Bay, Wisconsin. The guaranty was scheduled to expire in August 2010. In April 2008, the Company was released from its obligations under the May 2007 guaranty, and simultaneously issued a new \$1 million guaranty, in connection with a loan refinancing for the same franchisee's Cambria Suites in Green Bay, Wisconsin. The newly issued guaranty expires in June 2010. The Company has received personal guarantees from several of the franchisee's principal owners related to the repayment of any amounts the Company may be required to pay under this guaranty.

In June 2008, the Company guaranteed \$1 million of a bank loan funding a franchisee's construction of a Cambria Suites in Columbus, Ohio. The guaranty will terminate on the earlier of (i) the repayment of all outstanding obligations under the bank loan that it supports (the current initial loan term runs through June 2013), or (ii) or when the franchisee achieves certain debt service coverage ratios outlined in the underlying bank loan agreement. The Company has received a pledge of an equity interest in the entity constructing the property as well as personal guarantees from several of the franchisee's principal owners related to the repayment of any amounts the Company may be required to pay under this guaranty.

In July 2008, the Company guaranteed \$1 million of a bank loan funding a franchisee's construction of a Cambria Suites in Noblesville, Indiana. The guaranty will terminate on the earlier of (i) the repayment of all outstanding obligations under the bank loan that it supports (the current initial loan term runs through September 2011), or (ii) or when the franchisee achieves certain debt service coverage ratios outlined in the underlying bank loan agreement. The Company has received a pledge of an equity interest in the entity constructing the property as well as personal guarantees from several of the franchisee's principal owners related to the repayment of any amounts the Company may be required to pay under this guaranty.

In the ordinary course of business, the Company enters into numerous agreements that contain standard indemnities whereby the Company indemnifies another party for breaches of representations and warranties. Such indemnifications are granted under various agreements, including those governing (i) purchases or sales of assets or businesses, (ii) leases of real estate, (iii) licensing of trademarks, (iv) access to credit facilities, (v) issuances of debt or equity securities, and (vi) certain operating agreements. The indemnifications issued are

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### **CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES**

#### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

for the benefit of the (i) buyers in sale agreements and sellers in purchase agreements, (ii) landlords in lease contracts, (iii) franchisees in licensing agreements, (iv) financial institutions in credit facility arrangements, (v) underwriters in debt or equity security issuances and (vi) parties under certain operating agreements. In addition, these parties are also generally indemnified against any third party claim resulting from the transaction that is contemplated in the underlying agreement. While some of these indemnities extend only for the duration of the underlying agreement, many survive the expiration of the term of the agreement or extend into perpetuity (unless subject to a legal statute of limitations). There are no specific limitations on the maximum potential amount of future payments that the Company could be required to make under these indemnities, nor is the Company able to develop an estimate of the maximum potential amount of future payments to be made under these indemnifications as the triggering events are not subject to predictability. With respect to certain of the aforementioned indemnities, such as indemnifications of landlords against third party claims for the use of real estate property leased by the Company, the Company maintains insurance coverage that mitigates potential liability.

#### **24. Fair Value of Financial Instruments**

The balance sheet carrying amount of cash and cash equivalents and receivables approximates fair value due to the short-term nature of these items. Long-term debt consists of bank loans and senior notes. Interest rates on the Company's bank loans adjust frequently based on current market rates; accordingly, the carrying amount of the Company's bank loans approximates fair value. The \$100 million unsecured senior notes had an approximate fair value at December 31, 2007 of \$100.6 million based on quoted market prices.

#### **25. Related Party Transactions**

The Company paid \$611,056 to and received approximately \$47,000 from corporations owned or controlled by family members of the Company's largest shareholder related to the lease of personal and real property during 2008. During 2007, the Company paid approximately \$463,000 and received approximately \$44,000. During 2006, the Company paid approximately \$133,231 and received approximately \$176,318.

On October 30, 2007, the Company entered into a lease agreement commencing in January 2008 on behalf of a family member of the Company's largest shareholder for 1,950 square feet of office space located in Chevy Chase, Maryland. The lease has a 5 year term with annual lease payments totaling approximately \$72,000.

#### **26. Termination Charges**

During the year ended December 31, 2008, the Company recorded a \$10.1 million charge in SG&A expenses related to the acceleration of the Company's management succession plan and termination benefits provided to employees separating from service with the Company. The expenses include salary and benefits continuation of \$7.7 million, \$1.1 million of accelerated share-based compensation, \$0.8 million related to the modification of stock option award terms and SERP special termination benefits of \$0.5 million. Benefits payable to employees were accounted for under SFAS No. 112 Employer's Accounting for Post-employment Benefits (SFAS No. 112) and SFAS No. 146 Accounting for Costs Associated with Exit or Disposal Activities.

During the first quarter of 2007, the Company recorded a \$3.7 million charge in SG&A expenses for employee termination benefits relating to the termination of certain executive officers. Termination benefits include salary continuation of approximately \$2.5 million, SERP curtailment expenses of \$0.2 million and \$1.0 million of accelerated share based compensation. Termination benefits payable to the executives were accounted for under SFAS No. 112.

**Table of Contents****CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

At December 31, 2008, approximately \$7.0 million of termination benefits remained and were included in current and noncurrent liabilities in the Company's consolidated financial statements.

**27. Selected Quarterly Financial Data (Unaudited)**

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	2008
	(In thousands, except per share data)				
Revenues	\$ 128,855	\$ 167,120	\$ 191,211	\$ 154,494	\$ 641,680
Operating income	\$ 34,052	\$ 44,578	\$ 61,869	\$ 34,097	\$ 174,596
Income before income taxes	\$ 29,448	\$ 42,227	\$ 57,746	\$ 27,897	\$ 157,318
Net income	\$ 18,577	\$ 27,008	\$ 35,915	\$ 18,711	\$ 100,211
Per basic share:					
Net income	\$ 0.30	\$ 0.43	\$ 0.58	\$ 0.31	\$ 1.62
Per diluted share:					
Net income	\$ 0.30	\$ 0.43	\$ 0.57	\$ 0.30	\$ 1.60

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	2007
	(In thousands, except per share data)				
Revenues	\$ 114,929	\$ 156,491	\$ 175,099	\$ 168,975	\$ 615,494
Operating income	\$ 27,386	\$ 47,363	\$ 62,359	\$ 48,091	\$ 185,199
Income before income taxes	\$ 25,184	\$ 46,048	\$ 59,363	\$ 43,291	\$ 173,886
Net income	\$ 16,315	\$ 28,645	\$ 38,394	\$ 27,947	\$ 111,301
Per basic share:					
Net income	\$ 0.25	\$ 0.44	\$ 0.60	\$ 0.45	\$ 1.73
Per diluted share:					
Net income	\$ 0.24	\$ 0.43	\$ 0.59	\$ 0.44	\$ 1.70

The matters which effect the comparability of our quarterly results include seasonality, termination benefits recorded in the first quarter of 2007 and the second and fourth quarters of 2008, allowance for credit losses on impaired loans in the fourth quarter of 2008 and unrealized losses on the Company's investments in non-qualified retirement benefit plans incurred during 2008.

**28. Impact of Recently Issued Accounting Standards**

In September 2006, the FASB issued SFAS No. 157 Fair Value Measurements (SFAS No. 157) which defines fair value, establishes a framework for measuring fair value in accordance with accounting principles generally accepted in the United States, and expands disclosures about fair value measurements. The Company has adopted the provisions of SFAS No. 157 as of January 1, 2008, for financial instruments. Although the adoption of SFAS No. 157 did not impact the Company's financial condition, results of operations, or cash flow, the Company is now required to provide additional disclosures as part of its financial statements.

In February 2007, the FASB issued SFAS No. 159, The Fair Value for Financial Assets and Financial Liabilities (SFAS No. 159) which provides reporting entities an option to report certain financial instruments and other items at fair value that are not currently required to be measured at fair value. SFAS No. 159 is effective as of the beginning of a reporting entity's first fiscal year beginning after November 15, 2007. The Company has not currently elected the fair value measurement option for any financial assets or liabilities that were not previously recorded at fair value.

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**CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

In December 2007, the FASB issued SFAS No. 141 (Revised 2007), *Business Combinations* (SFAS No. 141R). SFAS No. 141R will change the accounting for business combinations by requiring an acquiring entity to recognize all the assets acquired, the liabilities assumed and any non-controlling interest in a transaction at the acquisition date fair value with limited exceptions. SFAS No. 141R will also change the accounting treatment and disclosure for certain specific items in a business combination. SFAS No. 141R applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008.

In June 2007, the FASB ratified EITF 06-11 *Accounting for the Income Tax Benefits of Dividends on Share-Based Payment Awards* (EITF No. 06-11). EITF 06-11 provides that tax benefits associated with dividends on share-based payment awards be recorded as a component of additional paid-in capital. EITF No. 06-11 is effective, on a prospective basis, for fiscal years beginning after December 15, 2007. The implementation of this standard did not have a material impact on our consolidated financial position and results of operations.

In April 2008, the FASB issued FASB Staff Position (FSP) 142-3, *Determination of the Useful Life of Intangible Assets* (FSP 142-3). FSP 142-3 amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under SFAS No. 142, *Goodwill and Other Intangible Assets*. FSP 142-3 is effective for fiscal years beginning after December 15, 2008. The Company will apply the FSP prospectively to intangible assets acquired after the effective date and will update its disclosures, as appropriate, upon implementation of this guidance.

In June 2008, the FASB issued FSP EITF 03-6-1, *Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities* (FSP EITF 03-6-1). FSP EITF 03-6-1 clarified that all outstanding unvested share-based payment awards that contain rights to nonforfeitable dividends participate in undistributed earnings with common shareholders. Awards of this nature are considered participating securities and the two-class method of computing basic and diluted earnings per share must be applied. FSP EITF 03-6-1 is effective for fiscal years beginning after December 15, 2008. The Company has determined that this statement will not have a material impact on our consolidated financial statements.

In September 2008, the FASB issued FSP 133-1 and FIN 45-4, *Disclosures about Credit Derivatives and Certain Guarantees: An Amendment of FASB Statement No. 133 and FASB Interpretation No. 45; and Clarification of the Effective Date of FASB Statement No. 161* (FSP 133-1 and FIN 45-4). FSP 133-1 and FIN 45-4 amend and enhance disclosure requirements for sellers of credit derivatives and financial guarantees. They also clarify that the disclosure requirements of SFAS No. 161 are effective for quarterly periods beginning after November 15, 2008, and fiscal years that include those periods. FSP 133-1 and FIN 45-4 are effective for reporting periods (annual or interim) ending after November 15, 2008. The Company will update its disclosures, as appropriate, upon implementation of this guidance.

In October 2008, the FASB issued FSP 157-3 *Determining Fair Value of a Financial Asset in a Market That Is Not Active* (FSP 157-3). FSP 157-3 clarified the application of SFAS No. 157 in an inactive market. It demonstrated how the fair value of a financial asset is determined when the market for that financial asset is inactive. FSP 157-3 was effective upon issuance, including prior periods for which financial statements had not been issued. The implementation of this standard did not have an impact on our consolidated financial position and results of operations.

In December 2008, the FASB issued EITF Issue No. 08-6, *Equity Method Investment Accounting Consideration*, effective for fiscal years beginning after December 15, 2008. EITF Issue No. 08-6 requires an equity method investor to account for its initial investment at cost and shall not separately test an investee's

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**CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

underlying indefinite-lived intangible assets for impairment. It also requires an equity method investor to account for share issuance by an investee as if the investor had sold a proportionate share of its investment. The resulting gain or loss shall be recognized in earnings. The Company does not believe that the implementation of this standard will have a material impact on our consolidated financial position and results of operations.

In December 2008, the FASB issued FSP FAS 132(R)-1, Employers Disclosures about Postretirement Benefit Plan Assets, amending FASB Statement No. 132(R), Employers Disclosures about Pensions and Other Postretirement Benefits, effective for fiscal years ending after December 15, 2009. FSP FAS 132(R)-1 requires an employer to disclose investment policies and strategies, categories, fair value measurements, and significant concentration of risk among its postretirement benefit plan assets. The Company will update its disclosures, as appropriate, upon implementation of this guidance.

**29. Subsequent Events**

On February 9, 2009, the Company's board of directors declared a quarterly cash dividend of \$0.185 per share of common stock. The dividend is payable on April 3, 2009 to shareholders of record as of April 17, 2009. Based on the Company's present share count, the total dividends to be paid is approximately \$11.2 million.

Subsequent to December 31, 2008 through February 27, 2009, the Company repurchased an additional 0.7 million shares of its common stock at a total cost of \$18.0 million under its share repurchase program.

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

None.

### **Item 9A. Controls and Procedures.**

The Company formed a disclosure review committee whose membership includes the Chief Executive Officer ( CEO ) and Chief Financial Officer ( CFO ), among others. The disclosure review committee's procedures are considered by the CEO and CFO in performing their evaluations of the Company's disclosure controls and procedures (as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934) and in assessing the accuracy and completeness of the Company's disclosures.

An evaluation was performed under the supervision and with the participation of the Company's CEO and CFO, of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on that evaluation, the Company's management, including the CEO and CFO, concluded that the Company's disclosure controls and procedures were effective as of December 31, 2008.

There have been no changes in the Company's internal control over financial reporting that occurred during 2008 that materially affected, or are reasonably likely to materially affect the Company's internal control over financial reporting.

### **Management's Report on Internal Control Over Financial Reporting**

The management of Choice Hotels International, Inc. and its subsidiaries (together the Company ) is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control over financial reporting was 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.

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 the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2008. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control - Integrated Framework*. Based on management's assessment under those criteria, management concluded that the Company's internal control over financial reporting was effective as of December 31, 2008.

Management's assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2008 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears herein.

### **Item 9B. Other Information**

None.

**Table of Contents****PART III****Item 10. Directors, Executive Officers and Corporate Governance.**

The required information on directors will be contained in the Company's proxy statement, and reference is expressly made to the proxy statement for the specific information incorporated in this Form 10-K. The required information on executive officers is set forth in Part I of this Form 10-K under an unnumbered item captioned "Executive Officers of Choice Hotels International, Inc."

**Code of Ethics**

The Company has adopted a Code of Ethics that applies to its Chief Executive Officer, Chief Financial Officer and Controller.

The Code of Ethics is available free of charge through our internet website located at [www.choicehotels.com](http://www.choicehotels.com). We will also provide without charge to any person, on the written or oral request of such person, a copy of our Code of Ethics. Requests should be directed to Investor Relations, 10750 Columbia Pike, Silver Spring, MD 20901 (telephone number (301) 592-5026).

**Item 11. Executive Compensation.**

The required information will be set forth under "Executive Compensation" and "Board Compensation Committee Report on Executive Compensation" in the Company's proxy statement, and reference is expressly made to the proxy statement for the specific information incorporated in this Form 10-K.

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

The required equity compensation plan information table is set forth herein and all other required information will be set forth under "Security Ownership of Certain Beneficial Owners and Management" and "Board of Directors" in the Company's proxy statement, and reference is expressly made to the proxy statement for the specific information incorporated in this Form 10-K.

**EQUITY COMPENSATION PLAN INFORMATION**

The following table sets forth information regarding the number of shares of the Company's common stock that were subject to outstanding stock options at December 31, 2008:

Plan Category	Number of shares 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 shares remaining available for future issuance under equity compensation plans (excluding shares reflected in column (a)) (c)
Equity compensation plans approved by shareholders	1,950,783	\$ 24.03	1,924,869
Equity compensation plans not approved by shareholders	Not applicable	Not applicable	Not applicable



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### **Item 13. Certain Relationships and Related Transactions and Director Independence.**

The required information will be set forth under Certain Relationships and Related Transactions in the Company's proxy statement, and reference is expressly made to the proxy statement for the specific information incorporated in this Form 10-K.

### **Item 14. Principal Accounting Fees and Services.**

The required information will be set forth under Principal Accountant Fees and Services and Audit Committee Report in the Company's proxy statement, and reference is expressly made to the proxy statement for the specific information incorporated in this Form 10-K.

## **PART IV**

### **Item 15. Exhibits, Financial Statement Schedules.**

#### **(a) List of Documents Filed as Part of this Report**

##### **1. Financial Statements**

The response to this portion of Item 15 is submitted under Item 8 of this report.

##### **2. Financial Statement Schedules**

Report of Independent Registered Public Accounting Firm required pursuant to Item 15(a)2 is submitted under Item 8 of this report.

Schedule II-Valuation and Qualifying Accounts

All other schedules are omitted because they are not applicable.

##### **3. Exhibits**

#### **Exhibit**

<b>Number</b>	<b>Description</b>
3.01(a)	Restated Certificate of Incorporation of Choice Hotels Franchising, Inc. (renamed Choice Hotels International, Inc.)
3.02(a)	Amended and Restated Bylaws of Choice Hotels International, Inc.
4.01(b)	Senior Unsecured Revolving Credit Facility agreement dated June 16, 2006 among Choice Hotels International, Inc., Wachovia Bank, National Association, as Agents, SunTrust Bank, as Syndication Agent, Bank of America, N.A., as Documentation Agent, Wachovia Capital Markets, LLC, as Lead Arranger and Sole Book Manager, and the additional lenders named in the credit agreement
4.02*	Agreement to furnish certain debt agreements
10.1(c)	Amended and Restated Employment Agreement dated April 30, 2008, between Choice Hotels International, Inc. and Stephen P. Joyce
10.2 (d)	Third Amended and Restated Employment Agreement dated June 26, 2008 between Choice Hotels International, Inc. and Charles A. Ledsinger, Jr.



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### **Exhibit**

<b>Number</b>	<b>Description</b>
10.3 (d)	Consulting Agreement amount Choice Hotels International, Inc., Choice Hotels International Services Corp. and Charles A. Ledsinger, Jr. effective December 21, 2009
10.04(e)	Amended and Restated Chairman's Service Agreement dated September 10, 2008 by and between Choice Hotels International, Inc. and Stewart Bainum, Jr.
10.05(f)	Amended and Restated Employment agreement dated April 13, 1999 between Choice Hotels International, Inc. and Thomas Mirgon
10.05A(g)	Amendment to Amended and Restated Employment agreement dated January 23, 2008 between Choice Hotels International, Inc. and Thomas Mirgon
10.06(h)	Choice Hotels International, Inc. 2006 Long-Term Incentive Plan
10.06A*	Amendment to Choice Hotels International, Inc. 2006 Long-Term Incentive Plan, dated January 1, 2009
10.07(i)	Second Amended and Restated Employment Agreement dated April 13, 1999 between Choice Hotels International, Inc. and Michael J. DeSantis
10.07A(j)	Agreement and Release dated February 15, 2007, between Choice Hotels International, Inc. and Michael J. DeSantis
10.08(k)	Commercial Lease dated May 29, 1998 among Columbia Pike I, LLC and Colesville Road, LLC (each an assignee of Manor Care, Inc.) and Choice Hotels International, Inc.
10.09(l)	Employment Agreement dated June 3, 1999 between Choice Hotels International, Inc. and Joseph M. Squeri
10.09A(j)	Agreement and Release dated February 9, 2007, between Choice Hotels International, Inc. and Joseph M. Squeri
10.10(m)	Agreement and Amendment to Employment Agreement between Choice Hotels International, Inc. and Wayne Wielgus
10.11*	Second Amended and Restated Supplemental Executive Retirement Plan
10.12*	Amended and Restated Choice Hotels International, Inc. Executive Deferred Compensation Plan (for Non-Grandfathered Account Balances)
10.12A(p)	Choice Hotels International, Inc. Executive Deferred Compensation Plan (for Grandfathered Account Balances)
10.13(n)	Non-Competition, Non-Solicitation, and Severance Benefit Agreement between Choice Hotels International, Inc. and Bruce N. Haase
13.01*	Valuation and Qualifying Accounts
14.01(o)	Code of Ethics
21.01*	Subsidiaries of Choice Hotels International, Inc.
23.01*	Consent of PricewaterhouseCoopers LLP
31.1*	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) or Rule 15d-14(a)
31.2*	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) or Rule 15d-14(a)
32*	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350

\* Filed herewith

- (a) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc.'s Registration Statement on Form S-4, filed August 31, 1998 (Reg. No. 333-62543).
- (b) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc.'s Current Report on Form 8-K dated June 16, 2006, filed June 21, 2006.

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- (c) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc. s Current Report on Form 8-K dated April 30, 2008, filed May 2, 2008.
- (d) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc. s Current Report on Form 8-K for dated June 26, 2008, filed on June 27, 2008.
- (e) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc. s Quarterly Report on Form 10-Q for the quarter ended September 30, 2008, filed on November 10, 2008.
- (f) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc. s Quarterly Report on Form 10-Q for the quarter ended March 31, 1999, filed on June 4, 1999.
- (g) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc. s Current Report on Form 8-K dated January 23, 2008, filed January 24, 2008.
- (h) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc. s Current Report on form 8-K dated May 1, 2006, filed on May 5, 2006.
- (i) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc. s Quarterly Report on Form 10-Q filed for the quarter ended June 30, 1998, filed on August 16, 1999.
- (j) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc. s Annual Report on Form 10-K for the year ended December 31, 2006, filed March 1, 2007.
- (k) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc. s Annual Report on Form 10-K for the year ended December 31, 1998, filed on March 30, 1999.
- (l) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc. s Quarterly Report on Form 10-Q for the quarter ended June 30, 1999, filed on August 16, 1999.
- (m) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc. s Current Report on Form 8-K dated September 13, 2006, filed September 18, 2006.
- (n) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc. s Current Report on Form 8-K dated January 25, 2008, filed January 30, 2008.
- (o) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc. s Annual Report on Form 10-K for the year ended December 31, 2003, filed March 15, 2004.
- (p) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc. s Annual Report on Form 10-K for the year ended December 31, 2002, filed March 31, 2003.

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**SIGNATURE**

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

CHOICE HOTELS INTERNATIONAL, INC.

By: /s/ STEPHEN P. JOYCE  
Stephen P. Joyce

**President and Chief Executive Officer**

Dated: February 27, 2009

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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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ STEWART BAINUM, JR.  <b>Stewart Bainum, Jr.</b>	Chairman, Director	February 27, 2009
/s/ STEPHEN P. JOYCE  <b>Stephen P. Joyce</b>	President and Chief Executive Officer (Principal Executive Officer)	February 27, 2009
/s/ CHARLES A. LEDSINGER, JR.  <b>Charles A. Ledsinger, Jr.</b>	Vice Chairman and Director	March 2, 2009
/s/ WILLIAM L. JEWS  <b>William L. Jews</b>	Director	March 2, 2009
/s/ ERVIN R. SHAMES  <b>Ervin R. Shames</b>	Director	February 25, 2009
/s/ JOHN T. SCHWIETERS  <b>John T. Schwieters</b>	Director	February 27, 2009
/s/ FIONA P. DIAS  <b>Fiona P. Dias</b>	Director	March 1, 2009
/s/ DAVID SULLIVAN  <b>David Sullivan</b>	Director	March 2, 2009
/s/ GORDON SMITH  <b>Gordon Smith</b>	Director	February 25, 2009
/s/ SCOTT A. RENSCHLER  <b>Scott A. Renschler, Psy.D</b>	Director	February 25, 2009
/s/ DAVID L. WHITE  <b>David L. White</b>	Senior Vice President, Chief Financial Officer & Treasurer (Principal Financial Officer)	February 27, 2009
/s/ SCOTT E. OAKSMITH  <b>Scott E. Oaksmith</b>	Controller (Principal Accounting Officer)	February 27, 2009

