

INNSUITES HOSPITALITY TRUST  
Form 10-Q/A  
October 04, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q/A  
Amendment No. 1

QUARTERLY REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
FOR THE QUARTERLY PERIOD ENDED July 31, 2011

Commission File Number 1-7062

INNSUITES HOSPITALITY TRUST  
(Exact name of registrant as specified in its charter)

Ohio  
(State or other jurisdiction of  
incorporation or organization)

34-6647590  
(I.R.S. Employer Identification Number)

InnSuites Hotels Centre  
1625 E. Northern Avenue, Suite 105  
Phoenix, AZ 85020  
(Address of principal executive offices)

Registrant's telephone number, including area code: (602) 944-1500

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

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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 the 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  Non-accelerated filer  Smaller reporting company   
(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 Exchange Act).  
Yes  No

Number of outstanding Shares of Beneficial Interest, without par value, as of August 31, 2011: 8,504,627

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Explanatory Note

The purpose of this Amendment No. 1 to InnSuites Hospitality Trust's (the "Trust") quarterly report on Form 10-Q for the quarter ended July 31, 2011, filed with the Securities and Exchange Commission on September 14, 2011 (the "Form 10-Q"), is to furnish Exhibit 101 to the Form 10-Q in accordance with Rule 405 of Regulation S-T and to correct errors in the Trust's Statements of Cash Flows included in Part I of the Form 10-Q. Note 1 has been revised to note corrections to the statement of cash flows. This Amendment No. 1 also updates the cover page of the Form 10-Q to indicate that all required interactive data files have been submitted and posted pursuant to Rule 405 of Regulation S-T and updates Item 6 of Part II of the Form 10-Q to include Exhibit 101 and new Section 302 and Section 906 certifications.

Except as set forth above, no other changes have been made to the Form 10-Q. This Amendment No. 1 speaks as of the original filing date of the Form 10-Q and, except as set forth above, does not modify or update any disclosures in the Form 10-Q and does not reflect events that may have occurred subsequent to the original filing date.

Pursuant to rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Act of 1934, as amended, and otherwise are not subject to liability under those sections.

PART I  
FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

INNSUITES HOSPITALITY TRUST AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS

	July 31, 2011 (UNAUDITED)	JANUARY 31, 2011 (AUDITED)
<b>ASSETS</b>		
<b>Current Assets:</b>		
Cash and Cash Equivalents (\$141,606 and \$10,107 of variable interest entity (VIE), Note 8)	\$ 1,094,092	\$ 494,844
Restricted Cash	74,143	137,174
Accounts Receivable, including \$475,781 and \$290,232 from related parties and net of Allowance for Doubtful Accounts of \$15,775 and \$41,000, as of July 31, and January 31, 2011, respectively (\$22,400 and \$19,179 of VIE)	758,759	661,024
Prepaid Expenses and Other Current Assets (\$43,048 and \$45,173 of VIE)	341,596	443,043
<b>Total Current Assets</b>	<b>2,268,590</b>	<b>1,736,085</b>
Hotel Properties, net (\$1,461,930 and \$1,458,838 of VIE)	25,517,296	25,917,263
Property, Plant and Equipment, net	135,259	139,887
Deferred Finance Costs and Other Assets (\$16,672 and \$17,485 of VIE)	119,281	141,863
<b>TOTAL ASSETS</b>	<b>\$ 28,040,426</b>	<b>\$ 27,935,098</b>
<b>LIABILITIES AND EQUITY</b>		
<b>LIABILITIES</b>		
<b>Current Liabilities:</b>		
Accounts Payable and Accrued Expenses (\$177,522 and \$101,345 of VIE)	\$ 1,924,481	\$ 2,093,228
Current Portion of Mortgage Notes Payable	8,179,778	8,214,759
Current Portion of Other Notes Payable	209,198	172,939
<b>Total Current Liabilities</b>	<b>10,313,457</b>	<b>10,480,926</b>
Mortgage Notes Payable	13,519,347	13,865,957
Other Notes Payable	379,641	307,614
<b>TOTAL LIABILITIES</b>	<b>24,212,445</b>	<b>24,654,497</b>
<b>Commitments and Contingencies (See Note 10)</b>		
<b>SHAREHOLDERS' EQUITY</b>		
Shares of Beneficial Interest, without par value; unlimited authorization; 8,511,027 and 8,546,783 shares issued and outstanding at July 31, and January 31, 2011, respectively	15,490,425	15,412,926

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Treasury Stock, 8,275,719 and 8,239,963 shares held at July 31, and January 31, 2011, respectively	(11,549,167)	(11,456,375)
TOTAL TRUST SHAREHOLDERS' EQUITY	3,941,258	3,956,551
NON-CONTROLLING INTEREST	(113,277)	(675,950)
TOTAL EQUITY	3,827,981	3,280,601
TOTAL LIABILITIES AND EQUITY	\$ 28,040,426	\$ 27,935,098

See accompanying notes to unaudited  
consolidated financial statements

INNSUITES HOSPITALITY TRUST AND SUBSIDIARIES  
UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS

	FOR THE SIX MONTHS ENDED	
	July 31,	
	2011	2010
<b>REVENUE</b>		
Room	\$ 7,214,384	\$ 6,302,693
Food and Beverage	470,554	477,622
Telecommunications	1,828	10,906
Other	115,544	116,387
Management and Trademark Fees, including \$115,832 and \$134,188 from related parties for the six months ended July 31, 2011 and 2010, respectively	115,832	137,488
Payroll Reimbursements, Related Party	1,116,081	1,374,126
<b>TOTAL REVENUE</b>	<b>9,034,223</b>	<b>8,419,222</b>
<b>OPERATING EXPENSES</b>		
Room	1,832,694	1,681,241
Food and Beverage	455,557	408,273
Telecommunications	23,899	38,318
General and Administrative	1,606,825	1,512,555
Sales and Marketing	549,796	585,049
Repairs and Maintenance	789,355	625,050
Hospitality	415,843	370,950
Utilities	605,913	574,270
Hotel Property Depreciation	886,550	935,238
Real Estate and Personal Property Taxes, Insurance and Ground Rent	407,083	480,088
Other	7,566	10,822
Payroll Expenses, Related Party	1,116,081	1,374,126
<b>TOTAL OPERATING EXPENSES</b>	<b>8,697,162</b>	<b>8,595,980</b>
<b>OPERATING INCOME (LOSS)</b>	<b>337,061</b>	<b>(176,758)</b>
Interest Income	560	1,233
<b>TOTAL OTHER INCOME</b>	<b>560</b>	<b>1,233</b>
Interest on Mortgage Notes Payable	755,628	770,531
Interest on Other Notes Payable	15,826	21,429
<b>TOTAL INTEREST EXPENSE</b>	<b>771,454</b>	<b>791,960</b>
<b>CONSOLIDATED NET LOSS</b>	<b>(433,833)</b>	<b>(967,485)</b>
<b>LESS: NET LOSS ATTRIBUTABLE TO NON-CONTROLLING INTERESTS</b>	<b>(124,952)</b>	<b>(279,277)</b>
<b>NET LOSS ATTRIBUTABLE TO CONTROLLING INTERESTS</b>	<b>\$ (308,881)</b>	<b>\$ (688,208)</b>
<b>NET LOSS PER SHARE – BASIC AND DILUTED</b>	<b>\$ (0.04)</b>	<b>\$ (0.08)</b>
<b>WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING - BASIC AND DILUTED</b>	<b>8,552,780</b>	<b>8,591,977</b>

See accompanying notes to unaudited  
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INNSUITES HOSPITALITY TRUST AND SUBSIDIARIES  
UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS

FOR THE THREE MONTHS ENDED

July 31,

2011

2010

REVENUE

Room	\$	3,218,212	\$	2,526,428
Food and Beverage		177,679		152,255
Telecommunications		300		3,964
Other		64,881		60,736
Management and Trademark Fees, including \$48,896 and \$60,669 from related parties for the six months ended July 31, 2011 and 2010, respectively		48,896		62,576
Payroll Reimbursements, Related Party		525,473		693,558
<b>TOTAL REVENUE</b>		<b>4,035,441</b>		<b>3,499,517</b>

OPERATING EXPENSES

Room		853,259		778,806
Food and Beverage		198,281		179,402
Telecommunications		13,701		17,977
General and Administrative		768,620		708,170
Sales and Marketing		253,743		280,435
Repairs and Maintenance		363,731		298,036
Hospitality		192,506		176,191
Utilities		328,810		308,330
Hotel Property Depreciation		437,518		465,494
Real Estate and Personal Property Taxes, Insurance and Ground Rent		201,504		235,427
Other		4,436		4,994
Payroll Expenses, Related Party		525,473		693,558
<b>TOTAL OPERATING EXPENSES</b>		<b>4,141,582</b>		<b>4,146,820</b>
<b>OPERATING LOSS</b>		<b>(106,141)</b>		<b>(647,303)</b>
Interest Income		417		769
<b>TOTAL OTHER INCOME</b>		<b>417</b>		<b>769</b>
Interest on Mortgage Notes Payable		376,566		392,113
Interest on Other Notes Payable		7,667		10,360
<b>TOTAL INTEREST EXPENSE</b>		<b>384,233</b>		<b>402,473</b>
<b>CONSOLIDATED NET LOSS</b>		<b>(489,957)</b>		<b>(1,049,007)</b>
LESS: NET LOSS ATTRIBUTABLE TO NON-CONTROLLING INTERESTS		(130,970)		(263,561)
<b>NET LOSS ATTRIBUTABLE TO CONTROLLING INTERESTS</b>	\$	<b>(358,987)</b>	\$	<b>(785,446)</b>
<b>NET LOSS PER SHARE – BASIC AND DILUTED</b>	\$	<b>(0.04)</b>	\$	<b>(0.09)</b>
		<b>8,528,609</b>		<b>8,583,359</b>



**WEIGHTED AVERAGE NUMBER OF SHARES  
OUTSTANDING - BASIC AND DILUTED**

See accompanying notes to unaudited  
consolidated financial statements

INNSUITES HOSPITALITY TRUST AND SUBSIDIARIES  
UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS

	FOR THE SIX MONTHS ENDED	
	JULY 31,	
	2011	2010
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Consolidated Net Loss	\$ (433,833)	\$ (967,485)
Adjustments to Reconcile Consolidated Net Income to Net Cash Provided By (Used In) Operating Activities:		
Provision for Uncollectible Receivables	(25,222)	8,127
Stock-Based Compensation	25,920	24,300
Hotel Property Depreciation	886,550	935,238
Loss on Disposal of Hotel Properties	—	450
Amortization of Deferred Loan Fees	22,582	21,295
Changes in Assets and Liabilities:		
Accounts Receivable	(72,513)	37,646
Prepaid Expenses and Other Assets	101,446	(28,203)
Accounts Payable and Accrued Expenses	(168,747)	(325,160)
<b>NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES</b>	<b>336,183</b>	<b>(293,792)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Change in Restricted Cash	63,031	(1,115)
Improvements and Additions to Hotel Properties	(481,955)	(427,234)
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(418,924)</b>	<b>(428,349)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Increase in Deferred Loan Fees	—	(28,948)
Principal Payments on Mortgage Notes Payable	(381,591)	(409,233)
Net Proceeds from Refinancings of Mortgage Notes Payable	—	1,000,000
Payments on Notes Payable to Banks	—	(483,930)
Borrowings on Notes Payable to Banks	—	373,793
Repurchase of Treasury Stock	(56,702)	(41,095)
Proceeds from Sale of Non-Controlling Ownership Interests in Subsidiaries	1,307,397	400,000
Distributions to Non-Controlling Interest	(98,860)	—
Payments on Other Notes Payable	(88,255)	(81,214)
<b>NET CASH PROVIDED BY FINANCING ACTIVITIES</b>	<b>681,989</b>	<b>729,373</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>599,248</b>	<b>7,232</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	<b>494,844</b>	<b>406,385</b>
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>\$ 1,094,092</b>	<b>\$ 413,617</b>

See Supplemental Disclosures at Note 9.

See accompanying notes to unaudited  
consolidated financial statements

INNSUITES HOSPITALITY TRUST AND SUBSIDIARIES  
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS  
AS OF JULY 31 AND JANUARY 31, 2011  
AND FOR THE THREE AND SIX MONTH PERIODS ENDED JULY 31, 2011 AND 2010

1. NATURE OF OPERATIONS AND BASIS OF PRESENTATION

InnSuites Hospitality Trust (the “Trust”) is an unincorporated real estate investment trust in the State of Ohio that at July 31, 2011 owned three hotels through a partnership interest in RRF Limited Partnership (the “Partnership”), one hotel (Albuquerque) through both direct ownership and its interest in the Partnership, and one hotel (Yuma Hospitality LP) wholly and directly (the “Hotels”) with an aggregate of 843 suites in Arizona, southern California and New Mexico. The Trust is the sole general partner in the Partnership. The Hotels are managed by InnSuites Hotels, Inc. (“InnSuites Hotels”), which is a wholly-owned subsidiary of the Trust.

InnSuites Hotels holds management contracts under which it provides hotel management services to the Hotels, as well as three hotels with an aggregate of 439 suites owned by affiliates of James F. Wirth (“Mr. Wirth”), the Trust’s Chairman, President and Chief Executive Officer. Under the management agreements, InnSuites Hotels provides the personnel at the hotels, the expenses of which are reimbursed at cost, and manages the hotels’ daily operations, for which it receives a percentage of revenue from the hotels and an accounting fee. InnSuites Hotels also holds licensing agreements and the “InnSuites” trademarks and provides licensing services to the Hotels, as well as the three hotels owned by affiliates of Mr. Wirth with an aggregate of 439 suites. Under the licensing agreements with affiliates of Mr. Wirth, InnSuites Hotels receives a fixed monthly fee based on the number of units in the hotel properties in exchange for use of the “InnSuites” trademark. Additionally, InnSuites Hotels provides trademark and reservation services to 27 unrelated hotel properties with an aggregate of 2,427 rooms and suites. Under these licensing agreements with unrelated properties, InnSuites Hotels receives variable monthly fees based on the number of reservations processed for the hotel property and, in certain cases, the gross room revenue of the hotel property.

The Trust’s general partnership interest in the Partnership was 71.91% and 71.41% as of July 31 and January 31, 2011, respectively. The weighted average for the six months ended July 31, 2011 and 2010 was 71.50% and 71.41%, respectively. On February 1, 2011, the Trust acquired a direct interest in the Albuquerque hotel which was 3.77% as of July 31, 2011. The weighted average for the six months ended July 31, 2011 was 3.80%. The Partnership’s interest in the Albuquerque hotel was 28.65% and 33.32% as of July 31 and January 31, 2011, respectively. In the first and second quarters of fiscal year 2012, Tucson Hospitality Properties, LLP (Foothills) received subscriptions from external investors and retired a portion of the Partnership’s interest. Thus, the Partnership’s interest in the Tucson Foothills hotel was 76.45% and 100% as of July 31, 2011 and January 31, 2011, respectively. The weighted average for the six months ended July 31, 2011 was 91.51%. The Ontario and Tucson St. Mary’s hotels are wholly owned by the Partnership.

PARTNERSHIP AGREEMENT

The Partnership Agreement of the Partnership (the “Partnership Agreement”) provides for the issuance of two classes of limited partnership units, Class A and Class B. Such classes are identical in all respects, except that each Class A limited partnership unit is convertible into a like number of Shares of Beneficial Interest of the Trust at any time at the option of the limited partner. A total of 303,568 and 369,391 Class A limited partnership units were issued and

outstanding as of July 31 and January 31, 2011, respectively. Additionally, as of July 31 and January 31, 2011, a total of 3,407,938 Class B limited partnership units were held by Mr. Wirth and his affiliates, in lieu of the issuance of Class A limited partnership units. Each Class B limited partnership unit is identical to Class A limited partnership units in all respects, except that Class B limited partnership units are convertible only with the approval of the Board of Trustees of the Trust, in its sole discretion. If all of the Class A and B limited partnership units were converted, the limited partners in the Partnership would receive 3,711,506 Shares of Beneficial Interest of the Trust as of July 31, 2011. The Trust held 9,500,011 and 9,434,188 General Partner Units as of July 31 and January 31, 2011, respectively.

#### BASIS OF PRESENTATION

The financial statements of the Partnership, InnSuites Hotels and Yuma Hospitality LP are consolidated with the Trust, and all significant intercompany transactions and balances have been eliminated.

These consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and with the instructions for Form 10-Q and Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete consolidated financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the six-month period ended July 31, 2011 are not necessarily indicative of the results that may be expected for the year ended January 31, 2012. For further information, refer to the consolidated financial statements and footnotes thereto included in the Trust's Annual Report on Form 10-K as of and for the year ended January 31, 2011.

The statement of cash flows for the six months ended July 31, 2011 was revised to correct errors, which changed consolidated net loss used in the operating cash flow reconciliation from \$308,881 to \$433,833. The change resulted in a reduction of net cash provided by operating activities of \$124,953. There was a corresponding change to sale of non-controlling ownership and distributions to non-controlling interest resulting in an increase in net cash provided by financing activities by the same amount.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### USE OF ESTIMATES

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

The accounting policies that the Trust believes are most critical and involve the most subjective judgments include estimates and assumptions of future revenue and expenditures used to project cash flows. Future cash flows are used to determine the recoverability (or impairment) of the carrying values of the Trust's assets in the event management is required to test an asset for recoverability of carrying value under FASB authoritative guidance related to the impairment or disposal of long-lived assets. For hotel properties held for use, if the carrying value of an asset exceeds the estimated future undiscounted cash flows over its estimated remaining life, the Trust recognizes an impairment expense to reduce the asset's carrying value to its fair value. Fair value is determined by either the most current third-party property appraisal, if available, or the present value of future undiscounted cash flows over the remaining life of the asset. In cases where the Trust does not expect to recover the carrying cost of hotel properties held for sale, it will reduce the carrying value to the estimated sales price less costs to sell. The Trust's evaluation of future cash flows is based on historical experience and other factors, including certain economic conditions and committed future bookings. The estimated future cash flows are based upon, among other things, assumptions about expected future operating performance and may differ from actual cash flows.

### LIQUIDITY

The Trust's principal source of cash to meet its cash requirements, including distributions to its shareholders, is the Trust's share of the Partnership's cash flow and its direct ownership of the Yuma, Arizona property. The Partnership's principal source of revenue is hotel operations for the four hotel properties in which it owns interests. The Trust's liquidity, including its ability to make distributions to its shareholders, will depend upon the Trust's ability and the Partnership's ability to generate sufficient cash flow from hotel operations.

Hotel operations are significantly affected by occupancy and room rates. Occupancy increased from the first six months of fiscal year 2011 to the first six months of fiscal year 2012, while rates decreased. Results are also significantly impacted by overall economic conditions and conditions in the travel industry. Unfavorable changes in these factors could negatively impact hotel room demand and pricing, which would reduce the Trust's profit margins on rented suites.

The Trust has principal of \$7.8 million due and payable for the remainder of fiscal year 2012 under mortgage notes payable, including the amount due upon the Ontario mortgage's maturity. For the period between August 1, 2011 and July 31, 2012, the Trust has principal of \$8.2 million due and payable under mortgage notes payable.

The non-recourse mortgage note payable relating to our Ontario, California property, which is secured by the property and the rents, revenues and profits from the property, matured on May 11, 2011, at which time a final principal payment of approximately \$7.5 million was due. Because we did not make the final principal payment, the lender under the note has the option to declare the note due and payable in full. We obtained a six-month extension until November 11, 2011, and we are actively working with the lender to obtain an extension or refinance of the mortgage note for an additional term of two years and on substantially the same terms. In the event that we are unable to obtain an extension of the note, we may seek to refinance this property, the value of which we believe is higher than the

outstanding principal of the note. We did not make the May, June and July 2011 principal and interest payments until August 2011. The note includes default interest of five percent above the interest rate in effect under the note. For the three months ending July 31, 2011, assessed late fees are \$10,671. We are current on the monthly principal and interest payments, and the lender in our negotiations has not required us to pay any additional interest or penalties.

We anticipate that current cash balances, future cash flows from operations, proceeds from sales of non-controlling interests in the Tucson Foothills subsidiary, and available credit will be sufficient to satisfy our obligations as they become due, assuming the extension or refinancing of the Ontario mortgage note. In the event cash flows from operations are insufficient to satisfy these obligations as they become due, we may seek to refinance properties, negotiate additional credit facilities or issue debt instruments.

In past years, the Trust has relied on cash flows from operations to meet its financial obligations as they come due. However, for the remainder of fiscal year 2012 (August 1, 2011 through January 31, 2012), the Trust's management has projected that cash flows from operations alone may not be sufficient to meet all of its financial obligations as they come due. Based on this projection, the Trust extended its \$500,000 bank line of credit to May 2012 and began selling non-controlling ownership interests in its Tucson Foothills subsidiary, providing enough available liquidity for management to believe that the Trust will meet all of its financial obligations as they come due during fiscal year 2012. See Note 5 – "Note Payable to Bank", Note 6 – "Sale of Membership Interests in Albuquerque Suite Hospitality, LLC", and Note 7 – "Sale of Partnership Interests in Tucson Hospitality Properties, LP."

#### REVENUE RECOGNITION

Room, food and beverage, telecommunications, management and licensing fees and other revenue are recognized as earned as services are provided and items are sold. Payroll reimbursements are recorded as the Trust provides its personnel to the hotels under management and are not netted with the corresponding payroll expense.

#### INCOME PER SHARE

Basic and diluted loss per share have been computed based on the weighted-average number of Shares of Beneficial Interest outstanding during the periods and potentially dilutive securities.

For the three- and six-month periods ended July 31, 2011 and 2010, there were Class A and Class B limited partnership units outstanding, which are convertible to Shares of Beneficial Interest of the Trust. Assuming conversion, the aggregate weighted-average incremental increase of the Shares of Beneficial Interest would have been 3,774,071 and 3,777,329 for the second quarter of fiscal year 2012 and 2011, respectively. The aggregate weighted-average incremental increase of the Shares of Beneficial Interest would have been 3,764,784 and 3,777,329 for the first six months of fiscal year 2012 and 2011, respectively. For the periods ended July 31, 2010 and 2011, the Class A and Class B limited partnership units were antidilutive. Therefore, a reconciliation of basic and diluted loss per share is not included.

### 3. STOCK-BASED COMPENSATION

For the six months ended July 31, 2011, the Trust recognized expenses of \$25,920 related to stock-based compensation. During the six months ended July 31, 2010, the Trust recognized expenses of \$24,300. The Trust issued 36,000 restricted shares with a total market value of \$51,840 in January 2011 as compensation to its three outside Trustees for fiscal year 2012.

The following table summarizes restricted share activity during the six months ended July 31, 2011:

	Shares	Restricted Shares Weighted-Average Per Share Grant Date Fair Value
Balance at January 31, 2011	—	—
Granted	36,000	\$1.44
Vested	(18,000)	\$1.44
Forfeited	—	—
Balance of unvested awards at July 31, 2011	18,000	\$1.44

No cash was paid out or received by the Trust relating to restricted share awards during the six months ended July 31, 2011 or 2010.

### 4. RELATED PARTY TRANSACTIONS

As of July 31, 2011 and 2010, Mr. Wirth and his affiliates held 3,407,938 Class B limited partnership units in the Partnership. As of July 31, 2011 and 2010, Mr. Wirth and his affiliates held 5,573,624 Shares of Beneficial Interest of the Trust.

The Trust recognized related party payroll reimbursement revenue and related payroll expense to Mr. Wirth and his affiliates in the amounts of \$1.1 million and \$1.4 million for the six months ended July 31, 2011 and 2010, respectively. The Trust recognized related party payroll reimbursement revenue and related payroll expense to Mr. Wirth and his affiliates in the amounts of \$525,000 and \$694,000 for the three months ended July 31, 2011 and 2010, respectively.

See Note 6 – “Sale of Membership Interests in Albuquerque Suite Hospitality, LLC” and Note 7 – “Sale of Partnership Interests in Tucson Hospitality Properties, LP” for additional information on related party transactions.

### 5. NOTE PAYABLE TO BANK

On November 23, 2010, the Trust established a revolving bank line of credit, with a credit limit of \$500,000. The line of credit bears interest at the prime rate plus 1.0% per annum with a 6.0% rate floor and has no financial covenants. The line was scheduled to mature on May 23, 2011 but was extended to May 23, 2012 subsequent to the end of the first quarter. The line is secured by a junior security interest in the Yuma, Arizona property and by the Trust’s trade receivables. Mr. Wirth is a guarantor on the line of credit. There were no funds drawn under the line of credit as of July 31 or January 31, 2011.





## 6. SALE OF MEMBERSHIP INTERESTS IN ALBUQUERQUE SUITE HOSPITALITY, LLC

On July 22, 2010, the Board of Trustees unanimously approved, with Mr. Wirth abstaining, for the Partnership to enter into an agreement with Rare Earth Financial, LLC (“Rare Earth”), an affiliate of Mr. Wirth, to sell additional units in Albuquerque Suite Hospitality, LLC, the Trust’s subsidiary (the “Albuquerque entity”), which owns and operates the Albuquerque, New Mexico hotel property. Under the agreement, Rare Earth agreed to either purchase or bring in other investors to purchase at least 51% of the membership interests in the Albuquerque entity and the parties agreed to restructure the operating agreement of the Albuquerque entity. A total of 400 units were available for sale for \$10,000 per unit, with a two-unit minimum subscription. On October 29, 2010, the parties revised the operating agreement.

Under the new operating agreement, Rare Earth became the administrative member of the Albuquerque entity, in charge of the day-to-day management of the company. Additionally, the membership interests in the Albuquerque entity were allocated to three classes with differing distribution preference rights. Class A units are owned by unrelated third parties and have first priority for distributions, Class B units are owned by the Trust and/or the Partnership and have second priority for distributions, and Class C units are owned by Rare Earth or other affiliates of Mr. Wirth and have the lowest priority for distributions from the Albuquerque entity. After five years there are no distribution priority rights and all Classes have the same priority distribution rights. Rare Earth also earned a formation fee equal to \$320,000, payable in either cash or units in the Albuquerque entity, which was payable in 32 Class C units in the Albuquerque entity for the sale of at least 160 units. After all investors have received their initial capital plus a 7% per annum simple return, any additional profits will be allocated 50% to Rare Earth, with the remaining 50% allocated proportionately to all unit classes. Preference distributions to all Classes for the remainder of fiscal year 2012 is \$139,000 and is \$279,000 each year for fiscal years 2013 through 2017. InnSuites Hotels will continue to provide management, licensing and reservation services to the property.

During the six months ended July 31, 2011, the Partnership sold approximately 20 units of membership interest to unrelated third parties and 15 units to the Trust. The transactions were a reduction in the Partnership’s controlling interest (see Note 8 – “Variable Interest Entity”); therefore, no gain or loss was reflected in the statements of operations and funds received in excess of cost basis were recorded to equity. As of July 31, 2011, the Partnership holds a 28.65% ownership interest in the Albuquerque entity, the Trust holds a 3.77% interest, Mr. Wirth and his affiliates hold an 18.10% interest, and other parties hold a 49.48% interest.

## 7. SALE OF PARTNERSHIP INTERESTS IN TUCSON HOSPITALITY PROPERTIES, LP

On February 17, 2011, the Trust and Partnership entered into a restructuring agreement with Rare Earth to allow for the sale of minority interest units in Tucson Hospitality Properties, LP (the “Tucson entity”), which owns and operates the Tucson Foothills hotel property and is owned by the Partnership. Under the agreement, Rare Earth agreed to purchase or bring in other investors to purchase up to 232 units, which represents approximately 38% of the outstanding partnership units on a post transaction basis in the Tucson entity, and the parties agreed to restructure the limited partnership agreement of the Tucson entity.

Under the restructured limited partnership agreement, Rare Earth became a general partner of the Tucson entity along with the Partnership. Rare Earth will relinquish its status as a general partner if it fails to sell at least 160 units in the Tucson entity. Additionally, the partnership interests in the Tucson entity were allocated to three classes with differing distribution preference rights. Class A units will be owned by unrelated third parties and will have first priority for distributions, Class B units will be owned by the Trust and/or the Partnership and will have second priority for distributions, and Class C units will be owned by Rare Earth or other affiliates of Mr. Wirth and will have the lowest priority for distributions from the Tucson entity. After five years there are no distribution priority rights and all

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Classes have the same priority distribution rights. Rare Earth is also entitled to a formation fee equal to \$320,000, payable in either cash or units in the Tucson entity, if at least 160 units are sold. After all investors have received their initial capital plus a 7% per annum simple return, any additional profits will be allocated 50% to Rare Earth, with the remaining 50% allocated proportionately to all unit classes. Preference distributions to all Classes for the remainder of fiscal year 2012 is \$139,000 and is \$279,000 each year for fiscal years 2013 through 2017. InnSuites Hotels will continue to provide management, licensing and reservation services to the property.

During the six months ended July 31, 2011, the Partnership sold approximately 8.5% of its membership interests to unrelated third parties. The transactions were a reduction in the Partnership's controlling interest; therefore, no gain or loss was reflected in the statements of operations and funds received in excess of cost basis were recorded to equity. As of July 31, 2011, the Partnership holds a 76.45% ownership interest in the Tucson Foothills entity, Mr. Wirth and his affiliates hold a 0.31% interest, and other parties hold a 23.24% interest.

## 8. VARIABLE INTEREST ENTITY

Management evaluates the Trust's explicit and implicit variable interests to determine if they have any variable interests in VIEs. Variable interests are contractual, ownership, or other pecuniary interests in an entity whose value changes with changes in the fair value of the entity's net assets, exclusive of variable interests. Explicit variable interests are those which directly absorb the variability of a VIE and can include contractual interests such as loans or guarantees as well as equity investments. An implicit variable interest acts the same as an explicit variable interest except it involves the absorbing of variability indirectly, such as through related party arrangements or implicit guarantees. The analysis includes consideration of the design of the entity, its organizational structure, including decision making ability over the activities that most significantly impact the VIE's economic performance. Generally accepted accounting principles require a reporting entity to consolidate a VIE when the reporting entity has a variable interest, or combination of variable interest, that provides it with a controlling financial interest in the VIE. The entity that consolidates a VIE is referred to as the primary beneficiary of that VIE.

The Partnership has determined that the Albuquerque entity is a variable interest entity with the Partnership as the primary beneficiary. In its determination, management considered the following qualitative and quantitative factors:

- a) The Partnership, Trust and their related parties, which share common ownership and management, have guaranteed material financial obligations of the Albuquerque entity, including its mortgage note payable and distribution obligations, which, based on the capital of the Albuquerque entity, management believes could potentially be significant.
- b) The Partnership, Trust and their related parties have maintained, as a group, a controlling ownership interest in the Albuquerque entity, with the largest ownership belonging to the Partnership.
- c) The Partnership, Trust and their related parties have maintained control over the decisions which most impact the financial performance of the Albuquerque entity, including providing the personnel to operate the property on a daily basis.

During the six months ended July 31, 2011 and 2010, neither the Trust nor the Partnership has provided any implicit or explicit financial support for which they were not previously contracted.

## 9. STATEMENTS OF CASH FLOWS, SUPPLEMENTAL DISCLOSURES

The Trust paid \$579,111 and \$765,590 in cash for interest for the six months ended July 31, 2011 and 2010, respectively.

During the first quarter of fiscal year 2011, the Trust issued a promissory note for \$15,500 to an unrelated third party for the purchase of 10,000 limited partnership units in the Partnership. The note is due in 36 monthly principal and interest installments of \$479 and matures on April 14, 2014.

During the first quarter of fiscal year 2011, the Trust issued a promissory note for \$43,072 to an unrelated third party for the purchase of 19,578 Shares of Beneficial Interest in the Trust. The note is due in 60 monthly principal and interest installments of \$1,031 and matures in June 2016.

During the first quarter of fiscal year 2011, the Trust issued a promissory note for \$43,072 to an unrelated third party for the purchase of 19,578 Shares of Beneficial Interest in the Trust. The note is due in 60 monthly principal and

interest installments of \$1,031 and matures in June 2016.

During the second quarter of fiscal year 2011, the Trust issued a promissory note for \$94,899 to an unrelated third party for the purchase of 55,823 limited partnership units in the Partnership. The note is due in 60 monthly principal and interest installments of \$1,875 and matures in August 2016.

## 10. COMMITMENTS AND CONTINGENCIES

Two of the Hotels are subject to non-cancelable ground leases expiring in 2033 and 2050. Total expense associated with the non-cancelable ground leases for the six months ended July 31, 2011 was \$93,280, plus a variable component based on gross revenues of each property that totaled approximately \$10,449.

During the second quarter of fiscal year 2010, the Trust entered into a five-year office lease for its corporate headquarters. The Trust recorded \$14,774 and \$10,260 of general and administrative expense related to the lease during the six-month period ended July 31, 2011 and 2010, respectively. The lease includes a base rent charge of \$24,000 for the first lease year with annual increases to a final year base rent of \$39,600. The Trust has the option to cancel the lease after each lease year for penalties of four months rent after the first year with the penalty decreasing by one month's rent each successive lease year. It is the Trust's intention to remain in the office for the duration of the five-year lease period.

Future minimum lease payments under the non-cancelable ground leases and office lease are as follows:

Fiscal Year Ending		
Remainder of 2012	\$	110,517
2013		239,760
2014		247,760
2015		228,160
2016		206,560
Thereafter		5,134,333
Total	\$	6,167,090

The Trust is obligated under loan agreements relating to four of its Hotels to deposit 4% of the individual Hotel's room revenue into an escrow account to be used for capital expenditures. The escrow funds applicable to the four Hotel properties for which a mortgage lender escrow exists are reported on the Trust's Consolidated Balance Sheet as "Restricted Cash."

InnSuites Hotels has entered into franchise arrangements with Best Western International for four of the Hotel properties. These agreements provide for fees to be paid by the Hotels based on revenue and reservations received, and contain no minimum payment provisions.

The nature of the operations of the Hotels exposes them to risks of claims and litigation in the normal course of their business. Although the outcome of these matters cannot be determined, management does not expect that the ultimate resolution of these matters will have a material adverse effect on the consolidated financial position, results of operations or liquidity of the Trust.

The Trust is involved from time to time in various other claims and legal actions arising in the ordinary course of business. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on the Trust's consolidated financial position, results of operations or liquidity.



PART II  
OTHER INFORMATION

ITEM 6. EXHIBITS

- a) Exhibits
- 31.1 Section 302 Certification By Chief Executive Officer
  - 31.2 Section 302 Certification By Chief Financial Officer
  - 32.1 Section 906 Certification of Principal Executive Officer and Principal  
Financial Officer
  - 101.INS XBRL Instance Document
  - 101.SCH XBRL Taxonomy Extension Schema Document
  - 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document
  - 101.DEF XBRL Taxonomy Extension Definition Linkbase Document
  - 101.LAB XBRL Taxonomy Extension Label Linkbase Document
  - 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document



SIGNATURES

Pursuant to the requirements 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.

INNSUITES HOSPITALITY TRUST

Dated: October 4, 2011

/s/ James F. Wirth  
James F. Wirth  
Chairman, President and Chief Executive Officer

Dated: October 4, 2011

/s/ Anthony B. Waters  
Anthony B. Waters  
Chief Financial Officer