CHOICE HOTELS INTERNATIONAL INC /DE
Form 10-K
March 16, 2006
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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 fiscal year ended December 31, 2005

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)

DELAWARE	**52-1209792**
(State or Other Jurisdiction of	**(I.R.S. Employer**
Incorporation or Organization)	**Identification No.)**
10750 Columbia Pike, Silver Spring, Maryland	**20901**
(Address of Principal Executive Offices)	**(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 x 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 x

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 x 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, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer x Accelerated filer ¨ Non-accelerated filer ¨

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

The aggregate market value of common stock of Choice Hotels International, Inc. held by non-affiliates was $1,115,547,831 as of June 30, 2005 based upon a closing price of $32.85 per share.

The number of shares outstanding of Choice Hotels International, Inc. s common stock at February 28, 2006 was 65,537,878.

DOCUMENTS INCORPORATED BY REFERENCE.

Certain portions of our definitive proxy statement, to be filed with the Securities and Exchange Commission pursuant to Regulation 14A not later than March 31, 2006, 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 statements in this report that are not historical facts constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act. Words such as believes, anticipates, expects, intends, estimates, projects, and other similar expressions, which are predictions of or indicate future events and trends, typically identify forward-looking statements. Such statements are subject to a number of risks and uncertainties which could cause actual results to differ materially from those projected, including: competition; business strategies and their intended results; the balance between supply of and demand for hotel rooms; our ability to obtain new franchise agreements; our ability to develop and maintain positive relationships with current and potential hotel owners; the effect of international, national and regional economic conditions and geopolitical events such as acts of god, acts of war, terrorism or epidemics; the availability of capital to allow potential hotel owners to fund investments in and construction of hotels; the cost and other effects of legal proceedings; and other risks described from time to time in our filings with the Securities and Exchange Commission, including those set forth in Item 1A Risk Factors . Given these uncertainties, you are cautioned not to place undue reliance on such statements. We also undertake no obligation to publicly update or revise any forward-looking statement to reflect current or future events or circumstances.

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 (202) 551-8090 for further information on their public reference room.

Item 1. Business.

Reference is made to the consolidated financial statements included in Item 8 of this annual report on Form 10-K for the financial information required to be included herein.

Overview

Choice Hotels International, Inc. and subsidiaries is one of the largest hotel franchisors in the world with 5,210 hotels open and 687 hotels under development as of December 31, 2005, representing 427,056 rooms open and 54,075 rooms under development in 49 states, the District of Columbia and more than 45 countries and territories outside the United States. Choice franchises lodging properties under the proprietary brand names (the Choice brands): Comfort Inn®, Comfort Suites®, Quality®, Clarion®, Sleep Inn®, Econo Lodge®, Rodeway Inn®, MainStay Suites®, Suburban Extended Stay Hotel®, Cambria Suites and Flag Hotels®. We operate in a single reportable segment encompassing our franchising business. Approximately 95% of the Company s 2005 and 2004 revenues were generated from hotels franchised in the United States.

Our direct lodging property real estate exposure is limited to three company-owned MainStay Suites® hotels.

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

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results by increasing the number of franchised properties and effective royalty rates stated in franchise contracts resulting in increased initial fee revenue; ongoing royalty fees and partner services revenues. In addition, our operating results can also be significantly improved through our company wide efforts on improving property level performance. In addition to these revenues, we also collect marketing and reservation fees to support centralized marketing and reservation activities for the franchise system. As a lodging franchisor, Choice has relatively low capital expenditure requirements.

The principal factors that affect the Company s results are: the number and relative mix of franchised hotels; growth in the number of hotels 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 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.

Company History

Prior to becoming a separate, publicly held company on October 15, 1997 pursuant to the Company Spin-off (which we describe below), the Company was known as Choice Hotels Franchising, Inc. and was a wholly owned subsidiary of Choice Hotels International, Inc. (Former Choice). On October 15, 1997, Former Choice distributed to its stockholders its hotel franchising business (which had previously been primarily conducted by the Company) and its European hotel ownership and franchising business through a pro rata distribution to its stockholders of all of the stock of the Company (the Company Spin-off). At the time of the Company Spin-off, the Company changed its name to Choice Hotels International, Inc., and Former Choice changed its name to Sunburst Hospitality Corporation (or Sunburst).

The Lodging Industry[1]

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 revenue per available room (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, versus 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

(1) 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 2005, etc. were obtained from Smith Travel Research.

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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 occupancies and rates continue to improve, growth stabilizes and demand begins to exceed room supply. 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. The following chart demonstrates these trends:

US Lodging Industry Trends 1997 - 2005

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
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

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.

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 aggressively raise room rates during 2004. These factors resulted in annual RevPAR growth in 2004 for the first time since the year 2000. The lodging industry recovery continued in 2005 with RevPAR increasing 8.3%.

Hotel room supply growth is cyclical as hotel construction responds to interest rates, construction and material costs, capital availability and industry fundamentals. Historically, the industry added hotel rooms to its

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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, has led to reduced hotel development. We believe that development of newly constructed hotels will not fully recover until economic gains and lodging trend improvements are sustained.

New hotel construction entered the recovery phase during 2005 with 65,900 rooms added to the industry. This growth marked the first annual increase in newly constructed hotel rooms since 1999. However, the volume of new room additions still lags the pre-2001 economic recession levels. Despite rising interest rates and construction costs, some economic forecasters have predicted a continuing rise in the supply of hotel rooms to meet demand.

As a franchisor, we are well positioned in any stage of the lodging cycle. We benefit 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 noted in the later stages as we increase our portfolio size. 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 (e.g. breakfast buffets) and/or small meeting rooms. Full-service hotels are generally larger, command higher room rates, and generate higher profits, although overall margins are lower because F&B is a lower-margin business. The lodging industry can be further divided into chain scale segments or groupings of generally competitive brands as follows:

Chain Scale	**Brand Examples**	**Room Count**	**% of Total**	**Avg. Hotel Size**
Luxury	Four Seasons, Ritz Carlton	74,981	1.7%	312
Upper Upscale	Marriott, Hilton, Sheraton	540,262	12.1%	384
Upscale	Hilton Garden Inn, Courtyard, Residence Inn	393,647	8.8%	157
Midscale w/ F&B	Quality, Clarion, Holiday Inn, Best Western, Ramada	557,980	12.4%	121
Sub-Total Full Service		**1,566,870**	**35.0%**	**178**
Midscale w/o F&B	Comfort, La Quinta, Baymont Inn, Hampton Inn	666,428	14.9%	87
Economy	Econo Lodge, Days Inn, Super 8, Red Roof Inn	736,277	16.4%	78
Sub-Total Limited Service		**1,402,705**	**31.3%**	**82**
Independents		1,506,896	33.7%	66
Total all Hotels		**4,476,471**	**100.0%**	**92**

Source: Smith Travel Research (December 2005)

According to Smith Travel Research, Choice branded system-wide market share in the United States has increased 89 basis points to 7.35% of total industry rooms since 2002. The total number of domestic hotel rooms has increased at an annual rate of less than 1% per annum during these same 3 years.

Recently, 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 15 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 66% of the market in 2005. 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, training and education programs, property systems, revenue enhancement services, creating partnerships with vendors to streamline purchasing processes and make lower cost products available and direct sales programs. 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 10 brands. Our Clarion® and Quality® brands compete primarily in the full service midscale with food and beverage segment; our Comfort Inn®, Comfort Suites®, and Sleep Inn® brands compete primarily in the limited service midscale without food & beverage segment; MainStay Suites® and Suburban Extended Stay Hotel® compete primarily in the extended stay segment and our Econo Lodge® and Rodeway Inn® brands compete primarily in the economy segment. In January 2005, we introduced a new brand, Cambria Suites®, that will compete in the upscale segment. As a result of our acquisition of Suburban Franchise Holding Company, Inc., the Suburban Extended Stay Hotel® brand was added to our portfolio on September 28, 2005.

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 properties, improving property level RevPAR performance and increasing the effective royalty rates quoted in our franchise contracts. As a hotel franchisor, we derive our revenue 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 franchisee 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 exclusively for the expenses associated with national marketing and media advertising and providing such franchise services as the central reservation system.

Our fee stream depends on the number of rooms in our system, the gross room revenues generated by our franchisees and effective royalty rates. 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 segments during periods of supply growth, while our Clarion®, Quality®, Econo Lodge® and Rodeway Inn® brands offer conversion opportunities to independent operators who desire to affiliate with a brand and take advantage of the services a franchisor has to offer.

Strategy. Our Company s mission is a commitment to our customer s profitability by providing our customers 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, RevPAR enhancing services and technology, and financial strength created by our significant free cash flow. We believe our brands

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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 operating and development costs for our franchisees, and/or improve guest satisfaction. Specific elements of our strategy include: build strong brands, deliver exceptional services, reach more consumers and leverage size, scale and distribution that reduce costs for hotel owners.

Build 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 unit 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 ensures that we have brands suitable for creating unit 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 unit growth to come from our new construction brands. We believe that a large number of markets can still support our hotel brands, and the growth potential for our brands as well as new brands we may introduce remain strong.

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

Deliver Exceptional Services. We provide a combination of services and technological products to help our franchisees improve performance. We have approximately 84 field services staff members located nationwide that help franchisees improve RevPAR performance and guest satisfaction. In addition, we provide our franchisees with technology products designed to improve property level performance. These services and products promote revenue gains for franchisees and translate into both higher royalties for Choice and improved returns for owners, leading to further unit growth by making Choice 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.

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

Choice will continue to increase awareness of its brands through its multi-branded national marketing campaign which features re-imaged signs, our We ll See You There tagline and our loyalty program promotions. This campaign is intended to generate the most compelling message in the midscale and economy segments and utilize Choice s significant size to create even greater awareness for our brands. Local and regional co-op marketing campaigns will continue to leverage the national marketing programs to drive business to Choice 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 ability to partner with many internet distribution web sites benefits our franchisees, by facilitating increased rate and reservations delivery, and reducing costs and operational complexity.

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Leverage 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 partnerships with 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 internally and enhancing our existing vendor relationships and/or creating new vendor relationships. We believe our efforts to leverage Choice s size, scale and distribution benefit the Company by enhancing brand quality and consistency, improving our franchisees returns and satisfaction, and creating partner services revenues.

Franchise System

Our franchises operate domestically under one of nine Choice brand names: Comfort Inn®, Comfort Suites®, Quality®, Clarion®, 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 fiscal years ended December 31, 2005.

COMBINED DOMESTIC FRANCHISE SYSTEM

	As of and For the Year Ended December 31,				
	2001	**2002**	**2003**	**2004**	**2005**
Number of properties, end of period	3,327	3,482	3,636	3,834	4,048
Number of rooms, end of period	270,514	282,423	294,268	309,586	329,353
Royalty fees ($000)	$ 133,244	$ 135,381	$ 141,150	$ 155,915	$ 175,588
Average royalty rate(1), (3)	3.95%	3.97%	4.01%	4.04%	4.08%
Average occupancy percentage(3)	57.5%	55.6%	54.7%	56.6%	57.6%
Average daily room rate (ADR)(3)	$ 62.31	$ 61.96	$ 62.53	$ 63.56	$ 66.24
Revenue per available room (RevPAR)(2), (3)	$ 35.83	$ 34.48	$ 34.21	$ 35.95	$ 38.15

(1) Represents domestic royalty fees as a percentage of aggregate gross room revenues of all domestic Choice brand franchised hotels except for Suburban Extended Stay Hotel acquired on September 28, 2005.

(2) The Company calculates RevPAR based on information reported to the Company on a timely basis by franchisees.

(3) Statistics exclude the results of the Suburban Extended Stay Hotel chain acquired on September 28, 2005 since comparable pre-acquisition data is not available.

Approximately 95% of our 2005 and 2004 total revenues were generated from hotels franchised in the United States. Consequently, our description of our franchise system is primarily focused on the domestic operations. Currently, no individual franchisee or international master franchisee accounts for 2% or more of Choice s royalty revenues or total revenues.

Brand Positioning

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

Comfort Inn: Comfort Inn hotels operate in the mid-scale without food and beverage segment. One of the original brands in the limited service segment, 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 Country Inn & Suites.

Comfort Suites: Comfort Suites hotels operate in the upper portion of the mid-scale without food and beverage segment. Established in 1986 as an extension of the highly regarded Comfort Inn brand, Comfort Suites feature oversized, comfortable rooms at mid-priced rates. The brand competes with Hampton Inn, Holiday Inn Express, Fairfield Inn and Country Inn & Suites.

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Quality: Quality Inn hotels have offered efficient and personable service and clean accommodations since 1968 in the midscale segment. Amenities and services typically include complimentary continental breakfast, Quality Sleeper by Serta mattresses, 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, Howard Johnson and Holiday Inn.

Clarion: Clarion hotels are full-service hotels competing in the mid-scale hotel category. The brand offers upscale lodging at an affordable price. Providing a full spectrum of superior facilities and amenities, which include restaurant, conference or banquet facilities, 24-hour business center, swimming pool or exercise room, guest laundry, room service and bell service. Principal competitor brands include Sheraton Four Points, Holiday Inn Select, Radisson and Doubletree.

Sleep Inn: Sleep Inn is a new construction brand that operates in the mid-scale without food & beverage category. Sleep delivers one of the most consistent product offerings in the segment, which targets both business and leisure travelers. Sleep competes with Baymont, Amerihost, La Quinta and Fairfield 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 just 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.

Econo Lodge: Econo Lodge is a leading economy segment chain, which offers clean, attractive lodging for value-oriented travelers. Breakfast by Econo Lodge, free local calls, and free premium channels are just some of the amenities that position Econo Lodge as a great value in the economy segment. Principal competitor brands are Days Inn, Super 8, Motel 6, and Travelodge.

Rodeway Inn: Rodeway Inn is a leading budget segment chain, which offers clean, affordable lodging for savings-oriented travelers. With Always Fresh Rodeway® breakfast and a free newspaper, Rodeway is well positioned to offer savings for the budget-minded traveler. Principal competitor brands are Best Value Inn, Knights Inn and Budget Host.

Cambria Suites: Cambria Suites is an upscale 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 Marriott Courtyard and Hilton Garden Inn. The Cambria Suites brand was launched in January 2005.

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.

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The following table presents key statistics related to the domestic system for each of our brands that is currently operational over the five fiscal years ended December 31, 2005.

	As of and For the Year Ended December 31,				
	2001	2002	2003	2004	2005
COMFORT DOMESTIC SYSTEM					
Number of properties, end of period	1,621	1,707	1,783	1,821	1,839
Number of rooms, end of period	126,998	134,326	140,416	143,007	143,849
Royalty fees ($000)	$ 78,690	$ 81,390	$ 85,998	$ 94,801	$ 106,603
Average occupancy percentage	61.3%	59.7%	58.8%	60.9%	62.7%
Average daily room rate (ADR)	$ 65.30	$ 65.18	$ 65.92	$ 67.34	$ 70.85
RevPAR	$ 40.01	$ 38.93	$ 38.79	$ 41.04	$ 44.40
QUALITY DOMESTIC SYSTEM					
Number of properties, end of period	430	455	508	576	660
Number of rooms, end of period	48,014	48,472	52,766	58,785	66,316
Royalty fees ($000)	$ 20,605	$ 19,658	$ 20,221	$ 22,821	$ 25,855
Average occupancy percentage	55.3%	52.0%	51.6%	54.1%	54.6%
Average daily room rate (ADR)	$ 64.72	$ 63.82	$ 64.19	$ 63.62	$ 64.86
RevPAR	$ 35.80	$ 33.16	$ 33.14	$ 34.41	$ 35.41
CLARION DOMESTIC SYSTEM					
Number of properties, end of period	119	132	138	158	153
Number of rooms, end of period	18,032	20,006	20,737	23,652	23,554
Royalty fees ($000)	$ 7,189	$ 7,479	$ 7,534	$ 8,375	$ 9,385
Average occupancy percentage	54.3%	51.8%	49.2%	51.1%	52.5%
Average daily room rate (ADR)	$ 78.14	$ 73.88	$ 72.27	$ 72.37	$ 74.62
RevPAR	$ 42.46	$ 38.26	$ 35.55	$ 36.97	$ 39.15
SLEEP DOMESTIC SYSTEM					
Number of properties, end of period	285	301	309	311	319
Number of rooms, end of period	21,945	23,061	23,678	23,766	24,205
Royalty fees ($000)	$ 9,635	$ 10,258	$ 10,856	$ 12,387	$ 13,862
Average occupancy percentage	57.5%	56.8%	57.5%	59.5%	61.0%
Average daily room rate (ADR)	$ 57.02	$ 57.36	$ 58.01	$ 59.50	$ 62.52
RevPAR	$ 32.79	$ 32.57	$ 33.33	$ 35.42	$ 38.16
MAINSTAY DOMESTIC SYSTEM					
Number of properties, end of period	39	40	26	27	27
Number of rooms, end of period	3,410	3,445	2,063	2,150	2,047
Royalty fees ($000)	$ 853	$ 970	$ 980	$ 1,163	$ 1,375
Average occupancy percentage	65.8%	67.9%	62.9%	62.2%	65.7%
Average daily room rate (ADR)	$ 64.09	$ 61.50	$ 61.50	$ 61.09	$ 64.76
RevPAR	$ 42.20	$ 41.77	$ 38.70	$ 37.97	$ 42.54
ECONO LODGE DOMESTIC SYSTEM					
Number of properties, end of period	691	715	734	781	805
Number of rooms, end of period	42,936	44,522	45,420	48,301	49,763
Royalty fees ($000)	$ 14,100	$ 13,664	$ 13,644	$ 14,255	$ 15,509
Average occupancy percentage	51.4%	49.4%	47.5%	48.2%	48.2%
Average daily room rate (ADR)	$ 47.30	$ 47.36	$ 47.88	$ 48.92	$ 50.95
RevPAR	$ 24.30	$ 23.38	$ 22.76	$ 23.57	$ 24.56
RODEWAY DOMESTIC SYSTEM					
Number of properties, end of period	142	132	138	160	180
Number of rooms, end of period	9,179	8,591	9,188	9,925	11,051
Royalty fees ($000)	$ 2,171	$ 1,962	$ 1,917	$ 2,114	$ 2,256
Average occupancy percentage	47.2%	45.5%	44.8%	48.7%	46.7%
Average daily room rate (ADR)	$ 48.94	$ 49.00	$ 49.84	$ 52.33	$ 49.91

RevPAR	$ 23.11	$ 22.29	$ 22.32	$ 25.49	$ 23.31
SUBURBAN DOMESTIC SYSTEM[(1)]					
Number of properties, end of period					65
Number of rooms, end of period					8,568
Royalty fees ($000)					$ 743[(2)]

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

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

International Franchise Operations

We conduct our international franchise operations through a combination of master franchising, direct franchise agreements, and investments in non-domestic lodging franchise companies. 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.

Outside the United States franchise branding is much less prevalent, and most markets are served primarily by independent operators. We believe that chain affiliation will increase in international markets as local economies grow and hotel owners seek the economies of centralized reservations systems and marketing programs.

As of December 31, 2005, we had 1,162 franchise hotels open and operating in more than 40 countries and territories outside of the United States. The following chart summarizes our franchise system outside of the United States.

COMBINED INTERNATIONAL FRANCHISE SYSTEM(1)

	As of and For the Year Ended December 31,				
	2001	2002	2003	2004	2005
Number of properties, end of period	1,218	1,182	1,174	1,143	1,162
Number of rooms, end of period	92,035	91,299	94,350	94,220	97,703
Royalty fees ($000)	$ 5,215	$ 6,335	$ 9,237	$ 10,071	$ 10,971

(1) 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.

Europe. Through our relationships with C.H.E. Group PLC (CHE) and Choice Hotels Scandinavia (CHS), we are one of the largest branded hotel chains in Europe. As of December 31, 2005, CHE s portfolio consisted of 329 properties, which were owned, managed or franchised. The master franchise agreement with CHE expires in January 2008, subject to certain renewal rights of CHE. We currently assess only a reservation fee to the properties in CHE s portfolio. Beginning in January 2006, we will begin to assess royalty and marketing fees as well as the current reservation fees. CHS had 148 open properties at December 31, 2005. The master franchise agreement with CHS expires in November 2014, but may be terminated in November 2009 by either CHS or Choice.

Canada. We conduct our operation 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 262 franchised properties open as of December 31, 2005.

Australasia. The Company conducts direct franchising operations in Australia, American Samoa, Fiji, New Zealand and Papua New Guinea through a wholly owned subsidiary, Choice Hotels Australasia Pty. Ltd. (CHA). As of December 31, 2005, CHA had 280 franchised properties open under the Choice brands and 13 franchised hotels under the Flag brand in Australia, American Samoa, New Zealand and Papua New Guinea. CHA is in the process of converting all remaining Flag branded franchises to the Company s other brands and expects to complete this conversion during 2007.

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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, 2005, CHM had 6 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 South America, India, Central America, Japan and Indonesia. In addition, the Company has direct franchise relationships with properties in the Caribbean, Malaysia, China, and Lebanon.

The following table summarizes Choice s non-domestic franchise system as of December 31, 2005:

	Comfort	Quality	Clarion	Sleep	Econo Lodge	Rodeway	Flag	Total
American Samoa			1					1
Australia	166	73	15				1	255
Austria	1	1						2
Belgium	1							1
Brazil	20	18	3	3				44
Canada	141	61	9	3	43	5		262
China	1		1					2
Costa Rica		1	1	1				3
Czech Republic	1	1	1					3
Denmark	7	6	4					17
Dominican Republic		1	1					2
El Salvador	2	1						3
Estonia	1							1
Finland	1	2	1					4
France	95	30	2					127
Germany	22	21	5					48
Guatemala			1					1
Honduras			2					2
India	10	14	3					27
Indonesia	1	5						6
Ireland	2	9	7					18
Italy	5	4	2					11
Japan	21	3		4				28
Lebanon		1						1
Lithuania		1						1
Malaysia		2						2
Mexico	3	3						6
New Caledonia		1						1
New Zealand	11	12	2				7	32
Norway	10	39	20					69
Papua New Guinea							5	5
Portugal	6	5	1					12
Singapore		1	1					2
Spain	4	3	4					11
Sweden	10	27	19					56
Switzerland	5	1						6
United Kingdom	32	49	4	5				90

Total Number of Properties	**579**	**396**	**110**	**16**	**43**	**5**	**13**	**1,162**

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The following table presents key worldwide system size statistics as of and for the year ended December 31, 2005.

	Open and Operational		Under Development				
	Hotels	Rooms	Hotels	Rooms	Additions	Repositionings	Terminations
Comfort	2,418	182,473	326	24,919	138	(44)	(91)
Quality	1,056	105,790	91	8,165	129	16	(55)
Clarion	263	38,407	28	3,130	37	33	(33)
Sleep Inn	335	25,605	95	6,964	15	(1)	(4)
MainStay Suites	27	2,047	30	2,398	2		(2)
Econo Lodge	848	52,010	59	3,582	72	3	(50)
Rodeway Inn	185	11,299	35	2,363	39	1	(19)
Suburban	65	8,568	11	1,166	67		(2)
Cambria Suites			12	1,388			
Flag Hotels	13	857				(8)	(10)
Totals	5,210	427,056	687	54,075	499		(266)

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 affiliated with other franchisors brands; and; (v) contractors who construct any of the foregoing.

The franchise sales organization employs both regional sales managers as well as franchise sales directors. The regional sales managers have geographic oversight over all of our brands 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 top developers. Our franchise sales directors operate in brand specific selling teams to leverage their brand expertise to enhance product consistency and deal flow. Franchise sales efforts emphasize the benefits of affiliating with one of the Choice brands, our commitment to improving hotel profitability, our television, radio and print brand advertising campaigns, the Choice central reservation system, our training and support systems (including our proprietary property management systems) and our history of growth and profitability.

During 2005, Choice received 962 applications for new franchise agreements (not including relicensings of existing agreements) compared to 847 in 2004. These applications resulted in the execution of 639 new franchise agreements in 2005, compared to 552 in 2004. 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 financial terms. 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 segments.

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.

Franchise Agreements

Our standard domestic franchise agreement, excluding contracts for Suburban Extended Stay Hotel (Suburban), grants a franchisee the right to non-exclusive use of our franchise system in the operation of a single hotel at a specified location, typically for a period of 20 years, with certain rights to each of the franchisor and franchisee to terminate the franchise agreement before the twentieth year. Suburban franchise agreements acquired through the Company s acquisition of Suburban Franchise Holding, Inc. contain 10-year terms.

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When the responsibility for development is transferred to an international master franchisee, that party has the responsibility to sell to local franchisees the Choice brands and the master franchisee generally must manage the delivery of necessary services (such as 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.

Either party to a franchise agreement, other than master franchise agreements, can terminate a franchise 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. Master franchise agreements typically contain provisions permitting us to terminate the agreement for failure to meet a specified development schedule.

In 2005, we increased our efforts to enforce quality and contractual standards as well as eliminate weak performers. However, in 2005 and 2004, we still retained 95% of franchisees, which were in our domestic system compared to the prior years.

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 four components: an initial, one-time affiliation fee; a royalty fee; a marketing fee; and a reservation fee. Proceeds from the marketing fee and reservation fee are used exclusively to fund the Company s marketing and reservation activities. Most marketing fees support marketing programs designed to support all of the Choice brands, while some contribute to brand-specific marketing programs.

Our standard franchise fees are as follows:

QUOTED FEES BY BRAND AS OF DECEMBER 31, 2005

		On-Going Fees as a Percentage of Franchisee s Gross Room Revenues			
Brand	**Initial Fee Per Room/Minimum**	**Royalty Fees**	**Marketing Fees**	**Reservation Fees**	**Combined Marketing and Reservation Fees**
Cambria Suites	$500/$60,000	5.00%	2.10%	1.75%	
Comfort Inn	$500/$50,000	5.25%	2.10%	1.75%	
Comfort Suites	$500/$50,000	5.25%	2.10%	1.75%	
Quality Inn	$300/$35,000	4.65%	2.10%	1.75%	
Quality Suites	$300/$50,000	4.65%	2.10%	1.75%	
Clarion	$300/$40,000	4.25%	2.00%	1.25%	
Sleep Inn	$300/$40,000	4.65%	2.10%	1.75%	
MainStay Suites	$300/$30,000	5.00%			2.50%
Econo Lodge	$250/$25,000	4.50%			3.50%
Rodeway Inn	$5,000	(1)	(2)	(2)	

Suburban	\$225/\$30,000	5.00%	2.50%

(1) Royalty rate is \$13.00 per room per month with \$1.00 escalations on each of the 2^{nd}, 3^{rd}, 4^{th} and 5^{th} anniversaries of the franchise agreement.

(2) Marketing and reservation fees are \$7.00 and \$5.00 per room per month, respectively.

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

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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 franchisees 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 operated by our master franchisees or us. 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 the Amadeus, Galileo, SABRE and Worldspan airline reservation systems that facilitate the reservation process for travel agents. We also offer our rooms for sale on our own proprietary internet site (www.choicehotels.com) as well as those of other travel companies.

We continue to implement our integrated reservation strategy to improve reservations delivery, reduce franchisee costs and improve licensee satisfaction by enhancing our website, choicehotels.com, and selectively distributing our inventory with third parties that can drive additional business to Choice and its brands. We have established preferred partner agreements with key third party travel intermediaries to gain additional distribution points. These agreements typically offer Choice 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 System. Our proprietary property and yield management system, Profit Manager by Choice Hotels, is designed to help franchisees maximize profitability and compete more effectively by managing their rooms inventory, rates and reservations. The Profit Manager system is used by substantially all of our domestic non-economy brand franchises. The Profit Manager system synchronizes each hotel s inventory with our system, giving our reservation sales agents last room sell capabilities at every hotel. Profit Manager includes 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 remain critical to the franchisee s ability to effectively manage their hotel operations, determine appropriate rates to profitability, drive occupancy and participate in Choice marketing programs.

Brand Name Marketing and Advertising. Our marketing and advertising programs are designed to heighten consumer awareness and preference for the Choice brands as offering the greatest value and convenience in the midscale and economy segments. Marketing and advertising efforts include national television, internet and radio advertising, print advertising in consumer and trade media and promotional events, including joint marketing promotions with vendors and corporate partners.

Numerous marketing and sales programs are conducted which target specific groups, including corporate 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 annual publication of a travel and vacation directory.

Since 1998, we have operated a loyalty program called Choice Privileges®, which includes all of our mid-scale brands (Comfort, Clarion, Quality, Sleep and MainStay Suites) to attract and retain travelers by rewarding frequent stays with points towards free hotel stays and other rewards. During the spring of 2005, we again ran the Stay Twice, Earn a Free Night promotion for Choice Privileges members. This promotion has been a key contributor to the growth in the number of program members. As of December 31, 2005, the program had approximately 4.4 million members. In 2001, we launched a similar loyalty program called EA$Y CHOICE®

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for our Econo Lodge and Rodeway Inn brands. The EA$Y CHOICE program is a stamp redemption program and has no membership requirement to participate. Choice Privileges® and EA$Y CHOICE participants can earn points/stamps redeemable for free stays in Choice brand properties. Choice also offers guests the ability to earn airline miles for qualifying stays redeemable for flights with Southwest Airlines, United Air Lines, American Airlines, US Airways, Continental Airlines, America West Airlines, Delta Air Lines, Northwest Airlines, Air Canada and Alaska Airlines. These programs allow us to conduct lower cost, more targeted marketing campaigns to our consumers.

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. All sales personnel sell business for all of the Choice brands.

Our franchise service directors work with franchisees to maximize RevPAR. These directors 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 offering. 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 fundamental hotel operations such as housekeeping, maintenance and inventory yield management.

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

Design and Construction. We 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 to the system, retaining existing franchisees and in 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 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.

Our prospects for growth are largely dependent upon the ability of our franchisees to compete in the lodging market, since our franchise system revenues are based on franchisees gross room revenues, our ability to convert competitor franchises and independent hotels to our brands and the ability of our 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 properties nearby, its affiliation with a recognized name brand and general regional and local economic conditions. 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 more than 40 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 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, Choice Privileges, Easy Choice 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, 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 regulation, 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.

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 believe industry wide supply and demand for hotel rooms is lower than historical averages. We expect to benefit in the form of increased franchise fees from future growth in consumer demand 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 heading Risk Factors.

Employees

We employed domestically approximately 1,728 people as of February 28, 2006. 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 subsidiaries is 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;
- 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;
- 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.

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 in 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. Our competition may reduce fee structures, potentially causing us to charge lower fees, 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 may discourage potential franchisees from constructing new hotels, thereby limiting a source of growth of the franchise fees received by us.

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

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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 price 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 disputes, local zoning and licensing matters, and weather conditions); and
  - securing required governmental permits.
- our ability to continue to enhance our reservation, operational and service delivery systems to support additional franchisees in a timely, cost-effective manner;
- 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 contracts. These contracts may be terminated, renegotiated or expire. These franchise contracts typically have an initial term of twenty years with provisions permitting the franchisee to terminate the agreements after five, ten or fifteen years under certain circumstances. There can be no assurance that we will be able to replace terminated franchise contracts, or that the terms of renegotiated or new contracts will be as favorable as the terms that existed before such 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.

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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.

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

A growing percentage of our hotel rooms are booked through internet travel intermediaries. If such bookings continue to 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 preferred partner 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 third party systems and support.

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

We have franchised properties open and operating in more than 40 countries and territories outside of the United States. We also have investments in several foreign hotel franchisors. International operations generally are subject to political and other risks that are not present in U.S. operations. These risks include the risk of war or civil unrest, expropriation and nationalization. In addition, some international jurisdictions 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, sales in international jurisdictions typically are made 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.

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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;
- 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;
- 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; and,
- the liquidity of the market for our publicly traded senior notes depends upon the number of holders of those securities, our performance, the market for similar securities, the interest of securities dealers in making a market in those securities and other factors.

While our senior debt is currently rated investment grade by both of the major rating agencies, there can be no assurance we will be able to maintain this rating. In the event our senior debt is not investment grade, 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.

Forward-looking statements may prove inaccurate.

We have made forward-looking statements in our reports on Form 10-Q, Form 10-K and other communications that are subject to risks and uncertainties. You should note that many factors, some of which are discussed in such reports, could affect future financial results and could cause those results to differ materially from those expressed in our forward-looking statements contained in such reports.

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.

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Failure to comply with 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 control deficiencies 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.

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.

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

Our information technology system is 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 this system 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, utilize 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.

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 system s information technology office in Phoenix, AZ, and reservation centers in Minot, ND and Grand Junction, CO. We also lease office space in Atlanta, GA, Australia, London, Canada 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.

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Item 3. Legal Proceedings.

The Company is not a party to any litigation, other than routine litigation incidental to its business. None of such litigation, either individually or in the aggregate, is expected to be material to the business, financial position, liquidity or results of operations of the Company.

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 fiscal year ended December 31, 2005.

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 are set forth below. The business address of each executive officer is 10750 Columbia Pike, Silver Spring, Maryland 20901.

Name	Age	Position
Stewart Bainum, Jr.	59	Chairman of the Board of Directors
Charles A. Ledsinger, Jr.	56	Chief Executive Officer and President
Joseph M. Squeri	40	Executive Vice President, Operations and Chief Financial Officer
Wayne W. Wielgus	51	Executive Vice President, and Chief Marketing Officer
Michael J. DeSantis	47	Senior Vice President, General Counsel and Secretary
Bruce N. Haase	45	Senior Vice President, International
Thomas Mirgon	49	Senior Vice President, Human Resources and Administration
Janna Morrison	44	Senior Vice President, Customer Care and Technology Services
Daniel Rothfeld	46	Senior Vice President, Partner Services and Emerging Business Opportunities
Gary Thomson	51	Senior Vice President, Chief Information Officer
David Pepper	38	Senior Vice President, Franchise Growth and Performance
David E. Goldberg	38	Senior Vice President, Brand Value
Dan Head	42	Senior Vice President, Business Intelligence and Strategy
David L. White	37	Vice President, Finance & 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 the 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.

Charles A. Ledsinger, Jr. President, Chief Executive Officer and Director of the Company since August 1998. 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, FelCor Lodging Trust, Inc. and TBC Corporation.

Joseph M. Squeri. Executive Vice President, Operations and Chief Financial Officer since May 2005. He was Executive Vice President and Chief Financial Officer from May 2004 to May 2005. He was Senior Vice President, Development and Chief Financial Officer of the Company from March 2002 until May 2004; Treasurer of the Company from April 1998 to February 2004 and since December 2004; Vice President, Finance and Controller of the Company from March 1997 to June 1999 and of Former Choice from March 1997 to October 1997.

Wayne W. Wielgus. Executive Vice President and Chief Marketing Officer since September 2004. He was Senior Vice President, Marketing of Choice From September 2000 until September 2004. He was Vice President, Marketing of Best Western International, Inc., in Phoenix, Arizona, from 1996 until September 2000 and Senior Vice President, Marketing-Americas from 1993 until 1996 for Forte Hotels PLC.

Michael J. DeSantis. Senior Vice President, General Counsel and Secretary of the Company since June 1997 and of Former Choice from June 1997 to October 1997. He was Senior Attorney for Former Choice from November 1996 to June 1997; Senior Attorney for Manor Care from January 1996 to October 1996; Vice President, Associate General Counsel and Assistant Secretary for Caterair International Corporation from April 1994 to December 1995; and Assistant General Counsel of Caterair International from May 1990 to March 1994.

Bruce N. Haase. Senior Vice President, International of the Company since October 2000. 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.

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 Former Choice 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.

Janna Morrison. Senior Vice President, Customer Care and Technology Services of Choice since December 2005. She was Senior Vice President, Franchise Services from November 2001 until December 2005. She was Vice President, Property Systems from 1998 to November 2001; Vice President, Revenue Management from 1995 to 1998.

Daniel Rothfeld. Senior Vice President, Partner Services and Emerging Business Opportunities since December 2000. He was Vice President Partner Services from December 1997 until December 2000 and Vice President of Corporate Services of Interim Services, Inc., in Ft. Lauderdale, Florida, from January 1987 until December 1997.

Gary Thomson. Senior Vice President, Chief Information Officer of Choice since August 2000. He was Vice President Information Systems Technologies from November 1993 until August 2000.

David Pepper. Senior Vice President, Franchise Growth and Performance of Choice since December 2005. 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.

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David E. Goldberg. Senior Vice President, Brand Value of Choice since December 2005. He was Senior Vice President, Corporate and Brand Strategy from January 2005 until December 2005. He was Vice President, Corporate and Brand Strategy and Treasurer from February 2004 until January 2005. He was Vice President, Strategy and Business Development from February 2002 to February 2004; Senior Director, Strategy and Business Development from January 2001 to February 2002; Director of Corporate Development from July 1999 to January 2001. He was Managing Associate with McManis Associates from January 1998 through July 1999 and a Consultant with Andersen Consulting from September 1994 through January 1998.

Dan Head. Senior Vice President, Business Intelligence and Strategy of Choice since December 2005. He was Vice President, Corporate Brand Strategy from September 2005 until December 2005. He served as a Managing Director for Bearing Point from July 2002 until September 2005; and employed by Arthur Andersen Business Consulting as a partner in the technology, media and communications practice areas from September 1998 until July 2002.

David L. White. Vice President, Finance & Controller of Choice since December 2002; 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.

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 fiscal years.

QUARTERLY MARKET PRICE RANGE OF COMMON STOCK AND CASH DIVIDENDS DECLARED

	Market Price Per Share*		Cash Dividends
Quarters Ended	High	Low	Declared Per Share*
FISCAL 2004			
March 31,	$ 23.12	$ 17.13	$ 0.10
June 30,	25.37	20.92	0.10
September 30,	28.86	24.45	0.1125
December 31,	30.00	23.68	0.1125
FISCAL 2005			
March 31,	$ 31.66	$ 27.94	$ 0.1125
June 30,	33.95	29.31	0.1125
September 30,	33.70	29.65	0.13
December 31,	42.56	31.47	0.13

* 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.

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 or increased rate in the future, subject to future business performance.

As of February 28, 2006 there were 2,454 holders of record of the Company s common stock.

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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, 2005.

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	3,415,675	$ 11.26	1,182,621
Equity compensation plans not approved by shareholders	337,326	$ 6.27	Not applicable

* 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.

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, 2005.

Month Ending	Total Number of Shares Purchased*	Average Price Paid per Share*	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs*(2)	Maximum Number of Shares that may yet be Purchased Under the Plans or Programs, End of Period*
January 31, 2005		$		3,655,776
February 28, 2005	14,750	29.64		3,655,776
March 31, 2005	454,852	29.94	452,110	3,203,666
April 30, 2005				3,203,666
May 31, 2005	158,000	30.32	158,000	3,045,666
June 30, 2005				3,045,666

July 31, 2005				3,045,666
August 31, 2005				3,045,666
September 30, 2005	166,400	30.60	166,400	2,879,266
October 31, 2005	557,800	32.02	557,800	2,321,466
November 30, 2005	218,765	33.62	218,765	2,102,701
December 31, 2005				5,102,701(1)
Total	1,570,567	$ 31.30	1,553,075	5,102,701

(1) On December 8, 2005, the board of directors increased the number of authorized shares to be repurchased by 3.0 million shares.

(2) The Company s share repurchase program was initially approved by the board of directors on June 25, 1998.

* Share and price 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.

During the year ended December 31, 2005, the Company purchased 17,492 shares of common stock from employees to satisfy tax-withholding requirements from the vesting of restricted stock grants. These purchases were outside the board repurchase authorization.

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Item 6. Selected Financial Data.

Company results (in millions, except per share data)

	As of and for the year ended December 31,				
	2001	2002	2003	2004	2005
Total Revenues	$ 341.4	$ 365.6	$ 385.9	$ 428.2	$ 477.4
Net Income	14.3	60.8	71.9	74.3	87.6
Basic Earnings per Share(1)	0.16	0.78	1.01	1.12	1.36
Diluted Earnings per Share(1)	0.16	0.76	0.98	1.08	1.32
Total Assets	321.2	316.8	267.3	263.4	265.1
Long-term Debt	281.3	307.8	246.7	328.7	274.1
Cash Dividends Declared Per Common Share(1)			0.10	0.425	0.485

(1) 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:

Year 2001 results reflect charges of $22.7 million and $16.4 million related to the permanent impairment of and equity in the losses of the Company s investment in Friendly, respectively. The permanent impairment was the result of the Company s disposal of its equity stake in Friendly. The equity losses resulted from adverse fixed asset valuation adjustments due to economic conditions and continued restructuring charges. These charges lowered diluted earnings per share by $0.42.

Net income in 2003 included a $3.4 million ($0.05 per share) gain on the prepayment of a note receivable from Sunburst. As a result of this prepayment, interest income earned on this note receivable totaling approximately $4.5 million per annum will not be received in future years.

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 related to the resolution of certain tax contingencies of approximately $1.2 million. Those items represent 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 diluted EPS of $0.06, net.

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 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

We are a hotel franchisor with franchise agreements representing 5,210 hotels open and 687 hotels under development as of December 31, 2005, with 427,056 rooms and 54,075 rooms, respectively, in 49 states, the District of Columbia and more than 45 countries and territories outside the United States. Our brand names include Comfort Inn, Comfort Suites, Quality, Clarion, Sleep Inn, Econo Lodge, Rodeway Inn, MainStay Suites, Cambria Suites, Suburban Extended Stay Hotel and Flag Hotels. Approximately 95% of the Company s revenues are derived from hotels franchised in the United States.

During 2005, the Company acquired 100% of the stock of Suburban Franchise Holding Company, Inc. (Suburban) and its wholly owned subsidiary, Suburban Franchise Systems, Inc for $12.8 million. Suburban is the franchisor of Suburban Extended Stay Hotel and at acquisition had 67 units (8,942 rooms) operating in the economy extended stay segment primarily in the southeastern United States. The acquisition allowed the Company to enter, on an accelerated basis, the economy extended stay segment, a market in which it did not previously compete. The results of Suburban have been consolidated with the Company since September 28, 2005.

On September 14, 2005, the Company s board of directors declared a two-for one stock split effected in the form of a stock dividend. The stock dividend was distributed on October 21, 2005 to shareholders of record on October 7, 2005. Share data and earnings per share data included in MD&A reflect the stock split, applied retroactively, to all periods presented.

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 partner services endorsed vendor arrangements, hotel operations and other sources.

We are contractually required by our franchise agreements to use the marketing and reservation 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 customer s 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: One that focuses on delivering guests to our franchised hotels and reducing costs for our hotel owners. We strive every day to continuously improve our franchise offerings to enhance our customer s profitability and create the highest return on investment of any hotel franchise.

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 endorsed 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. 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. 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. We have repurchased 33.6 million shares (including 33.0 million prior to the 2 for 1 stock split effected in October 2005) of common stock at a total cost of $711.9 million, or an average price of

$21.16 per share since the program s inception. On December 8, 2005, the board of directors authorized a 3 million share increase in the number of shares available for repurchase under the program. Our cash flows from operations support our ability to complete the repurchase of approximately 5.1 million shares presently remaining under our current board of directors authorization. The Company expects to continue to return value to its shareholders through a combination of dividends and share repurchases, subject to market and other conditions and upon completion of the current authorization we will evaluate the propriety of additional share repurchases with our board of directors. During 2005, we paid cash dividends totaling approximately $30.2 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 would be approximately $33.8 million.

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 2005, royalty fees revenue totaled approximately $187.3 million, a 12% increase from 2004. Operating income totaled $143.8 million for the year ended December 31, 2005, a 15% increase from 2004. Net income for the year ended December 31, 2005 increased to $87.6 million, an increase of $13.2 million over the year ended December 31, 2004, an 18% increase. Diluted earnings per share were $1.32, a 22% improvement over 2004 resulting from increased net income and a reduction in the number of shares outstanding attributable to our share repurchase program. Net income and diluted earnings per share 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 diluted EPS of $0.06, net, for the year ended December 31, 2005. Net income and diluted earnings per share in 2004 include a loss on extinguishment of debt of approximately $0.7 million ($0.4 million, net of the related tax effect) 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 $1.2 million. Those items represented diluted EPS of $0.01 per share, net, for the year ended December 31, 2004. These measurements will continue to be a key management focus in 2006 and beyond.

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

Liquidity and Capital Resources: The Company generates significant cash flows from operations. In 2005 and 2004, net cash provided by operating activities was $132.9 million and $108.1 million, respectively. Since our business does not 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 are sufficient to meet the expected future operating, investing and financing needs of the business.

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

The principal factors that affect the Company s results are: the number and relative mix of franchised hotels; growth in the number of hotels 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 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.

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Operations Review

Comparison of 2005 Operating Results and 2004 Operating Results

The Company recorded net income of $87.6 million for the year ended December 31, 2005, an increase of $13.3 million, or 18% from $74.3 million for the year ended December 31, 2004. The increase in net income for the year is primarily attributable to an $18.8 million improvement in operating income and a decline in the effective income tax rate from 35.1% to 33.0% partially offset by a $2.5 million expense increase in other income and expenses. The effective income tax rate declined primarily due to the resolution of tax contingencies of approximately $4.9 million in 2005 compared to $1.2 million in 2004 offset by additional income tax expense of $1.2 million in 2005 related to the Company s repatriation of foreign earnings. The increase in net other income and expenses was primarily related to a $3.7 million increase in interest expense offset by the loss on extinguishment of debt of $0.7 million incurred during 2004. Operating income increased as a result of a $26.2 million, or 12.9% increase in franchising revenues (total revenues excluding marketing and reservation revenues and hotel operations) and a decrease in depreciation and amortization expense partially offset by an $8.7 million increase in selling, general and administrative expense.

Summarized financial results for the years ended December 31, 2005 and 2004 are as follows:

	2005	2004
	(In thousands)	
REVENUES:		
Royalty fees	**$ 187,340**	$ 167,135
Initial franchise and relicensing fees	**25,388**	20,112
Partner services	**13,382**	12,524
Marketing and reservation	**243,123**	220,732
Hotel operations	**4,293**	3,729
Other	**3,873**	3,976
Total revenues	**477,399**	428,208
OPERATING EXPENSES:		
Selling, general and administrative	**78,250**	69,542
Depreciation and amortization	**9,051**	9,947
Marketing and reservation	**243,123**	220,732
Hotel operations	**3,225**	3,004
Total operating expenses	**333,649**	303,225
Operating income	**143,750**	124,983
Interest expense	**15,325**	11,605
Interest and other investment income	**(1,094)**	(1,110)
Equity in net income of affiliates	**(803)**	(722)
Loss on extinguishment of debt		696
Other	**(420)**	(10)
Other income and expenses, net	**13,008**	10,459

Income before income taxes	**130,742**	114,524
Income taxes	**43,177**	40,179
Net income	**$ 87,565**	$ 74,345
Weighted average shares outstanding-diluted	**66,336**	69,000
Diluted earnings per share	**$ 1.32**	$ 1.08

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 selling, general and administrative expenses.

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Franchising Revenues: Franchising revenues were $230.0 million for the year ended December 31, 2005 compared to $203.7 million for the year ended December 31, 2004. The growth in franchising revenues is primarily due to increases in royalty revenues and initial and relicensing fees of approximately 12% and 26%, respectively.

Royalty fees increased $20.2 million to $187.3 million from $167.1 million in 2004, an increase of 12.1%. Excluding the franchises obtained in the acquisition of Suburban, the increase in royalties is attributable to a combination of factors including a 3.6% increase in the number of domestic franchised hotel rooms, a 6.1% increase in RevPAR and an increase in the effective royalty rate of the domestic hotel system to 4.08% from 4.04%. The acquisition of Suburban contributed approximately $0.7 million of royalty fees in 2005.

Including franchises acquired from Suburban, the number of domestic rooms on-line increased to 329,353 from 309,586, an increase of 6.4% for the year ended December 31, 2005. For 2005, the total number of domestic hotels on-line grew 5.6% to 4,048 from 3,834 for 2004. International rooms on-line increased to 97,703 as of December 31, 2005 from 94,220 as of December 31, 2004, a 3.7% increase. The total number of international hotels on-line also increased from 1,143 to 1,162, an increase of 1.7% for the year ended December 31, 2005. As of December 31, 2005, the Company had 603 franchised hotels with 46,464 rooms under construction, awaiting conversion or approved for development in its domestic system as compared to 460 hotels and 35,652 rooms at December 31, 2004. The Company had an additional 84 franchised hotels with 7,611 rooms under development in its international system as of December 31, 2005 compared to 109 hotels and 9,515 rooms at December 31, 2004.

Net domestic franchise additions during 2005 were 214 compared to 198 for the same period a year ago. Excluding the acquisition of Suburban, net franchise additions totaled 149. Net domestic franchise additions, excluding Suburban, declined as a result of franchise terminations increasing from 144 in 2004 to 190 in 2005. During 2005, the Company executed a strategy to replace franchised hotels that did not meet our brand standards or were underperforming in their market. This strategy resulted in a slightly lower annual growth rate in our domestic franchised rooms than historically achieved. Existing competition is getting stronger and more focused on franchising new and existing brands. As the competition gets stronger and more focused on limited service franchising, the Company will continue to focus on improving its system hotels. A strong RevPAR market is expected to continue in 2006 and many competitors are focused on improving brand consistency and quality through higher quality amenities and more aggressive brand compliance efforts. The number of domestic hotels under development provides a strong platform for continued system growth.

Domestic initial fee revenue, included in the initial franchise and relicensing fees caption above, generated from executed franchise agreements increased 13.5% to $15.1 million for the year ended December 31, 2005 from $13.3 million for the year ended December 31, 2004. The increase reflects domestic franchise agreements executed in 2005 of 639 new contracts representing 52,862 rooms compared to 552 agreements representing 47,227 rooms executed in 2004, increases of 16% and 12%, respectively. During 2005, 237 of the executed agreements were for new construction hotel franchises, representing 18,096 rooms, compared to 182 contracts, representing 12,799 rooms for the same period a year ago, increases of approximately 30% and 41%, respectively.

Relicensing fees increased 51.5% to $10.3 million for the year ended December 31, 2005 from $6.8 million for the year ended December 31, 2004. 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.

Despite rising interest rates and construction costs, we are optimistic about the prospects for a continuing rise in the supply of midscale hotels to meet demand. In addition, some of our competitors are terminating franchising agreements on mature properties. These factors should provide a healthy supply of new construction and conversion hotel opportunities in 2006.

Franchise Expenses: The cost to operate the franchising business is reflected in selling, general and administrative expenses. Selling, general and administrative expenses were $78.3 million for the year ended

December 31, 2005, an increase of $8.8 million from the year ended December 31, 2004 total of $69.5 million. As a percentage of revenues, excluding marketing and reservation fees and hotel operations, total SG&A expenses were 34.0% for the year ended December 31, 2005 compared to 34.1% for 2004. Expenses increased primarily due to higher compensation costs including variable franchise sales and key management incentive compensation and increased travel and entertainment expenses related to the expansion of the franchise sales force.

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 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 $243.1 million and $220.7 million for the years ended December 31, 2005 and 2004, respectively. Depreciation and amortization attributable to marketing and reservation activities was $7.6 million and $9.1 million for the years ended December 31, 2005 and 2004, respectively. Interest expense attributable to reservation activities was $1.1 million and $1.5 million for the years ended December 31, 2005 and 2004, respectively. Marketing and reservations activities provided positive cash flow of $19.4 million and $19.7 million for the years ended December 31, 2005 and 2004, respectively. As of December 31, 2005, the Company s balance sheet includes a receivable of $13.2 million for marketing fees and a payable of $3.6 million for reservation fees. At December 31, 2004, the Company s balance sheet contained a receivable for marketing and reservation fees of $21.7 million. This receivable is 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. 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: Other income and expense, net increased $2.5 million to an expense of $13.0 million for the year ended December 31, 2005 from $10.5 million for the same period in 2004. This increase resulted from a $3.7 million increase in interest expense to $15.3 million for the twelve months ended December 31, 2005 resulting from higher average interest rates and outstanding borrowings on the Company s variable rate debt. The Company s weighted average interest rate as of December 31, 2005 was 5.96% compared to 4.58% as of December 31, 2004. The increase in interest expense was partially offset by a loss on extinguishment of debt of approximately $0.7 million attributable to the refinancing of the Company s senior credit facility during the third quarter of 2004.

Income Taxes: The Company s effective income tax provision rate was 33.0% for the year ended December 31, 2005, a decrease of 210 basis points from the effective income tax provision rate of 35.1% for the year ended December 31, 2004. The effective income tax rate for 2005 declined due to the reversal of reserves resulting from the resolution of certain tax contingencies of approximately $4.9 million offset by additional income tax expense of $1.2 million related to the Company s repatriation of foreign earnings. The 2004 effective income tax rate reflects the resolution of certain tax contingencies totaling approximately $1.2 million. Depending upon the outcome of certain income tax contingencies during 2006 up to $14.1 million of additional income tax benefits may be reflected in our 2006 results of operations from the reversal of reserves.

Net income for 2005 increased by 17.8% to $87.6 million, and diluted earnings per share increased 22.2% to $1.32 in 2005 from $1.08 reported for 2004. A portion of the increase in diluted earnings per share is attributable to stock repurchases made by the Company in 2005 and 2004.

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Comparison of 2004 Operating Results and 2003 Operating Results

The Company recorded net income of $74.3 million for the year ended December 31, 2004, an increase of $2.4 million from $71.9 million for the year ended December 31, 2003. The increase in net income for the year is primarily attributable to an $11.0 million improvement in operating income partially offset by an $8.9 million increase in other income and expenses. Interest and other investment income in 2003 included $4.5 million of interest income and a $3.4 million gain on the prepayment attributable to the Sunburst note receivable. As a result of Sunburst s prepayment, these items did not recur in 2004. Operating income increased as a result of a $16.7 million increase in franchising revenues (total revenues excluding marketing and reservation revenues and hotel operations) and a decrease in depreciation and amortization expense partially offset by an increase in selling, general and administrative expense. Net other income and expenses for 2004 increased primarily as a result of a $0.7 million loss on extinguishment of debt, a reduction of the $3.4 million prepayment gain and $4.5 million of interest income attributable to the December 2003 repayment of a note receivable from Sunburst and reductions in investment income attributable to non-qualified benefit plan assets.

Summarized financial results for the years ended December 31, 2004 and 2003 are as follows:

	2004	2003
	(In thousands)	
REVENUES:		
Royalty fees	**$ 167,135**	$ 151,324
Initial franchise and relicensing fees	**20,112**	16,799
Partner services	**12,524**	13,227
Marketing and reservation	**220,732**	195,219
Hotel operations	**3,729**	3,565
Other	**3,976**	5,732
Total revenues	**428,208**	385,866
OPERATING EXPENSES:		
Selling, general and administrative	**69,542**	62,753
Depreciation and amortization	**9,947**	11,225
Marketing and reservation	**220,732**	195,219
Hotel operations	**3,004**	2,723
Total operating expenses	**303,225**	271,920
Operating income	**124,983**	113,946
Interest expense	**11,605**	11,597
Interest and other investment income	**(1,110)**	(6,222)
Gain on prepayment of note receivable from Sunburst		(3,383)
Equity in net income of affiliates	**(722)**	(582)
Loss on extinguishment of debt	**696**	
Other	**(10)**	129
Other income and expenses, net	**10,459**	1,539
Income before income taxes	**114,524**	112,407
Income taxes	**40,179**	40,544

Net income	**$ 74,345**	$ 71,863
Weighted average shares outstanding-diluted	**69,000**	73,349
Diluted earnings per share	**$ 1.08**	$ 0.98

Franchising Revenues: Franchising revenues were $203.8 million for the year ended December 31, 2004 compared to $187.1 million for the year ended December 31, 2003. Royalty fees increased $15.8 million to

$167.1 million from $151.3 million in 2003, an increase of 10.4%. The increase in royalties is attributable to a combination of factors including a 5.2% increase in the number of domestic franchised hotel rooms, a 5.1% increase in RevPAR and an increase in the effective royalty rate of the domestic hotel system to 4.04% from 4.01%.

The number of domestic rooms on-line increased to 309,586 from 294,268, an increase of 5.2% for the year ended December 31, 2004. For 2004, the total number of domestic hotels on-line grew 5.4% to 3,834 from 3,636 for 2003. International rooms on-line declined slightly to 94,220 as of December 31, 2004 from 94,350 as of December 31, 2003, a 0.1% decline. The total number of international hotels on-line also decreased from 1,174 to 1,143, a decline of 2.6% for the year ended December 31, 2004. As of December 31, 2004, the Company had 460 franchised hotels with 35,652 rooms either under construction, awaiting conversion or approved for development in its domestic system as compared to 401 hotels and 31,409 rooms at December 31, 2003. The Company had an additional 109 franchised hotels with 9,515 rooms under development in its international system as of December 31, 2004 as compared to 90 hotels and 8,468 rooms at December 31, 2003.

Domestic initial fee revenue, included in initial franchise and relicensing fees caption above, generated from executed franchise agreements increased 17.7% to $13.3 million for the year ended December 31, 2004 from $11.3 million for the year ended December 31, 2003. The increase reflects domestic franchise agreements executed in 2004 of 552 new contracts representing 47,227 rooms compared to 470 agreements representing 41,039 rooms executed in 2003, increases of 17% and 15%, respectively. During 2004, 182 of the executed agreements were for new construction hotel franchises, representing 12,799 rooms, compared to 128 contracts, representing 8,649 rooms for the same period a year ago, increases of approximately 42% and 48%, respectively.

Relicensing fees increased 23.6% to $6.8 million for the year ended December 31, 2004 from $5.5 million for the year ended December 31, 2003. 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. Other revenues declined from $5.7 million for the year ended December 31, 2003 to $4.0 million for the year ended December 31, 2004, primarily as the result of reduced termination awards revenue, which are generated when franchises exit the system prior to contractually agreed-upon dates. Other revenues for the year ended December 31, 2003, included approximately $1.7 million of liquidated damages received from Sunburst for the termination of certain franchises.

Franchise Expenses: The cost to operate the franchising business is reflected in selling, general and administrative expenses. Selling, general and administrative expenses were $69.5 million for the year ended December 31, 2004, an increase of $6.7 million from the year ended December 31, 2003 total of $62.8 million. As a percentage of revenues, excluding marketing and reservation fees and hotel operations, total SG&A expenses were 34.1% for the year ended December 31, 2004 compared to 33.5% for 2003. The increase is attributable to increased costs associated with performance based incentive compensation for sales and other management personnel, costs related to retirement of a board member, adoption of the fair value method of accounting for stock compensation and increased professional fees related to Sarbanes-Oxley compliance efforts.

Marketing and Reservations: Total marketing and reservations revenues were $220.7 million and $195.2 million for the years ended December 31, 2004 and 2003, respectively. Depreciation and amortization attributable to marketing and reservation activities was $9.1 million and $12.1 million for the years ended December 31, 2004 and 2003, respectively. Interest expense attributable to reservation activities was $1.5 million and $1.3 million for the years ended December 31, 2004 and 2003, respectively. Marketing and reservations activities provided positive cash flow of $19.7 million and $24.7 million for the years ended December 31, 2004 and 2003, respectively. As of December 31, 2004 and 2003, the Company s balance sheet includes a receivable of $21.7 million and $32.4 million, respectively, for marketing and reservation fees.

Other Income and Expenses: Other income and expense, net increased $9.0 million to an expense of $10.5 million for the year ended December 31, 2004 from $1.5 million for the same period in 2003. Interest expense was $11.6 million for each of the years ended December 31, 2004 and 2003. The Company s weighted average

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interest rate as of December 31, 2004 was 4.58% compared to 4.29% as of December 31, 2003. Other income and expense includes a loss on extinguishment of debt of approximately $0.7 million attributable to the refinancing of the Company s senior credit facility during the third quarter. Other income and expenses for the year ended December 31, 2003 also includes approximately a $3.4 million gain on prepayment and $4.5 million of interest income earned on a note receivable from Sunburst, which was repaid in December 2003. Interest and other investment income for the year ended December 31, 2004 also reflects the reduction of investment income attributable to non-qualified employee benefit plan assets.

Income Taxes: The Company s effective income tax provision rate was 35.1% for the year ended December 31, 2004, a decrease of 100 basis points from the effective income tax provision rate of 36.1% for the year ended December 31, 2003. The reduction in the effective income tax provision rate resulted partially from an increase in foreign income, which is taxed at lower income tax rates than the statutory U.S. income tax rates. Also, the favorable resolution of several state income tax issues in the current year and the increase in taxable income over non-tax deductible items between the two periods decreased the effective income tax provision rate.

Income tax expense for 2004 includes approximately $1.2 million of income tax benefits resulting from the reversal of income tax contingencies. Income tax expense for 2003 includes $1.5 million of provisions for income tax contingencies.

Net income for fiscal 2004 increased by 3.5% to $74.3 million, and diluted earnings per share increased 10.2% to $1.08 in 2004 from $0.98 reported for 2003. A portion of the increase in diluted earnings per share is attributable to stock repurchases made by the Company in 2004 and 2003.

Liquidity and Capital Resources

Net cash provided by operating activities was $132.9 million and $108.1 million for the years ended December 31, 2005 and 2004, respectively. The increase primarily reflects improvements in operating income and timing differences related to payments for income taxes.

Net cash repayments related to marketing and reservation activities totaled $19.4 million during the year ended December 31, 2005, compared to net repayments of $19.7 million during the year ended December 31, 2004. The Company expects marketing and reservation activities to generate positive cash flows of between $9.0 million and $13.0 million in 2006.

Cash provided by (used in) investing activities for the years ended December 31, 2005, 2004 and 2003 was ($23.9 million), ($13.7 million), and $27.8 million, respectively. As a lodging franchisor, Choice has relatively low capital expenditure requirements. During the years ended December 31, 2005, 2004 and 2003, capital expenditures totaled $11.5 million, $6.9 million, and $8.5 million, respectively. Capital expenditures include the installation and upgrades of system-wide property and yield management systems and upgrades to disaster recovery hardware and financial and reservation systems. During 2005, investing cash flows included the payment of $7.3 million related to the Company s acquisition of Suburban. During 2003, the Company received a cash payment of $44.7 million from Sunburst related to the prepayment of a note receivable due to the Company. During 2003, approximately $4.5 million of interest income related to this note was included in net income. As a result of the prepayment, no interest income related to this note will be realized in future periods.

Financing cash flows relate primarily to the Company s borrowings under its credit lines, treasury stock purchases and dividends. In July 2004, the Company entered into a $265 million senior unsecured revolving credit facility (the Revolver) with a syndicate of lenders. In April 2005, the

Company increased the available credit under the Revolver from $265 million to $350 million. The Revolver permits the Company to borrow, repay and reborrow revolving loans until the scheduled maturity date in July 2009. Borrowings pursuant to the Revolver bear interest, at one of several rates selected by the Company, based upon the credit rating of the Company and include LIBOR plus 62 $^{1}/_{2}$ basis points to 125 basis points; prime rate; and prime rate minus 175 basis points. In addition, the Company has the option to request participating banks to bid on loan participation at lower rates than those contractually provided by the Revolver. On February 28, 2005, Standard & Poor s Rating Services raised its rating of the Company s debt from BBB- to BBB. This rating and any other ratings by other rating organizations, may be subject to revision or withdrawal at any time by the assigning rating organization. Each rating should be evaluated independently of any other rating. The Revolver requires the Company to pay a commitment fee ranging, based upon the credit rating of the Company, between 12 $^{1}/2$ basis points and 25 basis points of the average daily-unused portion of the aggregate available commitment. The Revolver also provides for the issuances of letters of credit on behalf of the Company. The Revolver includes customary financial and other covenants that require the maintenance of certain ratios including maximum leverage and interest coverage. As of December 31, 2005 the Company was in compliance with all covenants under the Revolver. The Revolver restricts the Company s ability to make certain investments, incur certain debt, and dispose of assets, among other restrictions. As of December 31, 2005, the Company had $173.7 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 and investments.

In 1998, the Company completed a $100 million senior unsecured note offering (the Notes), bearing a coupon rate of 7.13% with an effective rate of 7.22%. The Notes will mature on May 1, 2008, with interest on the Notes to be paid semi-annually. The Company used the net proceeds from the offering of approximately $99 million to repay amounts outstanding under the Company s previous credit facility. The Notes contain a call provision that would require the Company to pay a premium if the Notes were redeemed prior to their maturity. At December 31, 2005, the call provision would have resulted in a premium of $6.0 million.

The Company has a line of credit with a bank providing up to an aggregate of $10 million of borrowings which is due upon demand. The line of credit ranks pari-pasu (or equally) with the Revolver. Borrowings under the line of credit bear interest at rates established at the time of the borrowings based on prime minus 175 basis points. As of December 31, 2005, no amounts were outstanding pursuant to this line of credit.

As of December 31, 2005, the total long-term debt outstanding for the Company was $274.1 million, of which $0.1 million was scheduled to mature in the twelve months ending December 31, 2006.

On September 14, 2005, the Company s board of directors declared a two-for-one stock split effected in the form of a stock dividend. The stock split shares were distributed on October 21, 2005 to shareholders of record on October 7, 2005. Share data and earnings per share data referenced in MD&A reflect the stock split, applied retroactively, to all periods presented.

Through December 31, 2005, the Company had purchased 33.6 million shares (including 33.0 million prior to the 2 for 1 stock split effected in October 2005) of its common stock under its share repurchase program at a total cost of $711.9 million, including 1.1 million shares (including 0.5 million prior to the 2 for 1 stock split) at a cost of $49.2 million during the year ended December 31, 2005. At December 31, 2005, the Company had approximately 65.2 million shares of common stock outstanding. As of December 31, 2005, the Company had remaining authorization to purchase up to 5.1 million shares.

In the fourth quarter of 2003, the Company initiated a cash dividend on its common stock. In September 2004, the Company s board of directors increased the quarterly dividend rate to $0.1125, a 12.5% increase from the previous quarterly rate of $0.10. This increase raised the annual dividend rate on the Company s common stock from $0.40 to $0.45 per share. In September 2005, the Company s board of directors again increased the quarterly dividend rate to $0.13, a 15.6% increase from the previous quarter rate of $0.1125. This increase raised the annual dividend rate on the Company s common stock from $0.45 to $0.52 per share. Dividends paid in 2005 were approximately $30.2 million.

The Company expects to continue to return value to its shareholders through a combination of dividends and share repurchases, subject to market conditions.

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The following table summarizes our contractual obligations as of December 31, 2005

	Payment due by period				
Contractual Obligations	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
			(in millions)		
Long-term debt[1]	$ 290.8	$ 7.3	$ 109.7	$ 173.8	$
Operating lease obligations	31.2	5.1	7.9	8.1	10.1
Purchase obligations	1.4	1.4			
Other long-term liabilities	38.2		11.9	2.9	23.4
Total contractual cash obligations	$ 361.6	$ 13.8	$ 129.5	$ 184.8	$ 33.5

(1) Long-term debt amounts include interest on fixed rate debt obligations.

Contingent cash payments related to the acquisition of Suburban during 2005 have been excluded from the table above since no liabilities have been recorded. However, contingent cash payments, of up to $5 million, may be required upon the satisfaction of the following conditions:

$2.5 million payable if at any time prior to the 3rd anniversary of closing at least 84 Suburban franchises are open or under construction and at least 79 are open on that date;

An additional $2.5 million payable if at any time prior to the 3rd anniversary of closing, but in no event prior to the 2nd anniversary of closing, at least 100 Suburban franchises are open or under construction and at least 90 are open on that date;

Both contingent payments are subject to at least 51 of the existing Suburban franchises open at the acquisition date remaining open when the contingent payment is otherwise earned.

The Company believes that cash flows from operations and available financing capacity are adequate to meet expected future operating, investing and financing needs of the business.

Off Balance Sheet Arrangements: In March 2006, the Company guaranteed $1 million of a bank loan funding a franchisee s construction of a Cambria Suites in Green Bay, Wisconsin. The guaranty expires at the earliest of 48 months from the date on which construction begins or June 30, 2010.

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

Seasonality: The hotel industry is seasonal in nature. For most of the Company s franchised 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.

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.

We recognize continuing franchise fees, including royalty, marketing and reservations 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 selling, general and administrative expense.

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 has no continuing obligations related to the franchisee. 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 partner services revenues from endorsed vendors in accordance with Staff Accounting Bulletin No. 104, (SAB 104) Revenue Recognition. SAB 104 provides guidance on the recognition, presentation and disclosure of revenue in financial statements. Pursuant to SAB 104, the Company recognizes partner 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 partner 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 Emerging Issues Task Force (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.

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 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 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. We evaluate the potential impairment of property and equipment and other long-lived assets, including franchise rights 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. These projections reflect management s best assumptions and estimates. 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 reviews outstanding notes receivable on a periodic basis to ensure that each is fully collectible by reviewing the financial condition of its debtors. If the Company concludes that it will be unable to collect all amounts due, the Company will record an impairment charge. During the year ended December 31, 2005, the Company recognized impairment charges on notes receivable totaling approximately $0.2 million based on the credit condition of the note holders.

Stock Compensation.

Effective January 1, 2003, the Company adopted, in accordance with SFAS No. 148, Accounting for Stock-Based Compensation Transition and Disclosure, the fair value based method of accounting for stock option awards granted on or after January 1, 2003. No compensation expense related to the grant of stock options under the Company s stock compensation plans was reflected in net income for any years ended on or before December 31, 2002 because the Company accounted for grants in accordance with Accounting Principles Board (APB) Opinion No. 25, Accounting for Stock Issued to Employees, and all stock options granted in those years had an exercise price equal to the market value of the underlying common stock on the date of grant. The effect on net income and earnings per share as if the Company had applied the fair value recognition provisions of SFAS No. 148 to all stock compensation for the three years ended December 31, 2005 is set forth in Note 1 to our consolidated financial statements.

SFAS No. 123 (Revised 2004), Share-Based Payment (SFAS No. 123R) was issued in December 2004. SFAS No. 123R requires that the 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, 2003, the Company adopted the fair value recognition provisions of SFAS No. 123 for all employee awards granted, modified, or settled after January 1, 2003. SFAS No. 123R will require the Company to apply fair value recognition provisions to all unvested equity awards as of the first annual reporting period starting after June 15, 2005, which is the Company s fiscal year beginning January 1, 2006. The adoption of SFAS No. 123R is not expected to have a material effect on the Company s results of operations or financial condition.

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 or to be repatriated only when required for domestic business operations, tax or cash reasons. On October 22, 2004, the American Jobs Creation Act of 2004 (AJCA) was signed into law. The AJCA included a temporary one time incentive for United States multinational corporations to repatriate accumulated income of foreign subsidiaries by providing an 85 percent dividends received deduction for qualifying dividends from controlled foreign corporations. The Company repatriated earnings pursuant to AJCA totaling approximately $23.5 million in the fourth quarter of 2005 resulting in an income tax provision of $1.2 million.

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.

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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.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this annual report, including those in the section entitled Management s Discussion and Analysis of Financial Condition and Results of Operation that are not historical facts constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act. Words such as believes, anticipates, expects, intends, estimates, projects, and other similar expressions, are predictions of or indicate future events and trends, typically identify forward-looking statements. Such statements are subject to a number of risks and uncertainties which could cause actual results to differ materially from those projected, including: competition; business strategies and their intended results; the balance between supply of and demand for hotel rooms; our ability to obtain new franchise agreements; our ability to develop and maintain positive relations with current and potential hotel owners; the effect of international, national and regional economic conditions and geopolitical events such as acts of god, acts of war, terrorism or epidemics; the availability of capital to allow us and potential hotel owners to fund investments and construction of hotels; the cost and other effects of legal proceedings; and other risks described from time to time in our filings with the Securities and Exchange Commission, including those set forth under Item 1A Risk Factors in this annual report. Given these uncertainties, you are cautioned not to place undue reliance on such statements. We also undertake no obligation to publicly update or revise any forward-looking statement to reflect current or future events or circumstances.

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. The Company does not foresee any significant changes in exposure in these areas or in how such exposure is managed in the near future.

At December 31, 2005 and December 31, 2004, the Company had $274.1 million and $328.7 million of debt outstanding, at an effective interest rate of 6.0% and 4.6%, respectively. A hypothetical change of 10% in the Company s effective interest rate from December 31, 2005 levels would increase or decrease interest expense by $0.9 million. Prior to scheduled maturities, the Company expects to refinance its long-term debt obligations.

The Company does not presently have any derivative financial instruments.

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:

We have completed integrated audits of Choice Hotels International, Inc. and subsidiaries 2005 and 2004 consolidated financial statements and of its internal control over financial reporting as of December 31, 2005 and an audit of its 2003 consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Our opinions, based on our audits, are presented below.

Consolidated financial statements and financial statement schedule

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 subsidiaries (the Company) at December 31, 2005 and 2004, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2005 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. These financial statements and financial statement schedule are the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit of financial statements includes 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. We believe that our audits provide a reasonable basis for our opinion.

Internal control over financial reporting

Also, in our opinion, management s assessment, included in Management s Report on Internal Control Over Financial Reporting , appearing under Item 9A, that the Company maintained effective internal control over financial reporting as of December 31, 2005 based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), is fairly stated, in all material respects, based on those criteria. Furthermore, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2005, based on criteria established in *Internal Control Integrated Framework* issued by the COSO. The Company s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express opinions on management s assessment and on the effectiveness of the Company s internal control over financial reporting based on our audit. We conducted our audit of internal control over financial reporting in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. An audit of internal control over financial reporting includes obtaining an understanding of internal control over financial reporting, evaluating management s assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we consider necessary in the circumstances. We believe that our audit provides 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

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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

March 14, 2006

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CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

	Years Ended December 31,		
	2005	**2004**	**2003**
	(In thousands, except per share amounts)		
REVENUES:			
Royalty fees	**$ 187,340**	$ 167,135	$ 151,324
Initial franchise and relicensing fees	**25,388**	20,112	16,799
Partner services	**13,382**	12,524	13,227
Marketing and reservation	**243,123**	220,732	195,219
Hotel operations	**4,293**	3,729	3,565
Other	**3,873**	3,976	5,732
Total revenues	**477,399**	428,208	385,866
OPERATING EXPENSES:			
Selling, general and administrative	**78,250**	69,542	62,753
Depreciation and amortization	**9,051**	9,947	11,225
Marketing and reservation	**243,123**	220,732	195,219
Hotel operations	**3,225**	3,004	2,723
Total operating expenses	**333,649**	303,225	271,920
Operating income	**143,750**	124,983	113,946
OTHER INCOME AND EXPENSES:			
Interest expense	**15,325**	11,605	11,597
Interest and other investment income	**(1,094)**	(1,110)	(6,222)
Gain on prepayment of note receivable from Sunburst			(3,383)
Equity in net income of affiliates	**(803)**	(722)	(582)
Loss on extinguishment of debt		696	
Other	**(420)**	(10)	129
Other income and expenses, net	**13,008**	10,459	1,539
Income before income taxes	**130,742**	114,524	112,407
Income taxes	**43,177**	40,179	40,544
Net income	**$ 87,565**	$ 74,345	$ 71,863
Weighted average shares outstanding-basic	**64,429**	66,406	71,398
Weighted average shares outstanding-diluted	**66,336**	69,000	73,349

Basic earnings per share	**$ 1.36**	$ 1.12	$ 1.01
Diluted earnings per share	**$ 1.32**	$ 1.08	$ 0.98
Cash dividends declared per share	**$ 0.485**	$ 0.425	$ 0.10

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

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CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

	December 31, 2005	December 31, 2004
	(In thousands, except share amounts)	
ASSETS		
Current assets		
Cash and cash equivalents	**$ 16,921**	$ 28,518
Receivables (net of allowance for doubtful accounts of $5,111 and $5,956, respectively)	**37,155**	34,611
Deferred income taxes	**2,616**	2,252
Other current assets	**6,308**	4,212
Total current assets	**63,000**	69,593
Property and equipment, at cost, net	**46,281**	47,492
Goodwill	**65,828**	60,620
Franchise rights and other identifiable intangibles, net	**38,267**	34,795
Receivable marketing and reservation fees	**13,225**	21,683
Investments, employee benefit plans, at fair value	**23,337**	17,247
Deferred income taxes	**3,289**	
Other assets	**11,873**	11,922
Total assets	**$ 265,100**	$ 263,352
LIABILITIES AND SHAREHOLDERS DEFICIT		
Current liabilities		
Current portion of long-term debt	**$ 146**	$ 10,146
Accounts payable	**34,413**	30,718
Accrued expenses and other	**50,956**	36,893
Deferred revenue	**32,131**	23,309
Income taxes payable	**2,499**	989
Total current liabilities	**120,145**	102,055
Long-term debt	**273,972**	318,557
Deferred compensation and retirement plan obligations	**28,987**	21,387
Deferred income taxes		6,974
Other liabilities	**9,172**	17,432
Total liabilities	**432,276**	466,405
Commitments and Contingencies		
SHAREHOLDERS DEFICIT		
Common stock, $0.01 par value; 160,000,000 shares authorized; 95,345,362 and 62,755,708 shares issued at December 31, 2005 and 2004, respectively; 65,219,641 and 32,312,433 shares outstanding at December 31, 2005 and 2004, respectively	**652**	323

Additional paid-in-capital	**86,870**	83,303
Accumulated other comprehensive income	**859**	1,400
Deferred compensation	**(12,428)**	(8,034)
Treasury stock (30,125,721 and 30,443,275 shares at December 31, 2005 and 2004, respectively), at cost	**(650,551)**	(631,312)
Retained earnings	**407,422**	351,267
Total shareholders deficit	**(167,176)**	(203,053)
Total liabilities and shareholders deficit	**$ 265,100**	$ 263,352

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

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CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years Ended December 31,		
	2005	**2004**	**2003**
		(In thousands)	
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income	**$ 87,565**	$ 74,345	$ 71,863
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	**9,051**	9,947	11,225
Gain on sale of assets	**(386)**		
Gain on prepayment of note receivable from Sunburst			(3,383)
Provision for bad debts	**391**	(157)	(189)
Non-cash stock compensation	**5,288**	4,019	2,226
Non-cash interest and other investment income	**(294)**	(463)	(886)
Loss on extinguishment of debt		696	
Equity in net income of affiliates	**(803)**	(722)	(582)
Changes in assets and liabilities, net of acquisitions:			
Receivables	**(2,415)**	(735)	(887)
Receivable marketing and reservation fees, net	**19,393**	19,743	24,726
Accounts payable	**1,923**	978	6,439
Accrued expenses and other	**12,894**	6,702	289
Income taxes payable	**11,250**	2,854	(2,675)
Deferred income taxes	**(13,318)**	(14,883)	(7,970)
Deferred revenue	**8,822**	6,381	7,146
Other current assets	**(2,040)**	(599)	383
Other liabilities	**(4,414)**	(26)	7,579
Net cash provided by operating activities	**132,907**	108,080	115,304
CASH FLOWS FROM INVESTING ACTIVITIES			
Investment in property and equipment	**(11,504)**	(6,859)	(8,480)
Acquisition of Suburban, net of cash acquired	**(7,314)**		
Proceeds from prepayment of note receivable from Sunburst			44,701
Purchases of investments	**(8,929)**	(8,664)	(5,272)
Proceeds from sales of investments	**3,539**	4,506	2,599
Issuance of notes receivable	**(2,667)**	(2,264)	(4,433)
Acquisition of Flag			(1,211)
Proceeds from disposition of assets	**2,811**		498
Other items, net	**214**	(435)	(618)
Net cash (used in) provided by investing activities	**(23,850)**	(13,716)	27,784
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from long-term debt		192,000	
Principal payments of long-term debt	**(150)**	(267,739)	(17,404)
Net (repayments) borrowings pursuant to revolving credit facility	**(55,129)**	157,725	(43,800)
Debt issuance costs	**(193)**	(1,010)	
Purchase of treasury stock	**(49,154)**	(148,273)	(80,358)
Dividends paid	**(30,241)**	(27,690)	
Proceeds from exercise of stock options	**14,213**	8,427	6,097
Net cash used in financing activities	**(120,654)**	(86,560)	(135,465)

Net change in cash and cash equivalents	**(11,597)**	7,804	7,623
Cash and cash equivalents at beginning of period	**28,518**	20,714	13,091
Cash and cash equivalents at end of period	**$ 16,921**	$ 28,518	$ 20,714
Supplemental disclosure of cash flow information:			
Cash payments during the year for:			
Income taxes, net of refunds	**$ 50,173**	$ 53,622	$ 49,559
Interest	**$ 16,053**	$ 12,639	$ 13,357
Non-cash investing activities:			
Acquisition of Suburban, liabilities assumed	**$ 5,526**		
Non-cash financing activities:			
Declaration of dividends	**$ 31,410**	$ 28,061	$ 6,899
Income tax benefit realized related to stock options exercised	**$ 9,872**	$ 4,442	$ 1,770
Issuance of restricted shares of common stock	**$ 8,491**	$ 7,973	$ 180

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

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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, 2002	37,163,216	$ 371	$ 73,100	$ 42	$ (3,492)	$ (423,839)		$ 240,019	$ (113,799)
Comprehensive income									
Net income							$ 71,863	71,863	71,863
Other comprehensive income:									
Foreign currency translation adjustments							1,101		1,101
Amortization of deferred gain on hedge, net of taxes							(67)		(67)
Unrealized gain on available for sale securities, net of taxes							62		62
Other comprehensive income				1,096			1,096		
Comprehensive income							$ 72,959		
Exercise of stock options	462,522	5	198			7,845			8,048
Issuance and cancellation of restricted stock	7,428		(108)		(72)	180			
Stock compensation related to stock options			1,306						1,306
Amortization of deferred compensation related to restricted stock grants					923				923
Dividends declared								(6,899)	(6,899)
Treasury purchases	(2,887,313)	(29)				(80,696)			(80,725)
Balance as of December 31, 2003	34,745,853	$ 347	$ 74,496	$ 1,138	$ (2,641)	$ (496,510)		$ 304,983	$ (118,187)
Comprehensive income									
Net income							$ 74,345	74,345	74,345
Other comprehensive income:									
Foreign currency translation adjustments							188		188
Amortization of deferred gain on hedge, net of taxes							(67)		(67)
Unrealized gain on available for sale securities, net of taxes							141		141
Other comprehensive income				262			262		
Comprehensive income							$ 74,607		

Exercise of stock options	557,107	6	7,332			5,564			12,902
Issuance and cancellation of restricted stock	202,405	2	(43)		(7,894)	7,935			
Stock compensation related to stock options			1,518						1,518
Amortization of deferred compensation related to restricted stock grants					2,501				2,501
Dividends declared								(28,061)	(28,061)
Treasury purchases	(3,192,932)	(32)				(148,301)			(148,333)
Balance as of December 31, 2004	32,312,433	$ 323	$ 83,303	$ 1,400	$ (8,034)	$ (631,312)		$ 351,267	$ (203,053)
Comprehensive income									
Net income							**$ 87,565**	**87,565**	**87,565**
Other comprehensive income:									
Foreign currency translation adjustments							**(351)**		**(351)**
Amortization of deferred gain on hedge, net of taxes							**(67)**		**(67)**
Unrealized loss on available for sale securities, net of taxes							**(25)**		**(25)**
Reclassification adjustment for gains on available for sale securities included in net income							**(98)**		**(98)**
Other comprehensive income				**(541)**			**(541)**		
Comprehensive income							**$ 87,024**		
Exercise of stock options	**1,275,737**	**13**	**2,087**			**21,997**			**24,097**
Issuance and cancellation of restricted stock	**149,283**	**1**			**(7,876)**	**7,875**			
Stock compensation related to stock options			**1,806**						**1,806**
Amortization of deferred compensation related to restricted stock grants					**3,482**				**3,482**
Dividends declared								**(31,410)**	**(31,410)**
Treasury purchases	**(1,107,466)**	**(11)**				**(49,111)**			**(49,122)**
Two-for-one common stock split	**32,589,654**	**326**	**(326)**						
Balance as of December 31, 2005	**65,219,641**	**$ 652**	**$ 86,870**	**$ 859**	**$ (12,428)**	**$ (650,551)**		**$ 407,422**	**$ (167,176)**

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, 2005, the Company had franchise agreements representing 5,210 open hotels and 687 hotels under development in 49 states, the District of Columbia and more than 45 countries and territories outside the United States under the brand names: Comfort Inn, Comfort Suites, Cambria Suites, Quality, Clarion, Sleep Inn, Econo Lodge, Rodeway Inn, MainStay Suites, Suburban Extended Stay Hotel and Flag Hotels.

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.

During 2005, the Company acquired 100% of the stock of Suburban Franchise Holding Company, Inc. (Suburban) (the Suburban Transaction) and its wholly owned subsidiary, Suburban Franchise Systems, Inc. The results of Suburban have been consolidated since September 28, 2005.

Certain amounts in the prior years financial statements have been reclassified to conform to the current year presentation with no effect on previously reported net income or shareholders deficit.

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 of up 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 has no continuing obligations related to the franchisee. 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.

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 expenses in the accompanying consolidated statements of income.

The Company generates partner services revenues from endorsed vendors. Partner services revenues are generally earned based on the level of goods or services purchased from endorsed vendors by hotel franchise owners and hotel guests who stay in the Company s franchised hotels. The Company accounts for partner services revenues in accordance with Staff Accounting Bulletin No. 104, (SAB 104) Revenue Recognition. SAB 104 provides guidance on the recognition, presentation and disclosure of revenue in financial statements. The Company recognizes partner 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. SAB 104 requires the Company to defer the recognition of partner 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.

CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Marketing and Reservation Revenues and Expenses.

The Company s franchise agreements require the payment of franchise fees, including marketing and reservation 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 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, legal, accounting, etc., required to carry out marketing and reservation activities.

The Company records marketing and reservation revenues and expenses in accordance with Emerging Issues Task Force (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, are 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 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 review of aged receivable balances. However, the Company considers its credit risk associated with trade receivables and the receivable for marketing and reservation 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 selling, general and administrative 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

CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

expense was $62.0 million, $58.5 million and $51.0 million for the years ended December 31, 2005, 2004 and 2003, respectively. Prepaid advertising at December 31, 2005 and 2004 totaled $2.3 million and $1.6 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, 2005 and 2004, $7.5 million and $7.4 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.

Capitalization Policies.

Property and equipment are recorded at cost and depreciated using the straight-line method over the estimated useful lives of the assets. 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.

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, 2005.

The Company evaluates the impairment of goodwill and trademarks with indefinite lives in accordance with SFAS No. 142, Goodwill and Other Intangible Assets, 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, 2005, 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, 2005.

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. If the Company concludes that it will be unable to collect all amounts due, the Company will record an impairment charge based on the present value of expected future cash

CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

flows, discounted at the loan s effective interest rate. The Company recorded $0.2 million of impairment charges related to notes receivable during the year ended December 31, 2005 and no amounts in the prior two years ended December 31, 2004.

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, 2005 and 2004, unamortized deferred financing costs were $1.2 million and $1.4 million, respectively, and are included in other non-current assets in the accompanying consolidated balance sheets.

In July 2004, the Company entered into a $265 million senior unsecured revolving credit facility (Revolver). The proceeds were used to refinance and terminate the Company s existing senior credit facility (Old Credit Facility). The Company accounted for the refinancing of the Old Credit Facility in accordance with Emerging Issues Task Force (EITF) Issue No. 96-19, Debtor s Accounting for a Modification or Exchange of Debt Instruments, and EITF No. 98-14, Debtor s Accounting for Changes in Line-of-Credit or Revolving-Debt Arrangements. Pursuant to these pronouncements, the Company recorded a loss on extinguishment of debt of approximately $0.7 million during the year ended December 31, 2004.

Investments.

The Company accounts for its investment 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. The Company accounted for its investment in the common stock of Choice Hotels Scandinavia (CHS) in accordance with SFAS No. 115, Accounting for Certain Investments in Debt and Equity Securities, and SFAS No. 130, Reporting Comprehensive Income until the sale of this investment in August 2005.

Derivatives.

SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities, 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, 2005 and 2004 the Company had no derivative financial instruments.

Stock-based compensation.

The Company has stock-based employee compensation plans, which are described more fully in Note 16. Prior to January 1, 2003, the Company accounted for those plans under the recognition and measurement provisions of APB Opinion No. 25, Accounting for Stock Issued to Employees, and related interpretations. No stock-based employee compensation cost was reflected in 2002 or prior years net income related to the grant of stock options, as all options granted under those plans had an exercise price equal to the market value of the underlying common stock on the date of grant. Effective January 1, 2003, the Company adopted, in accordance with the prospective method prescribed by SFAS No. 148, Accounting for Stock-Based Compensation Transition and Disclosure, the fair value recognition provisions of SFAS No. 123, Accounting for Stock-Based

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CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Compensation, for all employee awards granted, modified, or settled after January 1, 2003. Therefore, the cost related to stock-based employee compensation included in the determination of net income for each of the three years ended December 31, 2005 is less than that which would have been recognized if the fair value based method had been applied to all awards since the original issuance date of SFAS 123. The following table illustrates the effect on net income and earnings per share if the fair value based method had been applied to all outstanding and unvested awards in each period.

	Years Ended December 31,		
	2005	**2004**	**2003**
	(In millions, except per share amounts)		
Net income, as reported	**$ 87.6**	$ 74.3	$ 71.9
Stock-based employee compensation expense included in reported net income, net of related tax effects	**2.9**	2.2	1.4
Total stock-based employee compensation expense determined under fair value method for all awards, net of related tax effects	**(4.7)**	(3.5)	(2.9)
Pro forma, net income	**$ 85.8**	$ 73.0	$ 70.4
Earnings per share:			
Basic, as reported	**$ 1.36**	$ 1.12	$ 1.01
Basic, pro forma	**$ 1.33**	$ 1.10	$ 0.99
Diluted, as reported	**$ 1.32**	$ 1.08	$ 0.98
Diluted, pro forma	**$ 1.29**	$ 1.06	$ 0.96

Notes Receivable.

From time to time, the Company provides financing to franchisees for property improvements and other purposes in the form of interest free notes. The terms of the notes range from 3 to 10 years and are forgiven and amortized over that time period if the franchisee remains in the system in good standing. As of December 31, 2005 and 2004, other non-current assets included $9.4 million and $8.7 million, respectively, net of allowance, related to the unamortized balance of these notes. As of December 31, 2005 and 2004, other non-current assets include an allowance for doubtful accounts related to these notes of $1.0 million and $0.9 million, respectively. Amortization expense included in the accompanying consolidated statements of income related to the notes was $1.3 million, $1.2 million and $0.8 million for the years ended December 31, 2005, 2004 and 2003, respectively.

Income Taxes.

The Company accounts for income taxes in accordance with SFAS No. 109, Accounting for Income Taxes . 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 or to be repatriated only when required for domestic business operations, tax or cash reasons. On October 22, 2004, the American Jobs Creation Act of 2004 (AJCA) was

CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

signed into law. The AJCA created a temporary one-time incentive for United States multinational corporations to repatriate undistributed earnings of foreign subsidiaries by providing an 85 percent dividends received deduction for qualifying dividends from controlled foreign corporations, as defined in the AJCA, resulting in an effective tax rate of 5.25% on any such repatriated foreign earnings. The Company elected to apply this one-time provision to qualifying earnings repatriations in 2005. During the fourth quarter of 2005, the Company repatriated earnings totaling approximately $23.5 million, resulting in the recordation of an income tax provision totaling approximately $1.2 million.

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. 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. The Company accounts for income tax contingencies in accordance with SFAS No. 5, Accounting for Contingencies.

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.

Earnings per Share.

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.

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.

2. Stock Split

On September 14, 2005, the Company s board of directors declared a two-for-one stock split effected in the form of a stock dividend. The stock dividend was distributed on October 21, 2005 to shareholders of record on October 7, 2005. As a result of the stock dividend, the accompanying consolidated financial statements reflect an increase in the number of outstanding shares of common stock and the transfer of the par value of these additional shares from paid in capital. Treasury shares were not split. Share data and earnings per share data in these consolidated financial statements reflect the stock split, applied retroactively, to all periods presented. Previously awarded stock options and restricted stock awards payable in the Company s common stock have been adjusted to reflect the stock dividend.

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CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

3. Other Current Assets

Other current assets consist of the following at:

	December 31, 2005	December 31, 2004
	(In thousands)	
Prepaid expenses	**$ 5,972**	$ 3,911
Other current assets	**336**	301
Total	**$ 6,308**	$ 4,212

4. Property and Equipment

The components of property and equipment in the consolidated balance sheets are:

	December 31, 2005	December 31, 2004
	(In thousands)	
Land and land improvements	**$ 2,642**	$ 2,628
Land held for sale		1,540
Facilities in progress and software under development	**3,833**	2,862
Computer equipment and software	**101,243**	92,491
Buildings and improvements	**37,302**	36,241
Furniture, fixtures and equipment	**14,587**	14,142
	159,607	149,904
Less: Accumulated depreciation and amortization	**(113,326)**	(102,412)
Property and Equipment, at cost, net	**$ 46,281**	$ 47,492

On February 3, 2005, a parcel of land held for sale was sold for $1.7 million resulting in a gain on disposition of property totaling $0.1 million.

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, 2005, 2004 and 2003 was $4.0 million, $5.0 million and $6.5 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	3-7 years
Buildings and improvements	10-40 years
Furniture, fixtures and equipment	3-15 years

5. Goodwill, Franchise Rights and Other Intangibles

Goodwill relates to the purchase price of a minority interest in the Company for consideration in excess of the recorded minority interest and the Suburban Transaction. The components of goodwill are as follows:

	December 31,	
	2005	**2004**
	(In thousands)	
Minority interest	**$ 60,620**	$ 60,620
Suburban Transaction (See Note 12)	**5,208**	
Total	**$ 65,828**	$ 60,620

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CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

Franchise rights represent the unamortized purchase price assigned to acquire long-term franchise contracts. As of December 31, 2005 and 2004, the unamortized balance relates primarily to the Econo Lodge, Suburban Extended Stay Hotel and Flag franchise rights. The franchise rights are being amortized over lives ranging from 5 to 17 years. Amortization expense for the years ended December 31, 2005, 2004 and 2003 amounted to $3.6 million, $3.4 million and $3.4 million, respectively. Franchise rights are net of accumulated amortization of $45.6 million and $42.1 million at December 31, 2005 and 2004, respectively. The estimated annual amortization expense related to the Company s franchise rights for each of the years ending December 31, 2006 through 2010 is as follows:

Year	(In millions)
2006	$ 4.0
2007	3.9
2008	3.8
2009	3.8
2010	3.8

Franchise rights and other identifiable intangible assets include approximately $3.8 million and $2.7 million of unamortized intangible assets related to trademarks at December 31, 2005 and 2004, respectively. Trademarks acquired in the Suburban acquisition have an indefinite life and therefore pursuant to SFAS 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, 2005, 2004 and 2003 amounted to $0.5 million, $0.4 million and $0.3 million, respectively. Trademarks are net of accumulated amortization of $3.7 million and $3.3 million at December 31, 2005 and 2004, respectively. The estimated annual amortization expense related to the Company s trademarks for each of the years ending December 31, 2006 through 2010 is as follows;

Year	(In millions)
2006	$ 0.5
2007	0.5
2008	0.5
2009	0.4
2010	0.4

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 assesses against the current franchisees comprising its various hotel brand systems to provide marketing and reservation services appropriate for the successful 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

CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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, 2005 and 2004 was $13.2 million and $15.6 million, respectively. The reservation fees receivable was $6.1 million at December 31, 2004. As of December 31, 2005, cumulative reservation fees collected exceeded expenses by $3.6 million and the excess has been reflected as a 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, 2005, 2004 and 2003 was $7.6 million, $9.1 million and $12.1 million, respectively. Interest expense attributable to reservation activities was $1.1 million, $1.5 million and $1.3 million for the years ended December 31, 2005, 2004 and 2003, respectively.

7. Transactions with Sunburst

Effective October 15, 1997, Choice Hotels International, Inc. (CHI), which at that point included both the franchising business and owned hotel business, separated the businesses via spin-off of the Company. CHI changed its name to Sunburst Hospitality Corporation (referred to hereafter as Sunburst). 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 termination of Choice branded Sunburst properties and certain franchise fee credits. The liquidated damage provisions extend through the life of existing Sunburst franchise agreements. The franchise fee credit provisions expired in October 2003. Other revenues for the year ended December 31, 2003 includes $1.7 million of liquidated damages received from Sunburst for the termination of franchises. As of December 31, 2005, Sunburst operates 26 hotels under franchise with the Company.

In January 2001, the Company received certain consideration including a $35 million seven-year senior subordinated note bearing interest at 11 $^{3}/8$% (the New Note) in conjunction with the restructuring and cancellation of a subordinated term note from Sunburst received pursuant to the spin-off. The New Note accrued interest up until June 2002, at which point interest became payable semi-annually in arrears.

On September 4, 2003, the Company and Sunburst entered into an agreement to amend certain terms of the New Note. At the time of the agreement, the principal amount of the New Note was approximately $41.3 million. Pursuant to the agreement, as an incentive for Sunburst to accelerate repayment of the New Note, the Company agreed to modify the redemption provisions of the New Note. Pursuant to the agreement, at any time prior to January 31, 2004, upon Sunburst s election to redeem the Note, Choice agreed to amend the existing optional redemption provision to allow Sunburst to redeem the New Note at a percentage of the principal amount equal to (i) 105.6875%, plus (ii) 2.84375% multiplied by the number of days prior to January 5, 2005 that redemption is made, divided by 365 days.

On December 19, 2003, Sunburst redeemed the New Note for approximately $47.1 million (including accrued interest of $2.2 million). The Company recognized a gain of $3.4 million in the accompanying consolidated statement of income for the year ended December 31, 2003 related to the note prepayment. The Company also recognized tax benefits of approximately $1.3 million in 2003 through reduction of liabilities for tax contingencies as a result of the gain on the transaction.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

As a result of the December 2003 repayment of the New Note by Sunburst, no interest income was recognized related to the note in 2004 or 2005. The Company recognized interest income related to the New Note of $4.5 million for the year ended December 31, 2003.

Total franchise fees, including royalty, marketing and reservation fees, paid by Sunburst to the Company, net of royalty fee credits, included in the accompanying consolidated financial statements were $5.3 million for each of the years ended December 31, 2005, 2004 and 2003. As of December 31, 2005 and 2004, accounts receivable included $1.0 million and $0.9 million due from Sunburst, respectively.

8. Deferred Revenue

Deferred revenue consist of the following at:

	December 31,	
	2005	**2004**
	(In thousands)	
Loyalty programs	**$ 29,406**	$ 20,316
Initial, relicensing and franchise fees	**1,983**	2,089
Partner services fees	**742**	904
Total	**$ 32,131**	$ 23,309

9. Accrued Expenses and Other

Accrued expenses and other consisted of the following at:

	December 31,	
	2005	**2004**
	(In thousands)	

Accrued salaries and benefits	**$ 25,044**	$ 20,095
Dividends payable	**8,439**	7,271
Accrued interest	**1,302**	1,261
Other liabilities and contingencies	**16,171**	8,266
Total	**$ 50,956**	$ 36,893

Other liabilities and contingencies include accruals for tax contingencies. These accruals have been recorded for potential exposures involving tax positions that could be challenged by taxing authorities.

10. Long-Term Debt

Debt consisted of the following at:

	December 31,	
	2005	**2004**
	(In thousands)	
$350 million senior unsecured revolving credit facility with an effective rate of 5.24% and 3.42% at December 31, 2005 and December 31, 2004, respectively	**$ 173,700**	$ 218,200
$100 million senior notes with an effective rate of 7.22% at December 31, 2005 and 2004	**99,849**	99,785
$10 million line of credit with an effective rate of 3.50% at December 31, 2004		10,000
Other notes with an average effective rate of 4.90% and 3.50% at December 31, 2005 and 2004, respectively	**569**	718
Total debt	**$ 274,118**	$ 328,703

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CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Scheduled principal maturities of debt as of December 31, 2005 were as follows:

Year	(In thousands)
2006	$ 146
2007	146
2008	99,995
2009	173,831
2010	
Total	$ 274,118

In June 2001, the Company entered into a five-year competitive advance and multi-currency credit facility (Old Credit Facility). The Old Credit Facility originally provided for a term loan of $150 million and a revolving credit facility of $110 million. On September 29, 2001, the Company signed an amendment to the Old Credit Facility, for an additional $5 million under the revolving credit facility, bringing the total amount of available commitments to $265 million. The amendment also transferred $35 million from the term loan to the revolving credit facility. As amended, the initial term loan amount was $115 million and the revolving credit facility was $150 million. The term loan was scheduled to partially amortize over the three years ending June 30, 2006. The unamortized balance of the term loan and all outstanding revolving loans were scheduled to mature in June 2006. Borrowings under the Old Credit Facility bore interest, at one of several rates, at the option of the Company, including LIBOR plus 0.60% to 2.0%, based upon the credit rating of the Company and the loan type. The Old Credit Facility required the Company to pay annual fees ranging, based upon the credit rating of the Company, between 1/15 of 1% to 1/2 of 1% of the aggregate available commitment under the revolving credit facility.

In July 2004, the Company entered into a $265 million senior unsecured revolving credit facility (the Revolver) with a syndicate of lenders. The proceeds from the Revolver were used to refinance and terminate the revolving credit facility and term loan outstanding under the Company s Old Credit Facility. In April 2005, the Company increased the available credit under the Revolver from $265 million to $350 million. The Revolver permits the Company to borrow, repay and reborrow revolving loans until the scheduled maturity date in July 2009. Borrowings pursuant to the Revolver bear interest, at one of several rates selected by the Company, based upon the credit rating of the Company and include LIBOR plus 62 $^{1}/2$ basis points to 125 basis points; prime rate; and prime rate minus 175 basis points. In addition, the Company has the option to request participating banks to bid on loan participation at lower rates than those contractually provided by the Revolver. The Revolver requires the Company to pay a commitment fee ranging, based upon the credit rating of the Company, between 12 $^{1}/2$ basis points and 25 basis points of the average daily-unused portion of the aggregate available commitment. The Revolver also provides for the issuance of letters of credit on behalf of the Company. The Revolver includes customary financial and other covenants that require the maintenance of certain ratios including maximum leverage and interest coverage. As of December 31, 2005 and 2004, the Company was in compliance with all covenants under the Revolver. The Revolver 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 Notes) at a discount of $0.6 million, bearing a coupon rate of 7.13% with an effective rate of 7.22%. The Notes will mature on May 1, 2008, with interest on the Notes to be paid semi-annually. The

Company used the net proceeds from the offering of approximately $99 million to repay amounts outstanding under the Company s previous credit facility. The Notes contain a call provision that would require the Company to pay a premium if the Notes were redeemed prior to their maturity. At December 31, 2005, the call provision would have resulted in a premium of $6.0 million.

CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The Company has a line of credit with a bank providing up to an aggregate of $10 million of borrowings which is due upon demand. The line of credit ranks pari-pasu (or equally) with the Revolver. Borrowings under the line of credit bear interest at rates established at the time of borrowing based on prime minus 175 basis points.

In conjunction with the Company s merger with Suburban, the Company assumed a bank loan with an outstanding balance of $0.6 million and a maturity date of October 13, 2005. The Company repaid this loan at maturity.

11. 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, 2005, 2004 and 2003 were $24.0 million, $22.0 million and $19.1 million, respectively. Net income, including equity in the income of equity method investments, attributable to the Company s foreign operations was $6.7 million, $5.4 million and $2.9 million for the years ended December 31, 2005, 2004 and 2003, respectively.

Choice Hotels Australasia

On July 1, 2002, the Company acquired a controlling interest in Choice Hotels Australasia Pty. Ltd. (CHA) (the CHA transaction). Pursuant to the CHA Transaction, the Company converted an existing $1.1 million convertible note due from CHA into an additional 15% of CHA s equity (beyond the 15% equity interest held prior to the CHA Transaction) and purchased an additional 25% of CHA s equity for approximately $1.6 million increasing the Company s total ownership in CHA to 55% as of July 1, 2002.

Pursuant to the CHA Transaction, the Company gave the seller the right to put the remaining 45% equity interest in CHA to the Company for approximately $1.1 million. The put right was permitted to be exercised between January 1, 2003 and June 30, 2007. The Company accounted for the put right in accordance with SFAS 133, Accounting for Derivative Instruments and Hedging Activities . SFAS 133 requires the recognition of all derivatives, except certain qualifying hedges, as either assets or liabilities measured at fair value, with changes in value reflected as current period income or loss unless specific hedge accounting criteria are met. The seller exercised the put right in January 2003. The put transaction closed in February 2003, at which time CHA became a wholly owned subsidiary.

The Company accounted for the CHA Transaction in accordance with SFAS No. 141, Business Combinations. The excess of the total purchase price over the net tangible assets acquired of approximately $4.3 million was allocated to identifiable intangible assets as follows:

	Estimated Fair Value	Estimated Useful Lives
	(in thousands)	
Trademarks and non-compete agreements	$ 235	5 years
Franchise rights	4,115	5-15 years
	$ 4,350	

The Company began consolidating the results of CHA on July 1, 2002. Based in Melbourne, Australia, CHA is a franchisor of certain hotel brands in Australia, Papua New Guinea, American Samoa, Fiji and New Zealand.

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CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES

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Choice Hotels Scandinavia

The Company accounted for its investment, representing 1% of the outstanding common stock of Choice Hotels Scandinavia (CHS) as an available for sale security in accordance with SFAS 115. During 2005, the Company sold its investment in CHS for approximately $1.0 million resulting in a realized gain of $0.2 million. At December 31, 2004 the investment was included in other non-current assets in the accompanying consolidated balance sheets at its fair value of $1.0 million based on quoted market prices. During the years ended December 31, 2004 and 2003, the Company recognized approximately $0.2 million, and $0.1 million respectively, of unrealized gains attributable to this investment as a component of other comprehensive income.

Choice Hotels Canada, Inc.

The Company has a 50% interest in Choice Hotels Canada, Inc. (CHC), a joint venture with a third party. During 2005, 2004 and 2003, the Company recorded $0.8 million, $0.7 million and $0.6 million, respectively, based on CHC s results for the twelve months ended November 30, 2005, 2004 and 2003 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 $0.7 million, $0.8 million and $0.4 million for the years ended December 31, 2005, 2004 and 2003, respectively. During 2005, 2004 and 2003, the Company recognized in the accompanying consolidated statements of income, revenues of $7.7 million, $7.1 million and $6.2 million, respectively, including royalty, marketing, reservation fees and other revenues from CHC.

12. Acquisition of Suburban Franchise Holding Company, Inc.

During 2005, the Company acquired 100% of the stock of Suburban Franchise Holding Company, Inc. (Suburban) (the Suburban Transaction) and its wholly owned subsidiary, Suburban Franchise Systems, Inc. The initial purchase price for Suburban was $12.8 million, which consisted of cash paid, net of cash acquired, of $7.3 million, liabilities assumed of $4.5 million and direct acquisition and exit costs totaling $1.0 million. Included in the purchase price was a working capital look-back adjustment escrow totaling $0.5 million, which is payable on March 28, 2006. The merger provides for contingent cash payments, of up to $5 million, to be made upon the satisfaction of the following conditions:

- $2.5 million payable if at any time prior to the 3rd anniversary of closing, at least 84 Suburban franchises are open or under construction and at least 79 are open on that date;

- An additional $2.5 million payable if at any time prior to the 3rd anniversary of closing, but in no event prior to the 2nd anniversary of closing, at least 100 Suburban franchises are open or under construction and at least 90 are open on that date;

Both contingent payments are subject to at least 51 of the existing Suburban franchises open at the acquisition date, remaining open when the contingent payment is otherwise earned.

No liabilities have been recorded related to the contingent cash payments. If the contingent consideration is earned, the purchase price of Suburban will be adjusted at that time. The results of operations for Suburban have been included in the Company s results of operations since September 28, 2005.

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CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The Company accounted for the Suburban Transaction in accordance with SFAS No. 141, Business Combinations . The Company allocated the purchase price based upon a preliminary assessment of the fair value of assets acquired and liabilities assumed as of September 28, 2005. The total purchase price was allocated based on a preliminary analysis by management of the respective fair values of the acquired assets and liabilities as follows:

	Estimated Fair Value
	($000)
Tangible assets	$ 431
Intangible assets	7,201
Goodwill	5,208
Total assets acquired	12,840
Liabilities assumed	(5,526)
Cash paid, net of cash acquired	$ 7,314

Suburban is the franchisor of Suburban Extended Stay Hotel, a 67-unit, 8,942 room (at the date of consolidation) lodging chain operating in the economy extended stay segment primarily in the southeastern United States. The acquisition of Suburban allowed the Company to enter, on an accelerated basis, the economy extended stay segment, a market in which it did not previously compete. The purchase price of Suburban was based on the projected business growth and cash flows of Suburban over the next several years and indicated a value that was in excess of the current net book value of the business, resulting in the recognition of various identifiable intangible assets and goodwill as follows:

	Estimated Fair Value	Estimated Useful Lives
	($000)	
Franchise Contracts	$ 6,187	10 years
Trademarks and Tradenames	1,014	Indefinite life
Goodwill	5,208	Indefinite life
	$ 12,409	

Goodwill and intangible assets are not deductible for tax purposes. The allocations of the purchase price are preliminary and subject to revision as analyses are finalized. The Company continues to gather information concerning the valuation of assets acquired and liabilities assumed (including the identified intangible assets and their associated lives). The pro forma results of operations as if Suburban had been combined at the beginning of 2004 and 2005, would not be materially different from the Company s reported results for those periods.

13. Pension, Profit Sharing, and Incentive Plans

The Company sponsors a 401(k) retirement plan for all eligible employees. For the years ended December 31, 2005, 2004 and 2003, the Company recorded compensation expense of $3.2 million, $2.8 million and $1.7 million, respectively, representing matching contributions for plan participants. In accordance with the plan, the Company will make its 2005 matching contribution with Company stock in the first quarter of 2006. The Company will purchase shares with a fair value equal to the Company s matching contribution and deposit the shares in the participant s accounts with the plan investment custodian. Effective January 1, 2006, the Company invoked the safe harbor matching contribution set forth in its 401(k) retirement plan. As a result, beginning with 2006 plan contributions, the Company will begin matching plan participant contributions in cash as bi-weekly deductions are made.

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CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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. The Company accounts for the SERP in accordance with SFAS No. 87, Employers Accounting for Pensions. For the years ended December 31, 2005, 2004 and 2003, the Company recorded $0.9 million, $0.7 million and $0.4 million, respectively, of expense related to the SERP which was included in selling, general and administrative expense in the accompanying consolidated statements of income. Based on the plan retirement age of 65 years old, no benefit payments are anticipated over the next five years and approximately $0.4 million are expected in the five years thereafter. The following table presents the components of net periodic benefit costs for the three years ended December 31, 2005.

	Years ended December 31,		
	2005	**2004**	**2003**
	(In thousands)		
Components of net periodic pension cost:			
Service cost	**$ 511**	$ 416	$ 259
Interest cost	**262**	205	139
Amortization			
Prior service cost	**58**	51	52
(Gain)/Loss	**37**	28	
Net periodic pension cost	**$ 868**	$ 700	$ 450
Weighted average assumptions:			
Discount rate	**6.00%**	6.25%	7.00%
Average compensation increase	**4.50%**	4.50%	4.50%

As of December 31, 2005 and 2004, a liability of $3.4 million and $2.4 million, respectively, related to the SERP was included in deferred compensation and retirement plan obligations in the accompanying consolidated balance sheets. The components of the benefit obligation are as follows:

	December 31,	
	2005	**2004**
	(In thousands)	
Projected benefit obligation	**$ 6,073**	$ 4,365
Unrecognized prior service cost	**(942)**	(1,000)
Unrecognized net (gain)/loss	**(2,068)**	(1,170)
Net amount recognized	**3,063**	2,195
Intangible asset	**362**	192

Accumulated benefit obligation	**$ 3,425**	$ 2,387

The following is a reconciliation of the changes in the projected benefit obligation for the years ended December 31, 2005 and 2004:

	December 31,	
	2005	**2004**
	(In thousands)	
Projected benefit obligation, beginning of year	**$ 4,365**	$ 3,283
Service cost	**511**	416
Interest cost	**262**	205
Amendments		121
Actuarial (gain)/loss	**935**	340
Projected benefit obligation, end of year	**$ 6,073**	$ 4,365

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CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The Company sponsors two non-qualified retirement savings and investment plans for certain employees and senior executives whose pre-tax deferrals are limited under the Company s 401(k) plan. 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 Emerging Issues Task Force (EITF) No. 97-14, Accounting for Deferred Compensation Arrangements Where Amounts Earned Are Held in a Rabbi Trust and Invested. Pursuant to EITF 97-14, as of December 31, 2005 and 2004, the Company had recorded a deferred compensation liability of $25.6 million and $19.0 million, respectively. The change in the deferred compensation obligation related to changes in the fair value of the diversified investments held in trust and to earnings credited to participants is recorded in compensation expense. The diversified investments held in the trusts were $23.3 million and $17.2 million as of December 31, 2005 and 2004, 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 115 as trading security income (loss) and is included in other income and expenses, net in the accompanying statements of income.

14. Income Taxes

Income before income taxes was derived from the following:

	Years ended December 31,		
	2005	**2004**	**2003**
		(In thousands)	
Income before income taxes:			
Domestic operations	**$ 123,769**	$ 109,424	$ 108,760
Foreign operations	**6,973**	5,100	3,647
Income before income taxes	**$ 130,742**	$ 114,524	$ 112,407

The provisions for income taxes were as follows:

	Years ended December 31,		
	2005	**2004**	**2003**
		(In thousands)	
Current tax expense			

Federal	**$ 54,770**	$ 52,334	$ 44,040
State	**5,476**	4,288	3,979
Foreign	**685**	(315)	758
Deferred tax (benefit) expense			
Federal	**(16,133)**	(15,308)	(7,306)
State	**(1,209)**	(794)	(942)
Foreign	**(412)**	(26)	15
Income taxes	**$ 43,177**	$ 40,179	$ 40,544

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CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Deferred tax assets (liabilities) were comprised of the following:

	December 31, 2005	December 31, 2004
	(In thousands)	
Depreciation and amortization	**$ (13,999)**	$ (12,543)
Prepaid expenses	**(2,882)**	(7,327)
Foreign Operations		(57)
Other	**(3,185)**	(2,871)
Gross deferred tax liabilities	**(20,066)**	(22,798)
Foreign operations	**358**	
Accrued expenses	**12,347**	9,277
Accrued compensation	**11,497**	7,338
Other	**1,769**	1,461
Gross deferred tax assets	**25,971**	18,076
Net deferred tax asset (liability)	**$ 5,905**	$ (4,722)

Included in the accompanying consolidated balance sheet as follows:

	December 31, 2005	December 31, 2004
	(In thousands)	
Current net deferred tax assets	**$ 2,616**	$ 2,252
Non-current net deferred tax assets (liabilities)	**3,289**	(6,974)
Net deferred tax asset (liability)	**$ 5,905**	$ (4,722)

No provision has been made for U.S. federal income taxes on approximately $9 million of accumulated and undistributed earnings of foreign subsidiaries at December 31, 2005 since these earnings are considered to be permanently invested in foreign operations.

On October 22, 2004, the American Jobs Creation Act of 2004 (AJCA) was signed into law. The AJCA included a temporary one-time incentive for United States multinational corporations to repatriate undistributed earnings of foreign subsidiaries by providing an 85 percent dividends received deduction for qualifying dividends from controlled foreign corporations, as defined in the AJCA, at an effective tax cost of 5.25 percent on any such repatriated foreign earnings. The Company elected to apply this provision to qualifying earnings repatriations in 2005. During the fourth quarter of 2005, the Company repatriated earnings totaling approximately $23.5 million, resulting in the recordation of additional income tax totaling approximately $1.2 million.

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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,		
	2005	**2004**	**2003**
	(In thousands, except Federal income tax rate)		
Federal income tax rate	**35%**	35%	35%
Federal taxes at statutory rate	**$ 45,760**	$ 40,083	$ 39,342
State income taxes, net of federal tax benefit	**2,436**	1,933	1,974
Foreign income taxed at different rates	**(1,932)**	(1,718)	(659)
Unrealized tax benefits	**199**	(144)	(617)
Other	**(3,286)**	25	504
Income tax expense	**$ 43,177**	$ 40,179	$ 40,544

We have estimated and accrued for certain tax assessments and the expected resolution of tax contingencies which arise in the course of our business. The ultimate outcome of these tax-related contingencies impact the determination of income tax expense and the timing and amount of related cash flows may not be resolved until several years after the related 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.

15. Other Non-Current Liabilities

Other non-current liabilities consist of the following at:

	December 31,	
	2005	**2004**
	(In thousands)	
Deferred revenue	**$ 1,662**	$ 1,614
Reservation fees collected in excess of expenditures	**3,607**	
Other liabilities and contingencies	**3,903**	15,818

Total	**$ 9,172**	$ 17,432

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

16. Capital Stock

The Company has stock compensation plans pursuant to which it is authorized to grant restricted stock and options to purchase stock for up to 18.9 million shares of the Company s common stock, of which 1.2 million shares remain available for grant as of December 31, 2005. Restricted stock and stock options may be granted to officers, key employees and non-employee directors.

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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,

	2005	2004	2003
Restricted Shares Granted	**265,589**	408,920	14,856
Weighted Average Grant Date Fair Value Per Share	**$ 31.97**	$ 19.50	$ 12.12
Aggregate Grant Date Fair Value ($000)	**$ 8,491**	$ 7,973	$ 180
Restricted Shares Forfeited	**29,150**	4,110	
Vesting Service Period of Shares Granted	**3-5 years**	3-5 years	3 years

The Company incurred compensation expense totaling $3.5 million, $2.5 million and $0.9 million related to the vesting of restricted stock during the years ended December 31, 2005, 2004 and 2003, respectively.

Stock Options.

A summary of the stock option activity under the Company s stock option plan is as follows as of December 31, 2005, 2004 and 2003:

	2005		2004		2003	
Options	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price
Outstanding at beginning of year	**5,440,414**	**$ 8.32**	6,591,480	$ 8.17	6,223,982	$ 7.52
Granted	**355,384**	**29.92**	20,000	20.75	1,373,934	10.26
Exercised	**(1,928,903)**	**7.37**	(1,114,214)	7.57	(925,044)	6.79
Cancelled	**(113,894)**	**9.98**	(56,852)	9.56	(81,392)	9.40
Outstanding at end of year	**3,753,001**	**$ 10.81**	5,440,414	$ 8.32	6,591,480	$ 8.17
Options exercisable at year end	**2,200,008**	**$ 7.95**	3,268,150	$ 7.25	3,346,258	$ 6.86

Weighted average fair value of options granted during the year (grant date price equals market)	**$ 10.11**	$ 7.00	$ 4.33

The following table summarizes information about stock options outstanding at December 31, 2005:

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Number Outstanding at 12/31/05	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number Exercisable at 12/31/05	Weighted Average Exercise Price
$ 4.51 to $ 6.50	803,676	2.4 years	$ 6.10	803,676	$ 6.10
$ 6.51 to $ 8.82	872,277	3.7 years	7.89	812,055	7.92
$ 8.83 to $15.00	1,701,664	6.5 years	10.43	580,277	10.46
$15.01 to $21.17	20,000	8.1 years	20.75	4,000	20.75
$21.18 to $30.00	355,384	9.1 years	29.92		
	3,753,001	5.3 years	$ 10.81	2,200,008	$ 7.95

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CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

SFAS No. 148, Accounting for Stock-Based Compensation Transition and Disclosures, requires companies to provide additional note disclosures about employee stock-based compensation plans based on a fair value method of accounting.

For purposes of the pro forma disclosure included in the stock-based compensation section of Note 1, compensation cost for the Company s stock option plan was determined based on the fair value at the grant dates for awards under those plans consistent with the method of SFAS No. 123.

The fair value of each option grant has been estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions used for grants in 2005, 2004 and 2003:

	2005	2004	2003
Risk-free interest rate	**3.70%**	3.03%	2.57%
Volatility	**36.07%**	37.97%	39.69%
Expected Lives	**6 years**	6 years	6 years
Dividend Yield	**1.50%**	1.93%	0%
Vesting Service Period	**5 years**	5 years	4-5 years
Contractual Life	**10 years**	10 years	5-10 years

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. Through December 31, 2005, the Company had repurchased 33.6 million shares of its common stock (including 33.0 million prior to the 2 for 1 stock split effected in October 2005) at a total cost of $712 million, including 1.1 million shares of common stock (including 0.5 million prior to the 2 for 1 stock split effected in October 2005) at a total cost of $49.2 million during the year ended December 31, 2005.

17. Comprehensive Income

The components of accumulated other comprehensive income are as follows:

December 31,

	2005	2004	2003
		(In thousands)	
Unrealized gains (losses) on available-for-sale securities	**$**	$ 123	$ (18)
Foreign currency translation adjustments	**703**	1,054	866
Deferred gain on hedging activity	**156**	223	290
Total accumulated other comprehensive income	**$ 859**	$ 1,400	$ 1,138

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CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The components of other comprehensive income are as follows:

	Amount Before Taxes	Income Tax (Expense)/Benefit	Amount Net of Taxes
2005			
Net unrealized loss	**$ (40)**	**$ 15**	**$ (25)**
Reclassification adjustment for gains included in net income	**(98)**		**(98)**
Foreign currency translation adjustment, net	**(351)**		**(351)**
Amortization of deferred gain on hedge	**(110)**	**43**	**(67)**
Total other comprehensive income	**$ (599)**	**$ 58**	**$ (541)**
2004			
Net unrealized gains	$ 225	$ (84)	$ 141
Foreign currency translation adjustment, net	188		188
Amortization of deferred gain on hedge	(110)	43	(67)
Total other comprehensive income	$ 303	$ (41)	$ 262
2003			
Net unrealized gains	$ 99	$ (37)	$ 62
Foreign currency translation adjustment, net	1,101		1,101
Amortization of deferred gain on hedge	(110)	43	(67)
Total other comprehensive income	$ 1,090	$ 6	$ 1,096

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 133, the unamortized gain was reclassified in 2001 to other comprehensive income and is being amortized over the original life of the related debt through 2008 as a reduction of interest expense. In each of 2005, 2004 and 2003, the Company recorded approximately $67,000, net of taxes, of amortization related to this deferred gain.

18. 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,		
	2005	**2004**	**2003**
	(In millions, except per share amounts)		
Computation of Basic Earnings Per Share:			
Net income	**$ 87.6**	$ 74.3	$ 71.9
Weighted average shares outstanding-basic	**64.4**	66.4	71.4
Basic earnings per share	**$ 1.36**	$ 1.12	$ 1.01
Computation of Diluted Earnings Per Share:			
Net income for diluted earnings per share	**$ 87.6**	$ 74.3	$ 71.9
Weighted average shares outstanding-basic	**64.4**	66.4	71.4
Effect of Dilutive Securities:			
Stock options and restricted stock	**1.9**	2.6	1.9
Weighted average shares outstanding-diluted	**66.3**	69.0	73.3
Diluted earnings per share	**$ 1.32**	$ 1.08	$ 0.98

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CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The effect of dilutive securities is computed using the treasury stock method and average market prices during the period.

19. Leases

The Company enters into operating leases primarily for office space and computer equipment. Rental expense under non-cancelable operating leases was approximately $8.0 million, $12.6 million and $15.2 million for the years ended December 31, 2005, 2004 and 2003, respectively. The Company received sublease rental income related to computer equipment leased to franchisees totaling $4.1 million, $8.8 million and $10.2 million during the years ended December 31, 2005, 2004 and 2003, respectively. Future minimum lease payments are as follows:

	2006	2007	2008	2009	2010	Thereafter	Total
				(In thousands)			
Minimum lease payments	$ 5,055	$ 3,990	$ 3,956	$ 4,016	$ 4,110	$ 10,082	$ 31,209
Minimum sublease rentals	(1,330)	(241)	(229)	(236)	(60)		(2,096)
	$ 3,725	$ 3,749	$ 3,727	$ 3,780	$ 4,050	$ 10,082	$ 29,113

20. 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, partner 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.

Year Ended December 31, 2005

	Franchising	Corporate & Other	Elimination Adjustments	Consolidated
	(In thousands)			
Revenues	**$ 473,106**	**$ 4,293**		**$ 477,399**
Operating income (loss)	**185,525**	**(41,775)**		**143,750**
Depreciation and amortization	**9,595**	**7,085**	**(7,629)**	**9,051**
Capital expenditures	**8,973**	**2,531**		**11,504**
Total assets	**190,517**	**74,583**		**265,100**

	Year Ended December 31, 2004			
	Franchising	Corporate & Other	Elimination Adjustments	Consolidated
	(In thousands)			
Revenues	$ 424,479	$ 3,729		$ 428,208
Operating income (loss)	161,564	(36,581)		124,983
Depreciation and amortization	11,429	7,576	(9,058)	9,947
Capital expenditures	5,376	1,483		6,859
Total assets	187,710	75,642		263,352

CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	Year Ended December 31, 2003			
	Franchising	Corporate & Other	Elimination Adjustments	Consolidated
	(In thousands)			
Revenues	$ 382,301	$ 3,565		$ 385,866
Operating income (loss)	150,490	(36,544)		113,946
Depreciation and amortization	14,671	8,631	(12,077)	11,225
Capital expenditures	7,342	1,138		8,480
Total assets	195,106	72,166		267,272

Long-lived assets related to international operations were $6.9 million, $9.2 million and $9.9 million as of December 31, 2005, 2004 and 2003, respectively. All other long-lived assets of the Company are associated with domestic activities.

21. 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 general counsel to the Company, the ultimate outcome of such litigation will not have a material adverse effect on the Company s business, financial position, results of operations or cash flows.

In March 2006, the Company guaranteed $1 million of a bank loan funding a franchisee s construction of a Cambria Suites in Green Bay, Wisconsin. The guaranty expires at the earliest of 48 months from the date on which construction begins or June 30, 2010.

In the ordinary course of business, the Company enters into numerous agreements that contain standard guarantees and indemnities whereby the Company indemnifies another party for breaches of representations and warranties. Such guarantees or 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) other operating agreements. The guarantees or indemnifications issued are 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, and (v) underwriters in debt or equity security issuances. In addition, these parties are also indemnified against any third party claim resulting from the transaction that is contemplated in the underlying agreement. While some of these guarantees 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 guarantees, nor is the Company able to develop an estimate of the maximum potential amount of future payments to be made under these guarantees as the triggering events are not subject to predictability. With respect to certain of the aforementioned guarantees, 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 any potential payments to be made.

22. 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 have an approximate fair value at December 31, 2005 and 2004 of $104.0 million and $109.0 million, respectively, based on quoted market prices.

CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

23. Related Party Transactions

During 2005 and 2003, the Company repurchased 0.1 million shares and 1.0 million shares of its common stock at a total cost of $6.0 million and $24.8 million, respectively from the Company s largest shareholder, affiliates and related parties. No shares were repurchased from related parties during 2004.

During 2004, the Company recognized stock compensation expense of approximately $0.3 million resulting from acceleration of vesting of stock options and restricted stock held by a retiring board member who is a member of the family of the Company s largest shareholder.

The Company paid approximately $315,409 to and received approximately $166,954 from corporations owned or controlled by family members of the Company s largest shareholder related to the lease of personal and real property during 2005. During 2004, the Company paid approximately $187,028 and received approximately $121,040. During 2003, the Company paid approximately $298,385 and received approximately $121,040.

24. Impact of Recently Issued Accounting Standards

In December 2004, the FASB issued SFAS No. 123 (Revised 2004), Share-Based Payment (SFAS No. 123R). SFAS No. 123R requires that the 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, 2003, the Company adopted the fair value recognition provisions of SFAS No. 123, Accounting for Stock-Based Compensation, for all employee awards granted, modified, or settled after January 1, 2003. SFAS No. 123R will require the Company to apply fair value recognition provisions to all unvested equity awards as of the first annual reporting period starting after June 15, 2005, which is the Company s first quarter beginning January 1, 2006.

The Company believes the pro forma disclosures in Note 1 under the sub heading Stock Based Compensation provide an appropriate short-term indicator of the level of expense that will be recognized in accordance with SFAS No. 123R. However, the total expense recorded in future periods will depend on several variables, including the number of share-based awards that vest and the fair value of those vested awards.

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CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

25. Selected Quarterly Financial Data (Unaudited)

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	2005
	(In thousands, except per share data)				
Revenues	**$ 91,168**	**$ 122,295**	**$ 141,951**	**$ 121,985**	**$ 477,399**
Operating income	**$ 22,299**	**$ 37,417**	**$ 47,787**	**$ 36,247**	**$ 143,750**
Income before income taxes	**$ 18,893**	**$ 34,157**	**$ 45,157**	**$ 32,535**	**$ 130,742**
Net income	**$ 11,999**	**$ 21,548**	**$ 32,466**	**$ 21,552**	**$ 87,565**
Per basic share:					
Net income	**$ 0.19**	**$ 0.33**	**$ 0.50**	**$ 0.33**	**$ 1.36**
Per diluted share:					
Net income	**$ 0.18**	**$ 0.32**	**$ 0.48**	**$ 0.32**	**$ 1.32**

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	2004
	(In thousands, except per share data)				
Revenues	$ 87,167	$ 107,018	$ 127,350	$ 106,673	$ 428,208
Operating income	$ 18,899	$ 32,130	$ 42,488	$ 31,466	$ 124,983
Income before income taxes	$ 16,849	$ 29,498	$ 38,971	$ 29,206	$ 114,524
Net income	$ 10,594	$ 18,503	$ 24,916	$ 20,332	$ 74,345
Per basic share:					
Net income	$ 0.15	$ 0.28	$ 0.38	$ 0.31	$ 1.12
Per diluted share:					
Net income	$ 0.15	$ 0.27	$ 0.36	$ 0.30	$ 1.08

Quarterly revenues reported in the table above have been reclassified from prior quarter Form 10-Q filings to reflect the reclassification of certain marketing and reservation fund revenues. The reclassification of revenues had no effect on reported operating income, income before income taxes, net income or earnings per share.

The matters which effect the comparability of our quarterly results include seasonality, the reversal of reserves for income tax contingencies in the third and fourth quarter of 2005 and 2004, tax provisions for the repatriation of foreign earnings in the third quarter of 2005 and the loss on extinguishment of debt in the third quarter 2004.

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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, 2005.

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, 2005. 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, 2005.

Management s assessment of the effectiveness of the Company s internal control over financial reporting as of December 31, 2005 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.

PART III

Item 10. Directors and Executive Officers of the Registrant.

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.

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Code of Ethics

The Company has adopted a Code of Ethics that applies to its Chief Executive Officer, Chief Financial Officer and Controller. A copy of the Code of Ethics is included hereto as Exhibit 14.01.

The Code of Ethics is available free of charge through our internet website located at *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 Compensation of the Chief Executive Officer 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 information will be set forth under Security Ownership of Certain Beneficial Owners and Executive Officers 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.

Item 13. Certain Relationships and Related Transactions.

The required information will be set forth under Certain Relationships and Related Transactions and Board of Directors Compensation Committee Interlocks and Insider Participation 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 Fiscal 2005 Audit Firm Fee Summary and Audit Committee Matters 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 and Reports on Form 8-K.

(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 on Form 10-K.

2. Financial Statement Schedules

The following are filed as an exhibit to this Annual Report on Form 10-K.

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.

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3. Exhibits

Exhibit Number	Description
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(c)	Senior Unsecured Revolving Credit Facility agreement dated July 9, 2004 among Choice Hotels International, Inc., Wachovia Bank, National Association, as agents for the Lenders
4.02(g)	Registration Agreement dated April 28, 1998 between Choice Hotels International, Inc. and Salomon Brothers, Inc., Bear Stearns & Co. Inc. and Lehman Brothers Inc.
4.03(g)	Indenture dated as of May 4, 1998, by and among Choice Hotels International, Inc., Quality Hotels Europe, Inc., QH Europe Partnership and Marine Midland Bank, as Trustee, with respect to the 7.125% Senior Notes due 2008
4.04(g)	Specimen certificate of 7.125% Senior Note due 2008 (Original Note) (Attached as an exhibit to the Indenture set forth as Exhibit 4.03)
4.05(g)	Specimen certificate of 7.125% Senior Note due 2008 (Exchange Note) (Attached as an exhibit to the Indenture set forth as Exhibit 4.03)
4.06*	Agreement to furnish certain debt agreements
4.07(f)	Master Lender Accession agreement dated April 29, 2005 among Choice Hotels International, Inc., Wachovia Bank, National Association, as Administrative Agent for the Lenders
10.01(o)	Second Amended and Restated Employment Agreement between Choice Hotels International, Inc. and Charles A. Ledsinger, Jr. dated December 20, 2005
10.02(p)	Amended and Restated Chairman s Service Agreement dated May 4, 2004 by and between Choice Hotels International, Inc. and Stewart Bainum, Jr.
10.03(d)	Amended and Restated Employment Agreement dated April 13, 1999 by and between Choice Hotels International, Inc. and Thomas Mirgon
10.04(e)	Choice Hotels International, Inc. Non-Employee Director Stock Option and Deferred Compensation Stock Purchase Plan
10.05(e)	Choice Hotels International, Inc. 1997 Non-Employee Director Stock Compensation Plan
10.06(l)	Choice Hotels International, Inc. 1997 Long-Term Incentive Plan
10.07(h)	Second Amended and Restated Employment Agreement dated April 13, 1999 between Choice Hotels International, Inc. and Michael J. DeSantis
10.08(i)	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(k)	Employment Agreement dated June 3, 1999 between Choice Hotels International, Inc. and Joseph M. Squeri
10.10(m)	Employment Agreement dated May 3, 2000 between Choice Hotels International, Inc. and Daniel Rothfeld
10.11(m)	Employment Agreement dated August 18, 2000 between Choice Hotels International, Inc. and Wayne Wielgus
10.12(n)	Amended and Restated Supplemental Executive Retirement Plan
10.13(b)	Choice Hotels International, Inc. Executive Deferred Compensation Plan
13.01*	Valuation and Qualifying Accounts
14.01(j)	Code of Ethics

Exhibit Number	Description
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 Annual Report on Form 10-K for the year ended December 31, 2002, filed March 31, 2003.

(c) 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, 2004 filed on August 6, 2004.

(d) 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.

(e) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc. s Registration Statement filed on Form S-8, filed on December 2, 1997 (Reg. No. 333-41357).

(f) 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 quarterly period ended March 31, 2005, filed on May 10, 2005.

(g) 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 quarterly period ended March 31, 1998, filed on May 15, 1998.

(h) 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 11, 1998.

(i) 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.

(j) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc. s Annual Report on 10-K for the year ended December 31, 2003, filed March 15, 2004.

(k) 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.

(l) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc. s Registration Statement on Form S-8, filed September 30, 1997 (Reg. No. 333-36819).

(m) 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, 2000, filed November 14, 2000.

(n) 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, 2000, filed April 2, 2001.

(o) Incorporated by reference to the identical document filed as an exhibit to Choice Hotels International, Inc. s Current Report on Form 8-K dated December 20, 2005, filed on December 22, 2005.

(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, 2004, filed on March 16, 2005.

(b) Reports on Form 8-K

The Company filed a report on Form 8-K, dated December 20, 2005, reporting that the Company had entered into a Second Amended and Restated Employment Agreement with Charles A. Ledsinger, Jr., the Company s President and Chief Executive Officer.

The Company filed a report on Form 8-K, dated October 27, 2005, reporting that a press release had been issued reporting the Company s earnings for the quarter ended September 30, 2005.

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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/ CHARLES A. LEDSINGER, JR.

Charles A. Ledsinger, Jr.

President and Chief Executive Officer

Dated: March 13, 2006

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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.

Signature	Title	Date
/s/ STEWART BAINUM, JR. **Stewart Bainum, Jr.**	Chairman, Director	March 14, 2006
/s/ CHARLES A. LEDSINGER, JR. **Charles A. Ledsinger, Jr.**	President, Chief Executive Officer & Director	March 13, 2006
Lawrence R. Levitan	Director	
/s/ RAYMOND E. SCHULTZ **Raymond E. Schultz**	Director	March15 2006
/s/ ERVIN R. SHAMES **Ervin R. Shames**	Director	March 16, 2006
/s/ JOHN T. SCHWIETERS **John T. Schwieters**	Director	March 14, 2006
/s/ FIONA P. DIAS **Fiona P. Dias**	Director	March 12, 2006
/s/ GORDON SMITH **Gordon Smith**	Director	March 15, 2006
/s/ JOSEPH M. SQUERI **Joseph M. Squeri**	Executive Vice President, Operations and Chief Financial Officer	March 13, 2006
/s/ DAVID L. WHITE **David L. White**	Vice President, Finance & Controller	March 14, 2006