

HOST HOTELS & RESORTS L.P.

Form 10-K

February 24, 2011

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**Form 10-K**

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

**For the year ended December 31, 2010**

**OR**

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

**Commission File Number: 001-14625 (Host Hotels & Resorts, Inc.)**

**0-25087 (Host Hotels & Resorts, L.P.)**

**HOST HOTELS & RESORTS, INC.**

**HOST HOTELS & RESORTS, L.P.**

(Exact Name of Registrant as Specified in Its Charter)

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Maryland (Host Hotels & Resorts, Inc.)

53-0085950

Delaware (Host Hotels & Resorts, L.P.)

52-2095412

(State or Other Jurisdiction of

(I.R.S. Employer

Incorporation or Organization)

Identification No.)

6903 Rockledge Drive, Suite 1500

Bethesda, Maryland

20817

(Address of Principal Executive Offices)

(Zip Code)

(240) 744-1000

(Registrant's Telephone Number, Including Area Code)

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

	Title of Each Class	Name of Each Exchange on Which Registered
Host Hotels & Resorts, Inc.	Common Stock, \$.01 par value (680,428,399 shares outstanding as of February 18, 2011)	New York Stock Exchange
Host Hotels & Resorts, L.P.	None	None

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

Host Hotels & Resorts, Inc.	None
Host Hotels & Resorts, L.P.	Units of limited partnership interest (676,522,234 units outstanding as of February 18, 2011)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Host Hotels & Resorts, Inc.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
Host Hotels & Resorts, L.P.	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Host Hotels & Resorts, Inc.	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
Host Hotels & Resorts, L.P.	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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.

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Host Hotels & Resorts, Inc. Yes  No   
Host Hotels & Resorts, L.P. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Host Hotels & Resorts, Inc. Yes  No   
Host Hotels & Resorts, L.P. Yes  No

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

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

Host Hotels & Resorts, Inc.

Large accelerated filer  Accelerated filer

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

Host Hotels & Resorts, L.P.

Large accelerated filer  Accelerated filer

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Host Hotels & Resorts, Inc. Yes  No

Host Hotels & Resorts, L.P. Yes  No

The aggregate market value of common shares held by non-affiliates of Host Hotels & Resorts, Inc. (based on the closing sale price on the New York Stock Exchange) on June 18, 2010 was \$9,759,138,299.

**Documents Incorporated by Reference**

Portions of Host Hotels & Resorts, Inc.'s definitive proxy statement to be filed with the Securities and Exchange Commission and delivered to stockholders in connection with its annual meeting of stockholders to be held on May 12, 2011 are incorporated by reference into Part III of this Form 10-K.

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**EXPLANATORY NOTE**

This report combines the annual reports on Form 10-K for the fiscal year ended December 31, 2010 of Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Unless stated otherwise or the context otherwise requires, references to Host Inc. mean Host Hotels & Resorts, Inc., a Maryland corporation and references to Host L.P. mean Host Hotels & Resorts, L.P., a Delaware limited partnership, and its consolidated subsidiaries. We use the terms we or our or the company to refer to Host Inc. and Host L.P. together, unless the context indicates otherwise. We use the term Host Inc. to specifically refer to Host Hotels & Resorts, Inc. and the term Host L.P. to specifically refer to Host Hotels & Resorts, L.P. (and its consolidated subsidiaries) in cases where it is important to distinguish between Host Inc. and Host L.P.

Host Inc. operates as a self-managed and self-administered real estate investment trust, or REIT. Host Inc. owns properties and conducts operations through Host L.P., of which Host Inc. is the sole general partner and in which it holds approximately 98.4% of the partnership interests ( OP units ). The remaining approximate 1.6% partnership interests are owned by various unaffiliated limited partners. As the sole general partner of Host L.P., Host Inc. has the exclusive and complete responsibility for Host L.P.'s day-to-day management and control.

We believe combining the annual reports on Form 10-K of Host Inc. and Host L.P. into this single report will result in the following benefits:

enhancing investors' understanding of Host Inc. and Host L.P. by enabling investors to view the business as a whole in the same manner as management views and operates the business;

eliminating duplicative disclosure and providing a more streamlined presentation, since a substantial portion of our disclosure applies to both Host Inc. and Host L.P.; and

creating time and cost efficiencies through the preparation of one combined report instead of two separate reports.

Management operates Host Inc. and Host L.P. as one enterprise. The management of Host Inc. consists of the same members who direct the management of Host L.P. The executive officers of Host Inc. are appointed by Host Inc.'s board of directors, but are employed by Host L.P. Host L.P. employs everyone who works for Host Inc. or Host L.P. As general partner with control of Host L.P., Host Inc. consolidates Host L.P. for financial reporting purposes, and Host Inc. does not have significant assets other than its investment in Host L.P. Therefore, the assets and liabilities of Host Inc. and Host L.P. are the same on their respective financial statements.

There are a few differences between Host Inc. and Host L.P., which are reflected in the disclosure in this report. We believe it is important to understand the differences between Host Inc. and Host L.P. in the context of how Host Inc. and Host L.P. operate as an interrelated consolidated company. Host Inc. is a REIT whose only material asset is its ownership of partnership interests of Host L.P. As a result, Host Inc. does not conduct business itself, other than acting as the sole general partner of Host L.P., and issuing public equity from time to time, the proceeds from which are contributed to Host L.P. in exchange for OP units. Host Inc. itself does not issue any indebtedness and does not guarantee the debt or obligations of Host L.P. Host L.P. holds substantially all of our assets and holds the ownership interests in our joint ventures. Host L.P. conducts the operations of the business and is structured as a partnership with no publicly traded equity. Except for net proceeds from public equity issuances by Host Inc., Host L.P. generates the capital required by our business through Host L.P.'s operations, by Host L.P.'s direct or indirect incurrence of indebtedness, through the issuance of OP units or through the sale of equity interests of its subsidiaries.

The substantive difference between Host Inc.'s and Host L.P.'s filings is the fact that Host Inc. is a REIT with public stock, while Host L.P. is a partnership with no publicly traded equity. In the financial statements, this difference is primarily reflected in the equity (or partners' capital for Host L.P.) section of the consolidated balance sheets and in the consolidated statements of equity (or partners' capital) and comprehensive income (loss). Apart from the different equity treatment, the financial statements of Host Inc. and Host L.P. are nearly identical, with the major difference being that the net income allocated to the outside owners of Host L.P., who, in aggregate, hold

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1.6% of the partnership units, is deducted from net income of Host Inc. in order to arrive at net income attributable to common stockholders. This amount is included in net income attributable to common unitholders for Host L.P. Also, earnings per share will generally be slightly less than the earnings per OP unit as, subsequent to the 2009 common stock election dividend, each Host Inc. common share is the equivalent of .97895 OP units (instead of 1 OP unit). This stock dividend caused an approximate 2% difference in earnings per share when compared to earnings per OP unit beginning in 2010.

To help investors understand the differences between Host Inc. and Host L.P., this report presents the following separate sections or portions of sections for each of Host Inc. and Host L.P.:

Part II Item 5 - Market for Registrant's Common Stock, Related Stockholder Matters and Issuer Purchases of Equity Securities for Host Inc. / Market for Registrant's Common Units, Related Unitholder Matters and Issuer Purchases of Equity Securities for Host L.P.;

Part II Item 6 - Selected Financial Data;

Part II Item 7 - Management's Discussion and Analysis of Financial Condition and Results of Operations will be combined, except for a separate discussion of any material differences in the liquidity and capital resources between Host Inc. and Host L.P.

Part II Item 7A - Quantitative and Qualitative Disclosures about Market Risk will be combined, except for separate discussions of any material differences between Host Inc. and Host L.P.

Part II Item 8 - Consolidated Financial Statements and Supplementary Data. While the financial statements themselves are presented separately, the notes to the financial statements are generally combined, except for the following notes:

Equity of Host Inc. / Capital of Host L.P. will be combined, except for separate discussions of differences between equity of Host Inc. and capital of Host L.P.; and

Supplemental Guarantor and Non-Guarantor Information for Host L.P.

This report also includes separate Item 9A. Controls and Procedures sections and separate Exhibit 31 and 32 certifications for each of Host Inc. and Host L.P. in order to establish that the Chief Executive Officer and the Chief Financial Officer of Host Inc. and the Chief Executive Officer and the Chief Financial Officer of Host Inc. as the general partner of Host L.P. have made the requisite certifications and that Host Inc. and Host L.P. are compliant with Rule 13a-15 or Rule 15d-15 of the Securities Exchange Act of 1934 and 18 U.S.C. §1350.

The separate discussions of Host Inc. and Host L.P. in this report should be read in conjunction with each other to understand the results of the company on a consolidated basis and how management operates the company.

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Our disclosure and analysis in this 2010 Form 10-K and in Host Inc.'s 2010 Annual Report to stockholders contain some forward-looking statements that set forth anticipated results based on management's plans and assumptions. From time to time, we also provide forward-looking statements in other materials we release to the public. Such statements give our current expectations or forecasts of future events; they do not relate strictly to historical or current facts. We have tried, wherever possible, to identify each such statement by using words such as "anticipate," "estimate," "expect," "project," "intend," "plan," "believe," "will," "target," "forecast" and similar expressions in connection with any discussion of or financial performance. In particular, these forward-looking statements include those relating to future actions, future acquisitions or dispositions, future capital expenditure plans, future performance or results of current and anticipated expenses, interest rates, foreign exchange rates or the outcome of contingencies, such as legal proceedings.

We cannot guarantee that any future results discussed in any forward-looking statements will be realized, although we believe that we have been prudent in our plans and assumptions. Achievement of future results is subject to risks, uncertainties and potentially inaccurate assumptions, including those discussed in Item 1A "Risk Factors." Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could differ materially from past results and those results anticipated, estimated or projected. You should bear this in mind as you consider forward-looking statements.

We undertake no obligation to publicly update forward-looking statements, whether as a result of new information, future events or otherwise. You are advised, however, to consult any further disclosures we make or related subjects in our reports on Form 10-Q and Form 8-K that we file with the Securities and Exchange Commission ("SEC"). Also note that, in our risk factors, we provide a cautionary discussion of risks, uncertainties and possibly inaccurate assumptions relevant to our business. These are factors that, individually or in the aggregate, we believe could cause our actual results to differ materially from past results and those results anticipated, estimated or projected. We note these factors for investors as permitted by the Private Securities Litigation Reform Act of 1995. It is not possible to predict or identify all such risk factors. Consequently, you should not consider the risk factor discussion to be a complete discussion of all of the potential risks or uncertainties that could affect our business.

**Item 1. Business****Consolidated Portfolio**

As of February 18, 2011, we have 120 hotels in our portfolio, primarily consisting of luxury and upper upscale hotels containing approximately 63,000 rooms as detailed below:

	Hotels	Rooms
United States (1)	104	58,706
Brazil	1	245
Canada	4	1,643
Chile	2	518
Mexico	1	312
New Zealand	7	1,207
United Kingdom	1	266
Total	120	62,897

(1) Includes properties in 25 states and Washington, D.C.

**Table of Contents****European Joint Venture**

We own a 32.1% interest in a European joint venture that owns 11 luxury and upper upscale hotels containing 3,510 rooms. The hotels owned by the European joint venture are located in the following countries:

	Hotels	Rooms
Italy	3	1,053
Spain	2	950
Belgium	3	537
United Kingdom	1	350
Poland	1	350
The Netherlands	1	270
<b>Total</b>	<b>11</b>	<b>3,510</b>

We are the general partner of the European joint venture and act as the asset manager for these hotels, as well as an additional 440 room property in Paris, France in exchange for a fee.

**Asian Joint Venture**

We also own a 25% interest in an Asian joint venture that is in the process of acquiring a 36% interest in a joint venture that is developing seven properties totaling approximately 1,750 rooms in India. The Indian joint venture agreement is contingent upon receiving certain approvals from the government of India, which are expected to be completed early in 2011. The properties will be managed by Accor under the Pullman, Novotel and ibis brands and we anticipate that we will act as asset manager for these hotels and other Asian joint venture investments. The first hotel, the ibis Bangalore, is expected to open in the second quarter of 2011.

**Other Real Estate Investments**

Our other real estate investments represent less than 1% of our overall assets and less than 5% of our overall revenues. We lease 53 Courtyard by Marriott select-service hotels from Hospitality Properties Trust ( HPT ) that are located in 24 states in the United States. We have given notice that we intend to terminate these leases on December 31, 2012. Additionally, we own 64 million (\$87 million) face amount of the two most junior tranches of a mortgage note receivable secured by six hotels in Europe, and have non-controlling interests in three partnerships that own a total of one hotel and a golf course.

**Where to Find Additional Information**

The address of our principal executive office is 6903 Rockledge Drive, Suite 1500, Bethesda, Maryland, 20817. Our phone number is 240-744-1000. We maintain an internet website at: [www.hosthotels.com](http://www.hosthotels.com). Through our website, we make available free of charge as soon as reasonably practicable after they are electronically filed with, or furnished to, the SEC, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act ).

Our website also is a key source of important information about us. We routinely post to the Investor Relations section of our website important information about our business, our operating results and our financial condition and prospects, including, for example, information about material acquisitions and dispositions, our earnings releases and certain supplemental financial information related or complimentary thereto. The website also has a Governance page in the Investor Relations section that includes, among other things, copies of our By-laws, our Code of Business Conduct and Ethics and Conflicts of Interest Policy for our directors, our Code of Business Conduct and Ethics Policy for employees, our Corporate Governance Guidelines and the charters for each standing committee of Host Inc.'s Board of Directors, which currently are the Audit Committee, the Compensation Policy Committee and the Nominating and Corporate Governance Committee. Copies of these charters and policies, Host Inc.'s By-laws and Host L.P.'s partnership agreement are also available in print to stockholders and unitholders upon request to Host Hotels & Resorts, Inc., 6903 Rockledge Drive, Suite 1500, Bethesda, Maryland 20817, Attn: Secretary. Please note that the information contained on our website is not incorporated by reference in, or considered to be a part of, any document, unless expressly incorporated by reference therein.





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The discussion of our Business and Properties should be read in conjunction with the accompanying consolidated financial statements and notes thereto contained in Part II Item 8 of this report.

### **The Lodging Industry**

The lodging industry in the United States consists of private and public entities that operate in an extremely diversified market under a variety of brand names. The lodging industry has several key participants:

Owners own the hotel and typically enter into an agreement for an independent third party to manage the hotel. These properties may be branded and operated under the manager's brand or branded under a franchise agreement and operated by the franchisee or by an independent hotel manager. The properties also may be operated as an independent hotel (unaffiliated with any brand) by an independent hotel manager. We operate as an owner of lodging properties.

Owner/Managers own the hotel and operate the property with their own management team. These properties may be branded under a franchise agreement, operated as an independent hotel (unaffiliated with any brand) or operated under the owner's brand. We are restricted from operating and managing hotels under applicable REIT rules.

Franchisors own a brand or brands and strive to grow their revenues by expanding the number of hotels in their franchise system. Franchisors provide their branded hotels with brand recognition, marketing support and centralized reservation systems.

Franchisor/Managers own a brand or brands and also operate hotels on behalf of the hotel owner or franchisee.

Manager operate hotels on behalf of the hotel owner, but do not, themselves, own a brand. The hotels may be operated under a franchise agreement or as an independent hotel unaffiliated with any brand.

The hotel manager is responsible for the day-to-day operation of the hotels, including the employment of hotel staff, the determination of room rates, the development of sales and marketing plans, the preparation of operating and capital expenditure budgets and the preparation of financial reports for the owner. They typically receive fees based on the revenues and profitability of the hotel.

Our industry is influenced by the cyclical relationship between the supply of and demand for hotel rooms. Lodging demand growth typically is related to the vitality of the overall economy in addition to local market factors that stimulate travel to specific destinations. In particular, economic indicators such as GDP growth, business investment and employment growth are some of the primary drivers of lodging demand. Between 2003 and 2007, broad growth in the economy led to increases in demand. However, the global recession that began in the second half of 2008 and lasted throughout much of 2009 resulted in a considerable decline in both consumer and business spending. In addition to the overall weak GDP performance, high unemployment and low business investment, several other factors, including the uncertainty in the credit markets, weakness in the housing market, and volatile energy and commodity prices contributed to an extremely negative demand environment. As a result, during 2009 the lodging industry experienced its largest year-over-year decline in demand on record. During 2010, economic indicators began to improve due to strengthening GDP and business investment, although these improvements have been tempered by continued high-unemployment. While lodging demand has not recovered fully from the steep declines experienced in 2008 and 2009, it has recovered significantly, led by transient demand from business and leisure travelers. While there is still uncertainty in the strength of the current economic recovery, particularly as unemployment remains high, we believe that lodging demand will continue to grow in 2011 as the economy continues to recover.

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Lodging supply growth is generally driven by overall lodging demand, as extended periods of strong demand growth tend to encourage new development. However, the rate of supply growth also is influenced by a number of additional factors, including the availability of capital, interest rates, construction costs and unique market considerations. The relatively long lead-time required to complete the development of hotels makes supply growth relatively easier to forecast than demand growth, but increases the volatility of the cyclical behavior of the lodging industry. As illustrated in the charts below, at different points in the cycle, demand and supply may increase or decrease in a dissimilar manner such that demand may increase when there is no new supply or supply may grow when demand is declining. Beginning in the second half of 2008, the stress in the credit markets made financing for new hotel construction extremely difficult to obtain. This, coupled with the decline in lodging demand during 2008 and 2009 due to the global economic recession, caused a significant reduction in new hotel construction starts. As a result, supply growth was relatively low in 2010, and we expect growth to be well below historical averages through 2012, which is consistent with analysis prepared by Smith Travel Research (STR).

Revenue per available room ( RevPAR ) is an operational measure commonly used in the hotel industry to evaluate hotel performance. RevPAR represents the product of the average daily room rate charged and the average daily occupancy achieved, but excludes other revenue generated by a hotel property, such as food and beverage, parking and other guest service revenues.

The charts below detail the historical supply, demand and RevPAR growth for the U.S. lodging industry and for the upper upscale segment for 2007 to 2010 and forecast data for 2011. Historical industry trends have indicated that hotels in the upper upscale segment have generally outperformed the lodging industry in terms of RevPAR growth over time. Our portfolio primarily consists of upper upscale hotels and, accordingly, its performance is best understood in comparison to the upper upscale segment rather than the entire industry.

### ***U.S. Lodging Industry Supply, Demand and RevPAR Growth***

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### *U.S. upper upscale Supply, Demand and RevPAR Growth*

#### **Business Strategy**

Our primary long-term business objective is to provide superior total returns to our equity holders through a combination of appreciation in asset values, growth in earnings and dividend distributions. To achieve this objective, we seek to:

Acquire properties in urban and resort/conference destinations that are operated by leading management companies. These investments primarily will be located in gateway cities with significant appeal to multiple customer segments. While we will continue to focus on luxury and upper upscale hotel properties in our target markets, we intend to expand our investments to include midscale and upscale properties, particularly in international markets;

Strategically invest in major repositioning and return on investment ( ROI ) projects in order to maximize the inherent value in our portfolio;

Drive operating results at our properties through aggressive asset management;

Maintain a strong balance sheet with a low leverage level and balanced debt maturities in order to minimize the cost of capital and to maximize our financial flexibility in order to take advantage of opportunities throughout the lodging business cycle;

Expand our global portfolio holdings and revenue sources through joint ventures or direct acquisitions that diversify our investments; and

Dispose of non-core assets, including hotels that are at a competitive risk or that are located in suburban or slower-growth markets. **Acquisitions.** Our acquisition strategy focuses on acquiring hotel properties domestically and internationally at attractive yields that exceed our cost of capital. Domestically, our core acquisition strategy will continue to focus on upper upscale and luxury hotel properties located in the central business districts of key gateway cities with high barriers to entry as, historically, these properties have demonstrated higher RevPAR growth. In addition, we also are

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evaluating opportunities to develop upscale and midscale hotels in similar locations in order to leverage our growth strategy. In the European market, our acquisition targets will continue to be concentrated in the upper upscale and luxury segments. In the fast-growing emerging markets, primarily Asia-Pacific and South America (particularly Brazil), in addition to acquiring upper upscale properties, we also will pursue the acquisition or development of midscale and upscale hotels, as we believe the limited supply of quality lodging products in these markets creates an opportunity for solid returns on this type of investment.

We look for opportunities to take advantage of the lodging cycle's effect on property valuations in order to maximize the potential to achieve returns in excess of our cost of capital and to diversify our risk. We believe that we are currently in the early stages of a growth period in the lodging cycle which began in the first half of 2010, and we will continue to seek to opportunistically acquire high-quality lodging properties consistent with our investment strategy.

**Repositioning, Return on Investment Projects and Value Enhancement Projects.** We pursue opportunities to enhance asset value by completing select capital improvements outside the scope of typical renewal and replacement capital expenditures. In a typical year, these investments may represent 50% or more of our capital expenditures.

**Repositioning and Acquisition Investments.** We strive to optimally position our properties within their respective markets in order to maximize their earnings potential. To that end, we will complete major capital projects that may reposition the property within their competitive set. These projects include, for example, significant renovations of guest rooms, lobbies or food and beverage platforms and expanding ballroom, spa or conference facilities. These projects are designed to take advantage of changing market conditions and the favorable location of our properties to enhance customer satisfaction and increase profitability. Similarly, in conjunction with the acquisition of a property, we often will have a capital improvement plan in place that we consider in the overall evaluation of the investment that we believe will enhance the profitability of the hotel.

**Return on Investment Projects.** We also will complete various projects at our properties that are intended to improve the operating performance of the property. These projects are often smaller, more targeted projects that focus on specific areas, such as adding/renovating spa, restaurant, or meeting space or that are designed to enhance energy efficiency. In certain instances, these ROI projects have coincided with the timing of regular maintenance cycles, where we have used the opportunity to significantly improve and upgrade the hotel. We also consider the environmental and social impacts of our business operations when planning our capital projects. Working closely with our managers, our design and construction and asset management teams invest in the most energy efficient and sustainable technologies whenever feasible. Examples are: tri-generation plants; laundry waste water recycling systems; EPA ENERGY STAR® qualified appliances and electronics; EPA WaterSense® labeled plumbing fixtures; energy efficient lighting; sustainable construction practices; and materials made from recycled content. We also fund our management companies' sustainability initiatives and encourage the achievement of LEED® and other green or state level certifications at our hotels.

**Value enhancement projects.** We seek opportunities to enhance the value of our portfolio by identifying and executing strategies that maximize the highest and best use of all aspects of our properties, such as the development of timeshare or condominium units on excess land, or the acquisition of air rights or developer entitlements that add value to our portfolio or enhance the value in the event that we sell the property.

**Asset Management.** As Host Inc. is the largest REIT owner of luxury and upper upscale properties in the U.S., we are in a unique position to work with the managers of our hotels in order to maximize revenues, while minimizing operating costs. The size and composition of our portfolio and our affiliation with most of the leading operators and brands in the industry allow us to benchmark similar hotels and identify best practices and identify efficiencies that can be implemented at our properties. Areas of focus include enhancing revenue management for rooms, food and beverage and other services, reducing operating costs and identifying operating efficiencies, all of which improve the long-term profitability of the hotel.

Another key component of our asset management strategy focuses on maintaining our high standards for product quality in order to maintain and enhance our competitiveness in the marketplace. We work closely with our managers to ensure that renewal and replacement expenditures are spent efficiently in order to maximize the

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profitability of the hotel. Typically, room refurbishments occur at intervals of approximately seven years, but the timing may vary based on the type of property and equipment being replaced. These refurbishments generally are divided into the following types: soft goods, case goods and infrastructure. Soft goods include items such as carpeting, bed spreads, curtains and wall vinyl and may require more frequent updates in order to maintain brand quality standards. Case goods include items such as dressers, desks, couches, restaurant and meeting room chairs and tables and are generally not replaced as frequently. Infrastructure includes the physical plant of the hotel, including the roof, elevators, façade and fire systems, which are regularly maintained and then replaced at the end of their useful lives.

**Capital structure and liquidity profile.** As a REIT, Host Inc. is required to distribute 90% of its taxable income (other than net capital gain) to its stockholders, and, as a result, generally must rely on external sources of capital to finance growth. We use a variety of debt and equity instruments in order to fund our external growth, including senior notes and mortgage debt, exchangeable debentures, common and preferred stock offerings, issuances of Host L.P. partnership units and joint ventures/limited partnerships to best take advantage of the prevailing market conditions. While we may issue debt at any time in order to take advantage of favorable market conditions, management believes it is prudent, over time, to continue to lower our leverage level, as we believe lower overall leverage will reduce our cost of capital and earnings volatility and provide us with the necessary flexibility to take advantage of opportunities throughout the lodging cycle, which we consider a key competitive advantage. In the near-term, as acquisition opportunities become available, we may look to fund the majority of our investments with proceeds from equity offerings. Also, later in the lodging cycle, we may look to sell assets at opportunistic pricing levels and use the proceeds to further pay down debt or otherwise reinvest the proceeds.

We also look to structure our debt profile to allow us to access different forms of financing, primarily senior notes and exchangeable debentures, as well as mortgage debt. Generally, this means we will look to minimize the number of assets that are encumbered by mortgage debt, minimize near-term maturities and maintain a balanced maturity schedule.

**Joint Ventures.** We expect to continue to utilize joint ventures to finance external growth. We believe joint ventures provide a significant means to access external capital and spread the inherent risk of hotel ownership. Our primary focus for joint ventures is in international markets, such as in Europe and Asia, which will help to diversify exposure to market risk. We may also explore joint venture opportunities in North America and Latin America.

**Dispositions.** Our disposition strategy focuses on properties where we believe the potential for growth is constrained or on properties with significant capital expenditure requirements where we do not believe we would generate a significant return on the investment. Primarily, these properties are located in secondary and tertiary markets, as opposed to our target markets of urban and resort locations. However, we also may dispose of core assets when we have the opportunity to capitalize on value enhancement strategies and apply the proceeds to other business objectives. Proceeds from dispositions are deployed to repay debt, fund acquisitions and/or fund ROI/repositioning projects.

## **Corporate Responsibility**

Host's sustainability strategy integrates fiscal responsibility with environmental and social responsibility. Our continuing objective is to reduce overall carbon emissions, energy consumption, water use and waste generation in our hotels. We seek to achieve results through capital investments, including the implementation of state-of-the-art technologies, innovative systems, and encouraging our managers to adopt sustainable operational procedures. Our sustainability corporate practices address property design and renovation with coordinated efforts by our operators and our own internal development, design and construction teams. We also support the achievement of LEED® Existing Building, Green Seal, and other recognized green certifications at our hotels.

## **Operating Structure**

Host Inc. operates through an umbrella partnership REIT structure in which substantially all of its properties and assets are held by Host L.P., of which Host Inc. is the sole general partner and holds approximately 98.4% of the outstanding OP units. As a result of the stock dividend issued by Host Inc. in December 2009, which affected the conversion ratio of OP units to Host Inc. common stock, each OP unit owned by holders other than Host Inc. is

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redeemable, at the option of the holder, for an amount of cash equal to the market value of one share of Host Inc. common stock multiplied by a factor of 1.021494 (as opposed to a conversion factor of 1 share/unit that existed prior to the stock dividend). Host Inc. has the right, however, to acquire any OP unit offered for redemption directly from the holder in exchange for 1.021494 shares of Host Inc. common stock, instead of Host L.P. redeeming such OP unit for cash. Additionally, for every share of common stock issued by Host Inc., Host L.P. will issue .97895 OP units to Host Inc. As of December 31, 2010, there were 675.6 million outstanding common shares of Host Inc. and Host Inc. owned 661.4 million units of Host L.P. Additionally, non-controlling partners held 10.5 million OP units, which were convertible into 10.7 million Host Inc. common shares. Assuming that all non-controlling interests were converted into common shares, there would have been 686.3 million common shares of Host Inc. outstanding at December 31, 2010. When distinguishing between Host Inc. and Host L.P., the primary difference is the approximately 1.6% of OP units not held by Host Inc. as of February 18, 2011. See Management's Discussion and Analysis and Results of Operations Liquidity and Capital Resources Distribution/Dividend Policy .

Our operating structure is as follows:

Because Host Inc. is a REIT, certain tax laws limit the amount of non-qualifying income that Host Inc. can earn, including income derived directly from the operation of hotels. As a result, we lease substantially all of our consolidated properties to certain of our subsidiaries designated as taxable REIT subsidiaries ( TRS ) for federal income tax purposes or to third party lessees. Our TRS are subject to income tax and are therefore not limited as to the amount of non-qualifying income they can generate. The lessees and our TRS enter into agreements with third parties to manage the operations of the hotels. Our TRS also may own assets engaging in other activities that produce non-qualifying income, such as the development of timeshare or condominium units, subject to certain restrictions. The difference between the hotels' net operating cash flow and the aggregate rents paid to Host L.P. is retained by our TRS as taxable income. Accordingly, the net effect of the TRS leases is that, while, as a REIT, Host Inc. is generally exempt from federal income tax to the extent that it meets specific distribution requirements, among other REIT requirements, a portion of the net operating cash flow from our properties is subject to federal, state and, if applicable, foreign income tax.

**Table of Contents****Our Hotel Properties**

**Overview.** We have 120 hotels in our portfolio, primarily consisting of luxury and upper upscale properties. These hotels are generally located in the central business districts of major cities, near airports and resort/conference destinations that, because of their locations, typically benefit from barriers to entry for new supply. These properties typically include meeting and banquet facilities, a variety of restaurants and lounges, swimming pools, exercise facilities and/or spas, gift shops and parking facilities, the combination of which enable them to serve business, leisure and group travelers. Forty-four of our hotels, representing approximately 65% of our revenues, have in excess of 500 rooms. The average age of our properties is 28 years, although substantially all of the properties have benefited from significant renovations or major additions, as well as regularly scheduled renewal and replacement and other capital improvements.

The following chart details our hotel portfolio by brand as of February 18, 2011:

<b>Brand</b>	<b>Number of Hotels</b>	<b>Rooms</b>	<b>Percentage of Revenues<sup>(1)</sup></b>
Marriott	67	38,311	58%
Ritz-Carlton	8	3,025	8
Starwood:			
Sheraton	7	5,585	9
Westin	12	6,126	9
W	3	1,379	3
Le Méridien	1	266	
St. Regis	1	232	1
The Luxury Collection	1	139	
Hyatt	6	3,856	7
Fairmont	1	450	1
Four Seasons	2	608	1
Hilton/Embassy Suites	2	678	1
Swissôtel	1	661	1
Delta	1	374	1
Accor			
ibis	3	455	
Novotel	4	752	
	120	62,897	100%

(1) Percentage of revenues is based on 2010 revenues. No individual property contributed more than 7% of total revenues in 2010.



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**Hotel Properties.** The following table sets forth the location and number of rooms of our 120 hotels as of February 18, 2011:

<b>Location</b>	<b>Rooms</b>
<b>Arizona</b>	
Scottsdale Marriott Suites Old Town	243
Scottsdale Marriott at McDowell Mountains	270
The Ritz-Carlton, Phoenix	281
The Westin Kierland Resort & Spa	732
<b>California</b>	
Coronado Island Marriott Resort (1)	300
Costa Mesa Marriott	253
JW Marriott Desert Springs Resort & Spa	884
Hyatt Regency San Francisco, Burlingame	789
Manhattan Beach Marriott (1)	385
Marina del Rey Marriott (1)	370
Newport Beach Marriott Hotel & Spa	532
Newport Beach Marriott Bayview	254
San Diego Marriott Hotel & Marina (1)	1,360
San Diego Marriott Mission Valley	350
San Francisco Airport Marriott	685
San Francisco Marriott Fisherman's Wharf	285
San Francisco Marriott Marquis (1)	1,499
San Ramon Marriott (1)	368
Santa Clara Marriott (1)	759
Sheraton San Diego Hotel & Marina (1)	1,053
The Ritz-Carlton, Marina del Rey (1)	304
The Ritz-Carlton, San Francisco	336
The Westin Los Angeles Airport (1)	740
The Westin Mission Hills Resort & Spa	512
The Westin South Coast Plaza (2)	390
<b>Colorado</b>	
Denver Marriott Tech Center Hotel	628
Denver Marriott West (1)	305
The Westin Denver Downtown	430
<b>Connecticut</b>	
Hartford Marriott Rocky Hill (1)	251
<b>Florida</b>	
Tampa Airport Marriott (1)	296
Harbor Beach Marriott Resort & Spa (1)(3)	650
Hilton Singer Island Oceanfront Resort	223
Miami Marriott Biscayne Bay (1)	600
Orlando World Center Marriott Resort & Convention Center	2,000
Tampa Marriott Waterside Hotel & Marina	719
The Ritz-Carlton, Amelia Island	444
The Ritz-Carlton, Naples	450
The Ritz-Carlton Golf Resort, Naples	295
<b>Georgia</b>	
Atlanta Marriott Marquis	1,663
Atlanta Marriott Suites Midtown (1)	254
Atlanta Marriott Perimeter Center	400
<b>Location</b>	
<b>Georgia (cont.)</b>	
Four Seasons Hotel Atlanta	244
Grand Hyatt Atlanta in Buckhead	439
JW Marriott Hotel Buckhead Atlanta	371
The Ritz-Carlton, Buckhead	517

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The Westin Buckhead Atlanta	365
<b>Hawaii</b>	
Hyatt Regency Maui Resort & Spa on	
Kaanapali Beach	806
The Fairmont Kea Lani Maui	450
<b>Illinois</b>	
Chicago Marriott Suites Downers Grove	254
Chicago Downtown Courtyard River North	337
Chicago Marriott O Hare	681
Chicago Marriott Suites O Hare	256
Embassy Suites Chicago-Downtown/Lakefront	455
Swissôtel Chicago	661
The Westin Chicago River North	424
<b>Indiana</b>	
Sheraton Indianapolis Hotel & Suites (1)	560
South Bend Marriott	298
The Westin Indianapolis	573
<b>Louisiana</b>	
New Orleans Marriott	1,329
<b>Maryland</b>	
Gaithersburg Marriott Washingtonian Center	284
<b>Massachusetts</b>	
Boston Marriott Copley Place (1)	1,145
Hyatt Regency Cambridge	470
Sheraton Boston Hotel	1,220
Sheraton Needham Hotel	247
The Westin Waltham-Boston	346
<b>Minnesota</b>	
Minneapolis Marriott City Center (1)	583
<b>Missouri</b>	
Kansas City Airport Marriott (1)	384
<b>New Hampshire</b>	
Courtyard Nashua	245
<b>New Jersey</b>	
Newark Liberty International Airport Marriott (1)	591
Park Ridge Marriott (1)	289
Sheraton Parsippany Hotel	370
<b>New York</b>	
New York Marriott Downtown	497
New York Marriott Marquis Times Square (4)	1,949
Sheraton New York Hotel & Towers	1,756
W New York	685

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<b>Location</b>	<b>Rooms</b>
<b>New York (cont.)</b>	
W New York Union Square (3)	270
<b>North Carolina</b>	
Greensboro-Highpoint Marriott Airport (1)	299
<b>Ohio</b>	
Dayton Marriott	399
The Westin Cincinnati (1)	456
<b>Oregon</b>	
Portland Marriott Downtown Waterfront	503
<b>Pennsylvania</b>	
Four Seasons Hotel Philadelphia	364
Philadelphia Airport Marriott (1)	419
Philadelphia Marriott Downtown (3)	1,408
<b>Tennessee</b>	
Memphis Marriott Downtown	600
<b>Texas</b>	
Dallas/Addison Marriott Quorum by the Galleria	547
Houston Airport Marriott (1)	565
Houston Marriott at the Texas Medical Center (1)	386
JW Marriott Hotel Houston Galleria	515
San Antonio Marriott Rivercenter (1)	1,001
San Antonio Marriott Riverwalk (1)	512
St. Regis Hotel, Houston	232
<b>Virginia</b>	
Hyatt Regency Reston	518
Key Bridge Marriott (1)	582
Arlington Pentagon City Residence Inn	299
The Ritz-Carlton, Tysons Corner (1)	398
Washington Dulles Airport Marriott (1)	368
Westfields Marriott Washington Dulles	336
<b>Washington</b>	
Seattle Airport Marriott	459
<b>Location</b>	<b>Rooms</b>
<b>Washington (cont.)</b>	
The Westin Seattle	891
W Seattle	424
<b>Washington, D.C.</b>	
Hyatt Regency Washington on Capitol Hill	834
JW Marriott Washington DC	772
Marriott at Metro Center	459
The Westin Georgetown, Washington, D.C.	267
<b>Brazil</b>	
JW Marriott Rio de Janeiro	245
<b>Canada</b>	
Calgary Marriott	384
Delta Meadowvale Resort & Conference Centre	374
Toronto Marriott Airport (3)	424
Toronto Marriott Downtown Eaton Centre (1)	461
<b>Chile</b>	
San Cristobal Tower, Santiago	139
Sheraton Santiago Hotel & Convention Center	379
<b>Mexico</b>	
JW Marriott Hotel Mexico City (3)	312
<b>New Zealand</b>	
Novotel Auckland Ellerslie	147
ibis Ellerslie	100
Novotel Wellington	139

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ibis Wellington	200
Novotel Queenstown Lakeside	273
Novotel Christchurch Cathedral Square	193
ibis Christchurch	155
<b>United Kingdom</b>	
Le Méridien Piccadilly (2)	266
<b>Total</b>	<b>62,897</b>

- (1) The land on which this hotel is built is leased from a third party under one or more long-term lease agreements.
- (2) The land, building and improvements are leased from a third party under a long-term lease agreement.
- (3) This property is not wholly owned.
- (4) This property is subject to a ground lease under which we have the option to purchase the land for an incremental payment of \$19.9 million through 2017.

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### **Competition**

The lodging industry is highly competitive. Competition is often specific to individual markets and is based on a number of factors, including location, brand, guest facilities and amenities, level of service, room rates and the quality of accommodations. The lodging industry is generally viewed as consisting of six different segments, each of which caters to a discrete set of customer tastes and needs: luxury, upper upscale, upscale, midscale (with and without food and beverage service) and economy. The classification of a property is based on lodging industry standards, which take into consideration many factors such as guest facilities and amenities, level of service and quality of accommodations. Most of our hotels operate in urban and resort markets either as luxury properties, under such brand names as Ritz-Carlton<sup>®</sup>, Fairmont<sup>®</sup>, Four Seasons<sup>®</sup>, The Luxury Collection<sup>®</sup>, St. Regis<sup>®</sup> and W<sup>®</sup>, or as upper upscale properties, under such brand names as Marriott<sup>®</sup>, Hyatt<sup>®</sup>, Westin<sup>®</sup>, Hilton<sup>®</sup>, Sheraton<sup>®</sup>, Le Méridien<sup>®</sup>, Swissôtel<sup>®</sup> and Delta<sup>®</sup>.<sup>(1)</sup> Our Asian joint venture recently signed a joint venture agreement with Accor S.A. and InterGlobe Enterprises Limited to develop seven properties in India that will be managed by Accor under the Pullman<sup>®</sup>, Novotel<sup>®</sup> and ibis<sup>®</sup> brands. While our hotels primarily compete with other hotels in the luxury and upper upscale segments, they also may compete with hotels in other lower-tier segments.

We believe our properties enjoy competitive advantages associated with the hotel brands under which they operate. The international marketing programs and reservation systems of these brands, combined with the strong management systems and expertise they provide, should enable our properties to perform favorably in terms of both occupancy and room rates. In addition, repeat guest business is enhanced by guest reward or guest recognition programs offered by most of these brands. Nevertheless, many management contracts for our hotels do not prohibit our managers from converting, franchising or developing other hotel properties in our markets. As a result, our hotels in a given market often compete with other hotels that our managers may own, invest in, manage or franchise.

We also compete with other REITs and other public and private investors for the acquisition of new properties and investment opportunities, both domestically and internationally, as we attempt to position our portfolio to take best advantage of changes in markets and travel patterns of our customers.

### **Seasonality**

Our hotel sales traditionally have experienced moderate seasonality, which varies based on the individual hotel property and the region. Additionally, hotel revenues for our domestic Marriott-managed hotels typically reflect approximately 16 weeks of results in the fourth quarter compared to approximately 12 weeks for each of the first three quarters of the fiscal year. For our non-Marriott managed hotels, the first quarter includes two months of operations, the second and third quarters include three months of operations and the fourth quarter includes four months of operations. See Management's Discussion and Analysis of Financial Condition and Results of Operations Reporting Periods for more information on our fiscal calendar. Hotel sales have historically averaged approximately 20%, 26%, 22% and 32% for the first, second, third and fourth quarters, respectively.

- (1) This annual report contains registered trademarks that are the exclusive property of their respective owners, which are companies other than us. None of the owners of these trademarks, their affiliates or any of their respective officers, directors, agents or employees, has or will have any responsibility or liability for any information contained in this annual report.

**Table of Contents****Other Real Estate Investments**

**European Joint Venture.** We currently own a 32.1% general and limited partnership interest in the European joint venture with APG Strategic Real Estate Pool NV, a Dutch Pension Fund, and Jasmine Hotels Pte Ltd, an affiliate of the real estate investment company of the Government of Singapore Investment Corporation Pte Ltd ( "GIC RE"). The initial term of the European joint venture is ten years (ending in 2016), subject to two one-year extensions with partner approval. Due to the ownership structure of the European joint venture and the non-Host limited partners unilateral rights to cause the dissolution and liquidation thereof at any time, the joint venture is not consolidated in our financial statements. We also act as the asset manager for the hotels owned by the European joint venture, as well as one hotel in Paris, France, in exchange for a fee. As of February 18, 2011, the European joint venture owns the following hotels:

Hotel	City	Country	Rooms/Units
Hotel Arts Barcelona	Barcelona	Spain	483
The Westin Palace, Madrid	Madrid	Spain	467
The Westin Palace, Milan	Milan	Italy	228
The Westin Europa & Regina	Venice	Italy	185
Sheraton Roma Hotel & Conference Center	Rome	Italy	640
Sheraton Skyline Hotel & Conference Centre	Hayes	United Kingdom	350
Sheraton Warsaw Hotel & Towers	Warsaw	Poland	350
Renaissance Brussels Hotel	Brussels	Belgium	262
Brussels Marriott Hotel	Brussels	Belgium	218
Marriott Executive Apartments	Brussels	Belgium	57
Crowne Plaza Hotel Amsterdam City Centre	Amsterdam	The Netherlands	270
Total rooms			3,510

**Asian Joint Venture.** We currently own a 25% interest in a joint venture in Asia with RECO Hotels JV Private Limited, an affiliate of GIC RE. The Asian joint venture is structured as a Singapore Corporation and will explore investment opportunities in various markets throughout Asia, including China, Japan, India, Vietnam and Australia. The initial term of the Asian joint venture is a period of seven years (ending in 2015). Due to the ownership structure of the Asian joint venture, and our partner's rights to cause the dissolution and liquidation thereof at any time, it is not consolidated in our financial statements. On July 20, 2010, the Asian joint venture reached a joint venture agreement with Accor S.A. and InterGlobe Enterprises Limited (the "India joint venture") to develop seven properties totaling approximately 1,750 rooms for a total cost of approximately \$325 million in three major cities in India: Bangalore, Chennai and Delhi. The Asian joint venture will invest approximately \$50 million to acquire approximately 36% of the interest in the India joint venture. The Indian joint venture agreement is contingent upon receiving certain approvals from the government of India, which are expected to be completed early in 2011. The properties will be managed by Accor under the Pullman, Novotel and ibis brands. Development of the properties is underway, and the ibis Bangalore is expected to open in the second quarter of 2011.

**Other Investments.** In addition to the joint ventures described above, we have the following real estate investments:

On April 13, 2010, we acquired, at a discount, the two most junior tranches of a \$427 million (\$581 million) mortgage loan that is secured by six hotels located in Europe, with a face value of \$64 million (\$87 million).

We own a leasehold interest in 53 Courtyard by Marriott properties which were sold to HPT and leased back to us in 1995. In conjunction with our conversion to a REIT, in 1999 we entered into a sublease with respect to these properties with a third party on similar terms, with initial terms expiring in 2012. We terminated the subleases effective July 6, 2010 and subsequently act as the owner under the management agreements.

We own a 49% limited partner interest in Tiburon Golf Ventures, L.P., which owns the golf club surrounding The Ritz-Carlton Golf Resort, Naples.



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For additional detail of our other real estate investments, including a summary of the outstanding debt balances of our affiliates, see Management's Discussion and Analysis of Financial Condition and Results of Operations Investments in Affiliates and Note 3 Investments in Affiliates and Note 7 Leases in the accompanying consolidated financial statements.

### **Foreign Operations**

Excluding hotels owned by our European joint venture, as of December 31, 2010, we own one property in Brazil, four in Canada, one in the United Kingdom, one in Mexico and two in Chile, which collectively contain approximately 3,000 rooms. Approximately 4% of our revenues were attributed to the operations of these properties in 2010 and 3% in each of 2009 and 2008. Additionally, subsequent to year end, we acquired seven hotels in New Zealand. See Note 16 Geographic and Business Segment Information for information related to our operations and information regarding geographic areas.

### **Environmental and Regulatory Matters**

Under various federal, state and local environmental laws, ordinances and regulations, a current or previous owner or operator of real property may be liable for the costs of removal or remediation of hazardous or toxic substances. These laws may impose liability whether or not the owner or operator knew of, or was responsible for, the presence of such hazardous or toxic substances. In addition, certain environmental laws and common law principles could be used to impose liability for release of asbestos-containing materials, and third parties may seek recovery from owners or operators of real properties for personal injury associated with exposure to released asbestos-containing materials. Environmental laws also may impose restrictions on the manner in which property may be used or businesses may be operated, and these restrictions may require corrective or other expenditures. In connection with our current or prior ownership or operation of hotels, we may be potentially liable for various environmental costs or liabilities. Although we are currently not aware of any material environmental claims pending or threatened against us, we can offer no assurance that a material environmental claim will not be asserted against us in the future.

### **Operational Agreements**

All of our hotels are managed by third parties pursuant to management agreements or operating and license agreements (See Operating Structure ). As of December 31, 2010, 25 of our hotels are operated by Starwood or other managers pursuant to operating and license agreements, while our remaining hotels are operated pursuant to management agreements, the provisions of which are described in more detail below. Under these agreements, the managers or operators generally have sole responsibility and exclusive authority for all activities necessary for the day-to-day operation of the hotels, including establishing all room rates, processing reservations, procuring inventories, supplies and services, providing periodic inspection and consultation visits to the hotels by the managers' technical and operational experts and promoting and publicizing the hotels. The manager or operator provides all managerial and other employees for the hotels, reviews the operation and maintenance of the hotels, prepares reports, budgets and projections, and provides other administrative and accounting support services to the hotels. These support services include planning and policy services, financial planning, divisional financial services, product planning and development, employee staffing and training, corporate executive management and certain in-house legal services. For the majority of our properties, we have approval rights over the budget, capital expenditures and other matters.

**Management Agreements.** Our management agreements, which include the agreements for our hotels managed by Marriott, typically include the terms described below:

*Term and fees for operational services.* The initial term of our management agreements generally is 15 to 20 years, with one or more renewal terms at the option of the manager. The manager receives compensation in the form of a base management fee, which is calculated as a percentage (typically 2-3%) of annual gross revenues, and an incentive management fee, which is typically calculated as a percentage (generally 10-20%) of operating profit after the owner has received a priority return on its investment in the hotel.



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*Chain services.* Managers are required to provide chain services that are generally furnished on a centralized basis. Such services include: (1) the development and operation of certain computer systems and reservation services, (2) regional management and administrative services, regional marketing and sales services, regional training services, manpower development and relocation of regional personnel, and (3) such additional central or regional services as may from time to time be more efficiently performed on a regional or group basis rather than on an individual hotel basis. Costs and expenses incurred in providing these services are generally allocated among all hotels managed by the manager or its affiliates that benefit from these services.

*Working capital and fixed asset supplies.* We are required to maintain working capital for each hotel and to fund the cost of certain fixed asset supplies (for example, linen, china, glassware, silver and uniforms). We also are responsible for providing funds to meet the cash needs for hotel operations if at any time the funds available from hotel operations are insufficient to meet the financial requirements of the hotels.

*Furniture, fixtures and equipment replacements.* We are required to provide the managers with all necessary furniture, fixtures and equipment for the operation of the hotels (including funding any required furniture, fixtures and equipment replacements). On an annual basis, the manager will prepare a list of furniture, fixtures and equipment to be acquired and certain routine repairs and maintenance to be performed in the next year and an estimate of the funds that are necessary, which is subject to our review and approval. For purposes of funding the furniture, fixtures and equipment replacements, a specified percentage (typically 5%) of the gross revenues of the hotel is deposited by the manager into an escrow account in our name, to which the manager has access. However, for 62 of our hotels, we have entered into an agreement with Marriott International, Inc. to allow us to fund such expenditures directly as incurred from one account that we control, subject to maintaining a minimum balance of the greater of \$35.8 million, or 30% of total annual specified contributions, rather than escrowing funds into accounts at each hotel.

*Building alterations, improvements and renewals.* The managers are required to prepare an annual estimate of the expenditures necessary for major repairs, alterations, improvements, renewals and replacements to the structural, mechanical, electrical, heating, ventilating, air conditioning, plumbing and elevators of each hotel, which we review and approve based on their recommendations and our judgment. In addition to the foregoing, the manager may propose such changes, alterations and improvements to the hotel as are required, in the manager's reasonable judgment, to keep the hotel in a competitive, efficient and economical operating condition, consistent with the manager's brand standards. We generally have approval authority over such changes, alterations and improvements.

*Service marks.* During the term of the management agreements, the brand name, service mark, symbols and logos used by the manager may be used in the operation of the hotel. Any right to use the brand name, service marks, logos and symbols and related trademarks at a hotel will terminate with respect to that hotel upon termination of the applicable management or franchise agreement.

*Sale of the hotel.* We are generally limited in our ability to sell, lease or otherwise transfer the hotels by requiring that the transferee assume the related management agreements and meet specified other conditions, including the condition that the transferee not be a competitor of the manager.

*Termination on sale.* While most of our management agreements are not terminable prior to their full term, we have negotiated termination rights with respect to 18 specified Marriott-branded hotels in connection with the sale of these hotels subject to certain limitations, including the number of agreements that can be terminated per year, limitations measured by EBITDA and limitations requiring that a significant part of such hotels maintain the Marriott brand affiliation. The described termination rights may be exercised without payment of a termination fee, except for one of the specified hotels, wherein a termination fee is required if it does not maintain the Marriott brand affiliation.

*Performance termination.* We generally have termination rights in the case of a manager's prolonged failure to meet certain financial performance criteria, usually a set return on the owners' investment. We



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have agreed in the past, and may agree in the future, to waive certain of these termination rights in exchange for consideration from the hotel manager, which consideration could take the form of cash compensation or amendments to the management agreement. Similarly, the majority of our management agreements condition the manager's right to renew pre-determined extension terms to the satisfaction of certain financial performance criteria.

**Operating and License Agreements.** Our operating and license agreements with Starwood (the operator with which we have the vast majority of these agreements) typically include the terms described below:

*Term and fees for operational services.* The initial term of our operating agreements is 20 years, with two renewal terms of 10 years each at the option of the operator. The operator receives compensation in the form of a base fee of 1% of annual gross operating revenues and an incentive fee of 20% of annual gross operating profit, after the owner has received a priority return of 10.75% on its purchase price and other investments in the hotels.

*License services.* The license agreements address matters relating to the subject brand, including rights to use service marks, logos, symbols and trademarks, such as those associated with Westin®, Sheraton® and W®, as well as matters relating to compliance with certain standards and policies and (including through other agreements in the case of certain hotels) the provision of certain system program and centralized services. The license agreements have an initial term of 20 years each, with two renewal terms of 10 years each at the option of the licensor. Licensors receive compensation in the form of license fees of 5% of gross operating revenue attributable to room sales and 2% of gross operating revenue attributable to food and beverage sales.

*Programs and services.* The licensor or operator provides certain system programs and services to all or substantially all of our Starwood hotels by brand in a licensed area. Such services include participation in reservation services and the marketing program, as well as the Starwood Preferred Guest Program. In addition to these services, under the operating agreements, centralized operating services are furnished to hotels by brand on a system basis. Costs and expenses incurred in providing such system programs and services and centralized operating services under the license and operating agreements or other agreements are fairly allocated among all hotels in the applicable brand operated or licensed by Starwood or its affiliates.

*Working capital and fixed asset supplies.* We are required to maintain working capital funds for each hotel in order to fund the cost of certain fixed asset supplies and to meet the ongoing cash needs for hotel operations if at any time the funds available from hotel operations are insufficient to meet the financial requirements of the hotels. For 18 of our hotels, the working capital accounts which would otherwise be maintained by Starwood operators for each of such hotels are maintained on a pooled basis, with operators being authorized to make withdrawals from such pooled account as otherwise contemplated with respect to working capital in accordance with the provisions of the operating agreements.

*Furniture, fixtures and equipment replacements.* We are required to provide all necessary furniture, fixtures and equipment for the operation of the hotels (including funding for any required furniture, fixtures and equipment replacements). To fund these items each month, the operator transfers into a reserve fund account an amount equal to 5% of the gross operating revenue of a hotel for the previous month. For 17 of our hotels, the periodic reserve fund contributions, which would otherwise be deposited into reserve fund accounts maintained by operators for each hotel, are distributed to us, and we are responsible for providing funding of expenditures which would otherwise be funded from the reserve funds for each of the subject hotels as such expenditures become necessary. In addition to routine capital expenditures, the reserve funds for the hotels also may be used for building capital improvements. Any approved reserve funding in excess of amounts available in the pooled reserve funds is funded by us and results in appropriate increases of owner's investment and owner's priority amounts. For 17 hotels, the amount of any such additional reserve funding will be allocated to each of such hotels on a pro rata basis, determined with reference to the net operating income of each hotel and the total net operating income of all hotels for the most recent operating year. Any such additional reserve funding will result in corresponding increases in the owner's investment and owner's priority amounts with respect to each of such hotels.

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*Building alterations, improvements and renewals.* The operators are required to prepare an annual operating plan that includes an estimate of the expenditures necessary for maintenance, repairs, alterations, improvements, renewals and replacements to the structural, mechanical, electrical, heating, ventilating, air conditioning, plumbing and elevators of each hotel, which plan and proposed expenditures we review and approve based on the operator's recommendations and our judgment.

*Territorial.* The operating agreements provide area restrictions for a period of either five or 10 years, which limit the operator and its affiliates from owning, operating or licensing a hotel of the same brand in the area. The area restrictions vary with each hotel, from city blocks in urban areas to up to a 10-mile radius from the hotel in other areas.

*Sale of the hotel/other.* We are limited in our ability to sell, lease or otherwise transfer the hotels under the license agreements. Generally, the agreements require that the transferee assume the related operating agreement and meet specified other conditions, including the condition that the transferee not be a competitor of the licensor. The operating agreements provide for termination rights beginning in 2016 in the case of the operator's failure to meet certain financial performance criteria. Generally, such rights arise in the event that the operator fails, for two consecutive years, to generate operating profit equal to or greater than a specified percentage of the owner's investment in the hotel, and the RevPAR performance of the hotel falls below that of other competitive hotels in the market during such two-year period.

*Termination on sale.* As of December 31, 2010, we have termination rights relating to the operating agreements on ten specified hotels upon the sale of those hotels. Such termination rights are currently active with respect to one such hotel. With respect to nine of the ten specified hotels, we have the right beginning in 2016 to sell 35% of such hotels (measured by EBITDA), not to exceed two hotels annually, free and clear of the existing operating agreement over a period of time without the payment of a termination fee. With respect to any termination of an operating agreement on sale, the proposed purchaser would need to meet the requirements for transfer under the applicable license agreement.

*International hotel.* The operating and license agreements with Starwood for one of our international hotels provide for similar services as noted above, however the term is for 15 years, with no renewal option, and calls for a combined base and license fee equal to three percent of total revenues.

## **Employees**

As of December 31, 2010, we had 203 employees, including 187 at our Bethesda, Maryland office, five at our London, England office, three at our Amsterdam, The Netherlands office and eight at our Republic of Singapore office. Employees at our consolidated hotels are employed by the operators that manage our hotels.

None of our direct employees as of December 31, 2010 are covered by collective bargaining agreements. However, employees at certain of our third-party managed hotels are covered by collective bargaining agreements that are subject to review and renewal on a regular basis. For a discussion of these relationships see **Risk Factors**. We are subject to risks associated with the employment of hotel personnel, particularly with hotels that employ unionized labor.

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

The statements in this section describe the major risks to our business and should be considered carefully. In addition, these statements constitute our cautionary statements under the Private Securities Litigation Reform Act of 1995.

#### **Financial Risks and Risks of Operation**

*Our revenues and the value of our properties are subject to conditions affecting the lodging industry.*

The lodging industry is subject to changes in the travel patterns of business and leisure travelers, both of which are affected by the strength of the economy as well as other factors. Changes in travel patterns of both business and leisure travelers may create difficulties for the industry over the long-term and adversely affect our results. During the recession in 2008 and 2009, overall travel was reduced, which had a significant effect on our results of operations. While operating results improved during 2010, uncertainty in the strength and direction of the recovery and continued high unemployment have hampered the pace of the overall economic recovery. Therefore, there can be no assurance that any increases in hotel revenues or earnings at our properties will continue for any number of reasons, including, but not limited to, slower than anticipated growth in the economy and changes in travel patterns. Our results of operations and any forecast we make, may be affected and can change based on the following risks affecting the lodging industry:

changes in the international, national, regional and local economic climate;

changes in business and leisure travel patterns;

the effect of terrorist attacks and terror alerts in the United States and internationally, as well as other geopolitical disturbances;

supply growth in markets where we own hotels, which may adversely affect demand at our properties;

the attractiveness of our hotels to consumers relative to competing hotels;

the performance of the managers of our hotels;

outbreaks of disease;

changes in room rates and increases in operating costs due to inflation and other factors; and

unionization of the labor force at our hotels.

A reduction in our revenue or earnings as a result of the above risks may reduce our working capital, impact our long-term business strategy, and impact the value of our assets and our ability to meet certain covenants in our existing debt agreements.

*Disruptions in the financial markets may adversely affect our business and results of operations, our ability to obtain financing on reasonable and acceptable terms, and our ability to hedge our foreign currency exchange risk.*

The United States and global equity and credit markets experienced significant price volatility, dislocations and liquidity disruptions in 2008 and 2009, all of which caused market prices of the stocks of many companies to fluctuate substantially and the spreads on prospective and

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outstanding debt financings to widen considerably. These circumstances impacted liquidity in the financial markets, which made terms for financings less attractive, and, in some cases, resulted in the lack of availability of certain types of financing. While conditions in the credit markets have improved, a subsequent prolonged downturn in the stock or credit markets may cause us to seek alternative sources of potentially less attractive financing and may negatively impact our ability to enter into derivative contracts in order to hedge risks associated with changes in interest rates and foreign currency exchange rates. Disruptions in the financial markets also may adversely affect our credit rating, the market value of Host Inc.'s common stock, and the value of Host L.P.'s OP units. While we believe we have adequate sources of liquidity with which to meet our anticipated requirements for working capital, debt service and capital expenditures for the foreseeable future, if our operating results worsen significantly and our cash flow or capital resources prove inadequate, or if interest rates increase significantly, we could face liquidity problems that could adversely affect our results of operations and financial condition.

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***Economic conditions may adversely affect the value of our hotels, which may result in impairment charges on our properties.***

We analyze our assets for impairment in several situations, including when a property has current or projected losses from operations, when it becomes more likely than not that a hotel will be sold before the end of its previously estimated useful life or when other material trends, contingencies or changes in circumstances indicate that a triggering event has occurred, such that an asset's carrying value may not be recoverable. For impaired assets, we record an impairment charge equal to the excess of the property's carrying value over its fair value. We did not record any impairment charges in 2010, but could in the future, which will negatively affect our results of operations. We can provide no assurance that any impairment loss recognized would not be material to our results of operations. See Management's Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Policies.

***We depend on external sources of capital for future growth and we may be unable to access capital when necessary.***

Unlike regular C corporations, we must finance our growth and fund debt repayments largely with external sources of capital because Host Inc. is required to distribute to its stockholders at least 90% of its taxable income (other than net capital gain) in order to qualify as a REIT, including taxable income recognized for federal income tax purposes but with regard to which it does not receive cash. Funds used by Host Inc. to make required distributions are provided through distributions from Host L.P. Our ability to access external capital could be hampered by a number of factors, many of which are outside of our control, including credit market conditions, unfavorable market perception of our growth potential, decreases in our current and estimated future earnings, or decreases in the market price of Host Inc.'s common stock. Our ability to access additional capital also may be limited by the terms of our existing indebtedness which, under certain circumstances, restrict our incurrence of debt and the payment of dividends and Host L.P. distributions. The occurrence of any of these factors, individually or in combination, could prevent us from being able to obtain external capital on terms that are acceptable to us, or at all, which could have a material adverse effect on our ability to finance our future growth.

***We have substantial debt and may incur additional debt.***

As of December 31, 2010, we and our subsidiaries had total indebtedness of approximately \$5.5 billion. Our substantial indebtedness requires us to dedicate a significant portion of our cash flow from operations to debt service payments, which reduces the availability of our cash flow to fund working capital, capital expenditures, expansion efforts, dividends and distributions and other general corporate needs. Additionally, our substantial indebtedness could:

make it more difficult for us to satisfy our obligations with respect to our indebtedness;

limit our ability in the future to undertake refinancings of our debt or to obtain financing for expenditures, acquisitions, development or other general corporate needs on terms and conditions acceptable to us, if at all; or

affect adversely our ability to compete effectively or operate successfully under adverse economic conditions.

If our cash flow and working capital are not sufficient to fund our expenditures or service our indebtedness, we will have to raise additional funds through:

sales of our OP units;

the incurrence of additional permitted indebtedness by Host L.P.; or

the sale of our assets.

We cannot make any assurances that any of these sources of funds will be available to us or, if available, will be on terms that we would find acceptable or in amounts sufficient to meet our obligations or fulfill our business plan. Under certain circumstances we would be required to use

the cash from some of the events described above to repay other indebtedness.



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*The terms of our debt place restrictions on us and our subsidiaries and these restrictions reduce our operational flexibility and create default risks.*

The documents governing the terms of our existing senior notes and our credit facility contain covenants that place restrictions on us and our subsidiaries. These covenants restrict, among other things, our ability to:

conduct acquisitions, mergers or consolidations, unless the successor entity in such transaction assumes our indebtedness;

incur additional debt in excess of certain thresholds and without satisfying certain financial metrics;

create liens securing indebtedness, unless an effective provision is made to secure our other indebtedness by such liens;

sell assets without using the proceeds from such sales for certain permitted uses or to make an offer to repay or repurchase outstanding indebtedness;

make capital expenditures in excess of certain thresholds;

make distributions without satisfying certain financial metrics; and

conduct transactions with affiliates other than on an arm's length basis and, in certain instances, without obtaining opinions as to the fairness of such transactions.

Certain covenants also require us and our subsidiaries to meet financial performance tests. If we fail to meet such tests, the restrictive covenants in the applicable indenture(s), the credit facility and the documents governing our other debt (including our mortgage debt) will reduce our flexibility in conducting our operations and will limit our ability to engage in activities that may be in our long-term best interest. Failure to comply with these restrictive covenants could result in an event of default that, if not cured or waived, could result in the acceleration of all or a substantial portion of our debt. For a detailed description of the covenants and restrictions imposed by the documents governing our indebtedness, see Management's Discussion and Analysis of Financial Condition and Results of Operations Financial Condition.

*Our ability to pay dividends and to make distributions may be limited or prohibited by the terms of our indebtedness or preferred units.*

We are, and may in the future become, party to agreements and instruments that restrict or prevent the payment of dividends on classes and series of Host Inc. capital stock and Host L.P.'s payment of distributions on its classes of units. Under the terms of Host L.P.'s credit facility and senior notes indenture, distributions to Host Inc. by Host L.P., upon which Host Inc. depends in order to obtain the cash necessary to pay dividends, and distributions by Host L.P. to other unitholders are permitted only to the extent that, at the time of the distribution, Host L.P. can satisfy certain financial covenant tests (concerning leverage, fixed charge coverage and unsecured interest coverage) and meet other requirements.

Under the terms of Host L.P.'s outstanding preferred OP units, we are not permitted to make distributions on our common OP units unless all cumulative distributions have been paid (or funds for payment have been set aside for payment) on our preferred OP units. In the event that we fail to pay the accrued distributions on our preferred OP units for any reason, including any restriction on making such distributions under the terms of our debt instruments (as discussed above), distributions will continue to accrue on such preferred OP units and we will be prohibited from making any distributions on our common OP units until all such accrued but unpaid distributions on our preferred OP units have been paid (or funds for such payment have been set aside).

*Defaulting on our mortgage debt could adversely affect our business.*

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As of December 31, 2010, 11 of our hotels and assets related thereto are subject to mortgages in an aggregate amount of approximately \$1.0 billion. Although the debt is generally non-recourse to us, if these hotels do not produce adequate cash flow to service the debt secured by such mortgages, the mortgage lenders could call a default on these assets. Generally, we would expect to negotiate with the lender prior to the occurrence of a default to pursue other options, such as a deed in lieu of foreclosure. However, we may opt to allow such default to occur rather than make the necessary mortgage payments with funds from other sources. Our senior notes indenture and credit facility contain cross-default provisions, which, depending upon the amount of secured debt in default, could

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cause a cross-default under both of these agreements. Our credit facility, which contains a more restrictive cross-default provision than the senior notes indenture, provides that a credit facility default will occur in the event that we default on non-recourse secured indebtedness in excess of 1% (or approximately \$158 million as of December 31, 2010) of our total assets (using undepreciated real estate book values). For this and other reasons, permitting a default could adversely affect our long-term business prospects.

### ***Our mortgage debt contains provisions that may reduce our liquidity.***

Certain of our mortgage debt requires that, to the extent cash flow from the hotels which secure such debt drops below stated levels, we escrow cash flow after the payment of debt service until operations improve above the stated levels. In some cases, the lender has the right under certain circumstances to apply the escrowed amount to the outstanding balance of the mortgage debt. If such provisions are triggered, there can be no assurance that the affected properties will achieve the minimum cash flow levels required to trigger a release of any escrowed funds. The amounts required to be escrowed may negatively affect our liquidity by limiting our access to cash flow after debt service from these mortgaged properties.

### ***An increase in interest rates would increase our interest costs on our credit facility and on our floating rate debt and could adversely impact our ability to refinance existing debt or sell assets.***

Interest payments for borrowings on our credit facility and certain mortgages on our properties, as well as fixed-to-floating interest rate swaps that we have entered into are based on floating rates. As a result, an increase in interest rates will reduce our cash flow available for other corporate purposes, including investments in our portfolio. Further, rising interest rates could limit our ability to refinance existing debt when it matures and increase interest costs on any debt that is refinanced. We may from time to time enter into agreements such as interest rate swaps, caps, floors and other interest rate hedging contracts. While these agreements may lessen the impact of rising interest rates, they also expose us to the risk that other parties to the agreements will not perform or that the agreements will be unenforceable. In addition, an increase in interest rates could decrease the amount third parties are willing to pay for our assets, thereby limiting our ability to dispose of assets.

### ***Rating agency downgrades may increase our cost of capital.***

Our senior notes are rated by Moody's Investors Service, Standard & Poor's Ratings Services and Fitch Ratings. These independent rating agencies may elect to downgrade their ratings on our senior notes at any time. Such downgrades may negatively affect our access to the capital markets and increase our cost of capital.

### ***Our expenses may not decrease if our revenue decreases.***

Many of the expenses associated with owning and operating hotels, such as debt-service payments, property taxes, insurance, utilities, and employee wages and benefits, are relatively inflexible and do not necessarily decrease in tandem with a reduction in revenue at the hotels. Our expenses also will be affected by inflationary increases, and certain costs, such as wages, benefits and insurance, may exceed the rate of inflation in any given period. In the event of a significant decrease in demand, we may not be able to reduce the size of hotel work forces in order to decrease wages and benefits. Our managers also may be unable to offset any such increased expenses with higher room rates. Any of our efforts to reduce operating costs or failure to make scheduled capital expenditures also could adversely affect the future growth of our business and the value of our hotel properties.

### ***Our acquisition of additional properties may have a significant effect on our business, liquidity, financial position and/or results of operations.***

As part of our business strategy, we seek to acquire luxury and upper upscale hotel properties. We may acquire properties through various structures, including transactions involving portfolios, single assets, joint ventures and acquisitions of all or substantially all of the securities or assets of other REITs or similar real estate entities. We anticipate that our acquisitions will be financed through a combination of methods, including proceeds from Host Inc. equity offerings, issuance of limited partnership interests of Host L.P., advances under our credit facility, the incurrence or assumption of indebtedness and proceeds from the sales of assets. Disruptions in credit markets may limit our ability to finance acquisitions and may limit the ability of purchasers to finance hotels and adversely affect our disposition strategy and our ability to use disposition proceeds to finance acquisitions.

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We may, from time to time, be in the process of identifying, analyzing and negotiating possible acquisition transactions. We cannot provide any assurances that we will be successful in consummating future acquisitions on favorable terms or that we will realize the benefits that we anticipate from such acquisitions. Our inability to consummate one or more acquisitions on such terms, or our failure to realize the intended benefits from one or more acquisitions, could have a significant adverse effect on our business, liquidity, financial position and/or results of operations, including as a result of our incurrence of additional indebtedness and related interest expense and our assumption of unforeseen contingent liabilities.

### ***We do not control our hotel operations and we are dependent on the managers of our hotels.***

Our cash flow from our hotels may be adversely affected if our managers fail to provide quality services and amenities or if they or their affiliates fail to maintain a quality brand name. While we monitor the hotel managers' performance, we have limited recourse under our management agreements if the hotel managers are not performing adequately. In addition, from time to time, we have had, and continue to have, differences with the managers of our hotels over their performance and compliance with the terms of our management agreements. We generally resolve issues with our managers through discussions and negotiations. However, if we are unable to reach satisfactory results through discussions and negotiations, we may choose to litigate the dispute or submit the matter to third-party dispute resolution. Failure by our hotel managers to fully perform the duties agreed to in our management agreements could adversely affect our results of operations. Our hotel managers or their affiliates manage, and in some cases own, have invested in, or provided credit support or operating guarantees to hotels that compete with our hotels, all of which may result in conflicts of interest. As a result, our hotel managers have in the past made, and may in the future make, decisions regarding competing lodging facilities that are not or would not be in our best interest.

### ***We are subject to risks associated with the employment of hotel personnel, particularly with hotels that employ unionized labor.***

We have entered into management agreements with third-party managers to operate our hotel properties. Our third-party managers are responsible for hiring and maintaining the labor force at each of our hotels. Although we do not directly employ or manage employees at our consolidated hotels (other than our New Zealand properties), we are still subject to many of the costs and risks generally associated with the hotel labor force, particularly those hotels with unionized labor. From time to time, hotel operations may be disrupted as a result of strikes, lockouts, public demonstrations or other negative actions and publicity. We also may incur increased legal costs and indirect labor costs as a result of contract disputes or other events. Additionally, hotels where our managers have collective bargaining agreements with employees (approximately 21% of our current portfolio by revenues for the year ended December 31, 2010) are more highly affected by labor force activities than others. The resolution of labor disputes or re-negotiated labor contracts could lead to increased labor costs, either by increases in wages or benefits or by changes in work rules that raise hotel operating costs. Furthermore, labor agreements may limit the ability of our managers to reduce the size of hotel workforces during an economic downturn because collective bargaining agreements are negotiated between the managers of our hotels and labor unions. We do not have the ability to control the outcome of these negotiations.

### ***Our hotels have an ongoing need for renovations and potentially significant capital expenditures in order to remain competitive in the marketplace, maintain brand standards or to comply with applicable laws or regulations. The timing and costs of such renovations or improvements may result in reduced operating performance during construction and may not improve the return on these investments.***

In addition to capital expenditures required by our loan agreements or agreements with our hotel managers, we will need to make capital expenditures in order to remain competitive with other hotels, to maintain the economic value of our hotels and to comply with applicable laws and regulations. The timing of these improvements can affect hotel performance, particularly if the improvements require closures of a significant number of rooms or other features of the hotels, such as ballrooms, meeting space and restaurants. These capital improvements reduce the availability of cash for other purposes and are subject to cost overruns and delays. In addition, because we depend

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on external sources of capital, we may not have the necessary funds to invest and, if we fail to maintain our properties in accordance with brand standards set by our managers, the manager may terminate the management agreement. Moreover, we may not necessarily realize a significant, or any, improvement in the performance of the hotels in which we make these investments.

*The ownership of hotels outside the United States and the expansion of our business into new markets outside of the United States will expose us to risks relating to owning hotels in those international markets.*

Part of our business strategy is to expand our presence internationally. As of December 31, 2010, we directly own nine hotels located outside the United States. Subsequent to year end, we acquired seven hotels in New Zealand. We are also party to a joint venture that owns 11 hotels in Europe and own a 25% interest in an Asian joint venture that currently does not own any hotels. However, our Asian joint venture has reached an agreement to develop seven properties in India in a joint venture with Accor S.A. and InterGlobe Enterprises Limited. We may have difficulty managing our expansion into new geographic markets where we have limited knowledge and understanding of the local economy, an absence of business relationships in the area, or unfamiliarity with local governmental and permitting procedures and regulations. There are risks inherent in conducting business internationally, which include:

employment laws and practices;

tax laws, which may provide for income or other taxes or tax rates that exceed those of the U.S. and which may provide that foreign earnings that are repatriated, directly or indirectly, are subject to dividend withholding requirements or other restrictions;

compliance with and unexpected changes in regulatory requirements or monetary policy;

the willingness of domestic or foreign lenders to provide financing and changes in the availability, cost and terms of such financing;

adverse changes in local, political, economic and market conditions;

insurance coverage related to terrorist events;

changes in interest rates and/or currency exchange rates;

regulations regarding the incurrence of debt; and

difficulties in complying with U.S. rules governing REITs while operating internationally.

Any of these factors could adversely affect our ability to obtain all of the intended benefits of our international expansion. If we do not effectively manage our geographic expansion and successfully integrate the foreign hotels into our organization, our operating results and financial condition may be adversely affected.

*We may acquire hotel properties through joint ventures with third parties that could result in conflicts.*

We have made a significant investment in a European joint venture which owns 11 hotels in Europe and are exploring investment opportunities throughout Asia through our Asian joint venture. We may, from time to time, invest as a co-venturer in other entities holding hotel properties instead of purchasing hotel properties directly. Co-venturers often share control over the operation of a joint venture. Actions by a co-venturer could subject the assets to additional risk as a result of any of the following circumstances:

our co-venturer might have economic or business interests or goals that are inconsistent with our, or the joint venture's, interests or goals; or

our co-venturer may be in a position to take action contrary to our instructions or requests, or contrary to our policies or objectives. Although we generally will seek to maintain sufficient control of any joint venture in order to permit our objectives to be achieved, we might not be able to take action without the approval of our joint venture partners.

***Our management agreements could affect the sale or financing of our hotels.***

Under the terms of our management agreements, we generally may not sell, lease or otherwise transfer our hotels unless the transferee is not a competitor of the manager and the transferee assumes the related management

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agreements and meets specified other conditions. Our ability to finance or sell our properties, depending upon the structure of such transactions, may require the manager's consent. If the manager does not consent to such sale or financing, we may be precluded from taking actions in our best interest.

***Future terrorist attacks or changes in terror alert levels could adversely affect us.***

Previous terrorist attacks in the United States and subsequent terrorist alerts have adversely affected the travel and hospitality industries in recent years. The impact that terrorist attacks in the United States or elsewhere could have on domestic and international markets and our business in particular is indeterminable, but it is possible that such attacks or the threat of such attacks could have a material adverse effect on our business, our ability to finance our business, our ability to insure our properties and/or our results of operations and financial condition as a whole.

***We may not be able to recover fully under our existing terrorism insurance for losses caused by some types of terrorist acts, and federal terrorism legislation does not ensure that we will be able to obtain terrorism insurance in adequate amounts or at acceptable premium levels in the future.***

We obtain terrorism insurance as part of our all-risk property insurance program, as well as our general liability and directors' and officers' coverage. However, our all-risk policies have limitations, such as per occurrence limits, annual aggregate coverage limits and sublimits, all of which might have to be shared proportionally across participating hotels under certain loss scenarios. Also, all-risk insurers only have to provide terrorism coverage to the extent mandated by the Terrorism Risk Insurance Program Reauthorization Act (TRIPRA). Property damage related to war and to nuclear, radiological, biological and chemical incidents is excluded under our policies. While TRIPRA will reimburse insurers for losses resulting from nuclear, radiological, biological and chemical perils, TRIPRA does not require insurers to offer coverage for these perils and, to date, insurers are not willing to provide this coverage, even with government reinsurance. We have a wholly-owned captive insurance company through which we obtain a policy of nuclear, biological, chemical and radiological (NBCR) coverage. This captive insurer has the same ability as other insurance companies to apply to the U.S. Treasury for reimbursement, as provided for in TRIPRA, and is subject to the same deductibles and co-insurance obligations. This potential reimbursement applies to property insurance only, and not to general liability or directors' and officers' insurance, and there are no assurances that we will be able to recover any or all of our NCBR losses under this program.

***We may be unable to satisfy the insurance requirements of our lenders.***

Certain of our mortgage debt agreements for our properties and properties held by our European joint venture require us to maintain property insurance provided by carriers maintaining minimum ratings from Standard & Poor's, A.M. Best or other rating agencies. Several of our mortgages contain requirements for the financial strength of insurers to be rated as high as AA by Standard & Poor's. Due to upheavals in the financial markets, the number of insurers that carry that rating has been decreasing for a number of years. In 2009, and again in 2010, in all cases where our insurance carriers did not meet the minimum financial strength requirements, we were able to obtain waivers from the lenders or they have provided written assurances that they are satisfied with the makeup of our pool of insurance providers. We cannot provide assurances that each of our lenders will continue to be satisfied with our insurance coverage, or with the rating levels of our carriers, or that our carriers will not be downgraded further. If any of these lenders becomes dissatisfied with our insurance coverage or the ratings of our insurance carriers, they may, on our behalf, elect to procure additional property insurance coverage that meets their ratings requirements. The cost of such additional property insurance would be borne by the property or properties securing the loans. Also, the premiums associated with such coverage may be considerably higher than those associated with our current insurance coverage.

***Some potential losses are not covered by insurance.***

We, or our hotel managers, carry comprehensive insurance coverage for general liability, property, business interruption and other risks with respect to all of our hotels and other properties. These policies offer coverage features and insured limits that we believe are customary for similar types of properties. Generally, our all-risk property policies provide coverage that is available on a per-occurrence basis and that, for each occurrence, has an overall limit, as well as various sub-limits, on the amount of insurance proceeds we can receive. Sub-limits exist for certain types of claims, such as service interruption, debris removal, expediting costs, landscaping replacement and

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natural disasters such as earthquakes, floods and hurricanes, and may be subject to annual aggregate coverage limits. The dollar amounts of these sub-limits are significantly lower than the dollar amounts of the overall coverage limit. In this regard, hotels in certain of our markets, including California and Florida, have in the past been and continue to be particularly susceptible to damage from natural disasters. Recovery under the applicable policies also is subject to substantial deductibles and complex calculations of lost business income. There is no assurance that this insurance, where maintained, will fully fund the re-building or restoration of a hotel that is impacted by an earthquake, hurricane, or other natural disaster, or the income lost as a result of the damage. Our property policies also provide that all of the claims from each of our properties resulting from a particular insurable event must be combined together for purposes of evaluating whether the aggregate limits and sub-limits contained in our policies have been exceeded and, in the case where the manager of one of our hotels provides this coverage, any such claims will be combined with the claims of other owners participating in the manager's program for the same purpose. Therefore, if an insurable event occurs that affects more than one of our hotels, or, in the case of hotels where coverage is provided by the management company, affects hotels owned by others, the claims from each affected hotel will be added together to determine whether the aggregate limit or sub-limits, depending on the type of claim, have been reached. Each affected hotel may only receive a proportional share of the amount of insurance proceeds provided for under the policy if the total value of the loss exceeds the aggregate limits available. We may incur losses in excess of insured limits and, as a result, we may be even less likely to receive complete coverage for risks that affect multiple properties, such as earthquakes, hurricanes, or certain types of terrorism.

In addition, there are other risks, such as certain environmental hazards, that may be deemed to fall completely outside the general coverage limits of our policies or may be uninsurable or too expensive to justify coverage. We also may encounter challenges with an insurance provider regarding whether it will pay a particular claim that we believe to be covered under our policy. Should a loss in excess of insured limits or an uninsured loss occur, or should we be unsuccessful in obtaining coverage from an insurance carrier, we could lose all or a part of the capital we have invested in a property, as well as the anticipated future revenue from the hotel. In that event, we might nevertheless remain obligated for any mortgage debt or other financial obligations related to the property.

***Litigation judgments or settlements could have a significant adverse effect on our financial condition.***

On February 8, 2010, we received an adverse jury verdict in a trial in the 166th Judicial District Court of Bexar County, Texas involving the sale of land encumbered by a ground lease for the San Antonio Marriott Rivercenter. On June 3, 2010, the trial court entered its final judgment, reciting and incorporating the jury's verdict. On August 26, 2010, we filed our notice of appeal. See "Legal Proceedings" for more information on the verdict and see "Management's Discussion and Analysis of Financial Condition and Results of Operations - Other Income Statement Line Items" for a discussion of the litigation accrual.

We also are involved in various other legal proceedings in the normal course of business and are vigorously defending these claims; however, no assurances can be given as to the outcome of any pending legal proceedings. We believe, based on currently available information, that the results of such proceedings, in the aggregate, will not have a material adverse effect on our financial condition, but might be material to our operating results for any particular period, depending, in part, upon the operating results for such period.

We also could become the subject of future claims by the operators of our hotels, individuals or companies who use our hotels, our investors, our joint venture partners or regulating entities and these claims could have a significant adverse effect on our financial condition and performance.

***We may be subject to unknown or contingent liabilities related to hotels or businesses we acquire.***

Assets and entities that we have acquired, or may in the future acquire, may be subject to unknown or contingent liabilities for which we may have no recourse, or only limited recourse, against the sellers. In general, the representations and warranties provided under the transaction agreements may not survive long enough for us to become aware of such liabilities and seek recourse against our sellers. While we usually require the sellers to indemnify us with respect to breaches of representations and warranties that survive, such indemnification is often limited and subject to various materiality thresholds, a significant deductible or an aggregate cap on losses. As a result, there is no guarantee that we will recover any amounts with respect to losses due to breaches by the sellers of their representations and warranties. The total amount of costs and expenses that may be incurred with respect to



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liabilities associated with acquired hotels and entities may exceed our expectations, plus we may experience other unanticipated adverse effects, all of which may adversely affect our revenues, expenses, operating results and financial condition. Finally, indemnification agreements between us and the sellers typically provide that the sellers will retain certain specified liabilities relating to the assets and entities acquired by us. While the sellers are generally contractually obligated to pay all losses and other expenses relating to such retained liabilities without regard to survival limitations, materiality thresholds, deductibles or caps on losses, there can be no guarantee that such arrangements will not require us to incur losses or other expenses in addition to those incurred by the sellers.

### ***We depend on our key personnel.***

Our success depends on the efforts of our executive officers and other key personnel. None of our key personnel have employment agreements and we do not maintain key person life insurance for any of our executive officers. We cannot assure you that these key personnel will remain employed by us. While we believe that we could find replacements for these key personnel, the loss of their services could have a significant adverse effect on our financial performance.

### ***Exchange rate fluctuations could adversely affect our financial results.***

As a result of the expansion of our international operations, currency exchange rate fluctuations could affect our results of operations and financial position. We expect to generate an increasing portion of our revenue and expenses in such foreign currencies as the Euro, the Canadian Dollar, the Mexican Peso, the British Pound, Polish Zloty, the Brazilian Real and the Chilean Peso. In 2010, these currencies represented 4% of our revenues. Although we may enter into foreign exchange agreements with financial institutions and/or obtain local currency mortgage debt in order to reduce our exposure to fluctuations in the value of these and other foreign currencies, these transactions, if entered into, will not eliminate that risk entirely. To the extent that we are unable to match revenue received in foreign currencies with expenses paid in the same currency, exchange rate fluctuations could have a negative impact on our results of operations and financial condition. Additionally, because our consolidated financial results are reported in U.S. Dollars, if we generate revenues or earnings in other currencies, the conversion of such amounts into U.S. Dollars can result in an increase or decrease in the amount of our revenues or earnings.

### ***Applicable REIT laws may restrict certain business activities.***

As a REIT, Host Inc. is subject to various restrictions on the types of income it can earn, assets it can own and activities in which it can engage. Business activities that could be impacted by applicable REIT laws include, but are not limited to, activities such as developing alternative uses of real estate, including the development and/or sale of timeshare or condominium units. Due to these restrictions, we anticipate that we will conduct certain business activities, including those mentioned above, in one or more of our taxable REIT subsidiaries. Our taxable REIT subsidiaries are taxable as regular C corporations and are subject to federal, state, local, and, if applicable, foreign taxation on their taxable income.

### ***We may be unable to sell properties because real estate investments are inherently illiquid.***

Real estate properties generally cannot be sold quickly and, accordingly, we may not be able to vary our portfolio promptly in response to economic or other conditions. The inability to respond promptly to changes in the performance of our investments could adversely affect our financial condition and our ability to service our debt. In addition, under the federal income tax laws applicable to REITs, we may be limited in our ability to recognize the full economic benefit from a sale of our assets.

### ***Our ground lease payments may increase faster than the revenues we receive on the hotels situated on the leased properties.***

As of December 31, 2010, 36 of our hotels are subject to third-party ground leases (encumbering all or a portion of the hotel). These ground leases generally require periodic increases in ground rent payments, which payments are often based on economic indicators such as the Consumer Price Index. Our ability to pay ground rent could be adversely affected to the extent that our hotel revenues do not increase at the same or a greater rate than the increases in rental payments under the ground leases. In addition, if we were to sell a hotel encumbered by a ground lease, the buyer would have to assume the ground lease, which may result in a lower sales price.

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### ***Environmental problems are possible and can be costly.***

We believe that our properties comply in all material respects with applicable environmental laws. Unidentified environmental liabilities could arise, however, and could have a material adverse effect on our financial condition and performance. Federal, state and local laws and regulations relating to the protection of the environment may require a current or previous owner or operator of real estate to investigate and remediate hazardous or toxic substances or petroleum product releases at the property. The owner or operator may be required to pay a governmental entity or third parties for property damage, and for investigation and remediation costs incurred by the parties in connection with the contamination. These laws typically impose clean-up responsibility and liability without regard to whether the owner or operator knew of or caused the presence of the contaminants. Even if more than one person may have been responsible for the contamination, each person covered by the environmental laws may be held responsible for all of the clean-up costs incurred. In addition, third parties may sue the owner or operator of a site for damages and costs resulting from environmental contamination emanating from that site. Environmental laws also govern the presence, maintenance and removal of asbestos. These laws require that owners or operators of buildings containing asbestos properly manage and maintain the asbestos, that they notify and train those who may come into contact with asbestos and that they undertake special precautions, including removal or other abatement, if asbestos would be disturbed during renovation or demolition of a building. These laws may impose fines and penalties on building owners or operators who fail to comply with these requirements and may allow third parties to seek recovery from owners or operators for personal injury associated with exposure to asbestos fibers.

### ***Compliance with other government regulations can be costly.***

Our hotels are subject to various other forms of regulation, including Title III of the Americans with Disabilities Act, building codes and regulations pertaining to fire and life safety. Compliance with these laws and regulations could require substantial capital expenditures. These laws and regulations may be changed from time-to-time, or new regulations adopted, resulting in additional costs of compliance, including potential litigation. Any increased costs could have a material adverse effect on our business, financial condition or results of operations.

### **Risks of Ownership of Host Inc. s Common Stock**

#### ***There are limitations on the acquisition of Host Inc. common stock and changes in control.***

Host Inc. s charter and bylaws, the partnership agreement of Host L.P., and the Maryland General Corporation Law contain a number of provisions, the exercise or existence of which could delay, defer or prevent a transaction or a change in control that might involve a premium price for Host Inc. s stockholders or Host L.P. s unitholders or otherwise be in their best interests, including the following:

*Restrictions on transfer and ownership of Host Inc. s stock.* To maintain Host Inc. s qualification as a REIT for federal income tax purposes, among other purposes, not more than 50% in value of Host Inc. s outstanding shares of capital stock may be owned in the last half of the taxable year, directly or indirectly, by five or fewer individuals, which, as defined in the Internal Revenue Code (the Code ), may include certain entities. Because such ownership could jeopardize Host Inc. s qualification as a REIT, a person cannot own, directly or by attribution, 10% or more of an interest in a Host Inc. lessee, nor can a Host Inc. lessee of any partnership in which Host Inc. is a partner own, directly or by attribution, 10% or more of Host Inc. s shares, in each case unless exempted by Host Inc. s Board of Directors.

Host Inc. s charter prohibits ownership, directly or by attribution, by any person or persons acting as a group, of more than 9.8% in value or number, whichever is more restrictive, of shares of Host Inc. s outstanding common stock, preferred stock or any other class or series of stock, each considered as a separate class or series for this purpose. Together, these limitations are referred to as the ownership limit.

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Stock acquired or held in violation of the ownership limit will be transferred automatically to a trust for the benefit of a designated charitable beneficiary, and the intended acquiror of the stock in violation of the ownership limit will not be entitled to any distributions thereon, to vote those shares of stock or to receive any proceeds from the subsequent sale of the stock in excess of the lesser of the price paid for the stock or the amount realized from the sale. A transfer of shares of Host Inc. s stock to a person who, as a result of the transfer, violates the ownership limit may be void under certain circumstances, and, in any event, would deny that person any of the economic benefits of owning shares of Host Inc. s stock in excess of the ownership limit. These restrictions on transfer and ownership will not apply if Host Inc. s Board of Directors determines that it is no longer in Host Inc. s best interests to continue to qualify as a REIT or that compliance with the restrictions on transfer and ownership is no longer required for Host Inc. to qualify as a REIT.

*Removal of Board of Directors.* Host Inc. s charter provides that, except for any directors who may be elected by holders of a class or series of shares of capital stock other than common stock, directors may be removed only for cause and only by the affirmative vote of stockholders holding at least two-thirds of all the votes entitled to be cast in the election of directors. Vacancies on Host Inc. s Board of Directors may be filled by the affirmative vote of the remaining directors (except that a vacancy resulting from an increase in the number of directors may be filled by a majority vote of the entire Board of Directors) and, in the case of a vacancy resulting from the removal of a director, by the stockholders by the affirmative vote of at least two-thirds of votes entitled to be cast in the election of directors.

*Preferred shares; classification or reclassification of unissued shares of capital stock without stockholder approval.* Host Inc. s charter provides that the total number of shares of stock of all classes that Host Inc. has authority to issue is 1,100,000,000, consisting of 1,050,000,000 shares of common stock and 50,000,000 shares of preferred stock. Host Inc. s Board of Directors has the authority, without a vote of stockholders, to classify or reclassify any unissued shares of stock, including common stock into preferred stock or vice versa, and to establish the preferences and rights of any preferred or other class or series of shares to be issued. Because Host Inc. s Board of Directors has the power to establish the preferences and rights of additional classes or series of stock without a stockholder vote, Host Inc. s Board of Directors may give the holders of any class or series of stock preferences, powers and rights, including voting rights, senior to the rights of holders of existing stock.

*Maryland business combination law.* Under the Maryland General Corporation Law, specified business combinations, including specified issuances of equity securities, between a Maryland corporation and any person who owns 10% or more of the voting power of the corporation s then outstanding shares, or an affiliate or associate of the corporation who, at any time during the two year period prior to the date in question, was the beneficial owner of 10% or more of the voting power of the outstanding stock of the corporation (each, an interested stockholder ), or an affiliate of the interested stockholder, are prohibited for five years after the most recent date on which the interested stockholder becomes an interested stockholder. Thereafter, any of these specified business combinations must be approved by 80% of the votes entitled to be cast by the holders of outstanding voting shares and by two-thirds of the votes entitled to be cast by the holders of voting shares other than voting shares held by the interested stockholder unless, among other conditions, the corporation s common stockholders receive a minimum price, as defined in the Maryland General Corporation Law, for their shares and the consideration is received in cash or in the same form as previously paid by the interested stockholder. As a Maryland corporation which has not opted out of these provisions, Host Inc. is subject to the Maryland business combination statute. The statute provides various exemptions from its provisions, including for business combinations that are exempted by the board of directors before the time that the interested stockholder becomes an interested stockholder. The Board of Directors has not granted any such exceptions at this time.

*Maryland control share acquisition law.* Under the Maryland General Corporation Law, control shares acquired in a control share acquisition have no voting rights, except to the extent approved by the affirmative vote of holders of two-thirds of the votes entitled to be cast on the matter, excluding shares owned by the acquiror, by officers or by directors who are employees of the corporation.

Control shares are voting shares which, if aggregated with all other voting shares owned by the acquiror or over which the

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acquiror is able to exercise or direct the exercise of voting power (except solely by virtue of a revocable proxy), would entitle the acquiror to exercise voting power in electing directors within one of the following ranges of voting power: (1) one-tenth or more but less than one-third, (2) one-third or more but less than a majority, or (3) a majority or more of the voting power. Control shares do not include shares the acquiring person is then entitled to vote as a result of having previously obtained stockholder approval. A control share acquisition means the acquisition of control shares, subject to specified exceptions. Our bylaws contain a provision exempting us from the control share provisions of the Maryland General Corporation Law. There can be no assurance that this bylaw provision exempting us from the control share provisions will not be amended or eliminated at any time in the future.

*Merger, consolidation, share exchange and transfer of Host Inc. s assets.* Under Maryland law and Host Inc. s charter, subject to the terms of any outstanding class or series of capital stock, we can merge with or into another entity, consolidate with one or more other entities, participate in a share exchange or transfer Host Inc. s assets within the meaning of the Maryland General Corporation Law if approved (1) by Host Inc. s Board of Directors in the manner provided in the Maryland General Corporation Law, and (2) by Host Inc. s stockholders holding two-thirds of all the votes entitled to be cast on the matter, except that any merger of Host Inc. with or into a trust organized for the purpose of changing Host Inc. s form of organization from a corporation to a trust requires only the approval of Host Inc. s stockholders holding a majority of all votes entitled to be cast on the merger. Under the Maryland General Corporation Law, specified mergers may be approved without a vote of stockholders and a share exchange is only required to be approved by the board of directors of a Maryland corporation if the corporation is the successor entity. Host Inc. s voluntary dissolution also would require approval of stockholders holding two-thirds of all the votes entitled to be cast on the matter.

*Certain charter and bylaw amendments.* Host Inc. s charter contains provisions relating to restrictions on transfer and ownership of Host Inc. s stock, fixing the size of the Board of Directors within the range set forth in the charter, removal of directors, the filling of vacancies, exculpation and indemnification of directors, calling special stockholder meetings and others, all of which may be amended only by a resolution adopted by the Board of Directors and approved by Host Inc. s stockholders holding two-thirds of the votes entitled to be cast on the matter. Other charter amendments generally require approval of the Board and the affirmative vote of holders of a majority of the votes entitled to be cast on the matter. As permitted under the Maryland General Corporation Law, Host Inc. s charter and bylaws provide that the Board of Directors have the exclusive right to amend Host Inc. s bylaws. These provisions may make it more difficult to amend Host Inc. s charter and bylaws to alter the provisions described herein that could delay, defer or prevent a transaction or a change in control or the acquisition of Host Inc. common stock, without the approval of the Board of Directors.

***Shares of Host Inc. s common stock that are or become available for sale could affect the share price of Host Inc. s common stock.***

Sales of a substantial number of shares of Host Inc. s common stock, or the perception that sales could occur, could adversely affect prevailing market prices for Host Inc. s common stock. In addition, holders of OP units who redeem their units and receive, at Host Inc. s election, shares of Host Inc. common stock will be able to sell those shares freely. As of December 31, 2010, there are approximately 10.5 million OP units outstanding that are redeemable. Further, a substantial number of shares of Host Inc. s common stock have been and will be issued or reserved for issuance from time to time under our employee benefit plans. We maintain two stock-based compensation plans: (i) the comprehensive stock plan, whereby we may award to participating employees and directors restricted shares of common stock, options to purchase common stock and deferred shares of common stock, and (ii) an employee stock purchase plan. At December 31, 2010, there were approximately 19.2 million shares of Host Inc. s common stock reserved and available for issuance under the comprehensive stock plan, and there were 3.7 million shares of Host Inc. s restricted stock outstanding and 0.9 million outstanding options exercisable with a weighted average exercise price of \$7.14 per share.

Also as of December 31, 2010, Host L.P. had outstanding \$1,251 million principal amount of exchangeable senior debentures that could become exchangeable under certain conditions for shares of Host Inc. s common stock. The principal portion for \$526 million face amount of such exchangeable debentures is cash settled, and therefore no

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shares would be issued, unless Host Inc.'s share price exceeded the exchange rate for this series of debentures of \$31.23 as of December 31, 2010. For another \$400 million of such exchangeable debentures, Host Inc. has the option to issue cash, shares of Host Inc.'s common stock or any combination thereof in settlement of the debentures, should they be presented for exchange.

On August 19, 2010, Host Inc. entered into a Sales Agency Financing Agreement with BNY Mellon Capital Markets, LLC, through which Host Inc. may issue and sell, from time to time, shares of common stock having an aggregate offering price of up to \$400 million. The sales will be made in at the market offerings under SEC rules, including sales made directly on the New York Stock Exchange. BNY Mellon Capital Markets, LLC is acting as sales agent. As of December 31, 2010, \$300 million in shares of Host Inc.'s common stock have been issued and sold pursuant to the program. Shares of Host Inc.'s common stock, having an aggregate offering price of approximately \$100 million, remain issuable from time to time under the agreement. Any additional shares of common stock issued by Host Inc., whether issued under this program or otherwise, would be available in the future for sale in the public markets.

### ***Our earnings and cash distributions will affect the market price of shares of Host Inc.'s common stock.***

We believe that the market value of a REIT's equity securities is based primarily upon the market's perception of the REIT's growth potential and its current and potential future cash distributions, whether from operations, sales, acquisitions, development or refinancings, and is secondarily based upon the value of the underlying assets. For that reason, shares of Host Inc.'s common stock may trade at prices that are higher or lower than the net asset value per share. To the extent that we retain operating cash flow for investment purposes, working capital reserves or other purposes, rather than distributing the cash flow to stockholders, these retained funds, while increasing the value of our underlying assets, may negatively impact the market price of Host Inc.'s common stock. Our failure to meet the market's expectation with regard to future earnings and cash distributions would likely adversely affect the market price of Host Inc.'s common stock.

### ***Market interest rates may affect the price of shares of Host Inc.'s common stock.***

We believe that one of the factors that investors consider important in deciding whether to buy or sell shares of a REIT is the dividend rate on the shares, considered as a percentage of the price of the shares, relative to market interest rates. If market interest rates increase, prospective purchasers of REIT shares may expect a higher dividend rate. Thus, higher market interest rates could cause the market price of Host Inc.'s common stock to decrease.

## **Federal Income Tax Risks**

### ***To qualify as a REIT, each of Host Inc. and its subsidiary REITs are required to distribute at least 90% of its taxable income, excluding net capital gain, regardless of available cash or outstanding obligations.***

To continue to qualify as a REIT, Host Inc. is required to distribute to its stockholders with respect to each year at least 90% of its taxable income, excluding net capital gain. To the extent that Host Inc. satisfies this distribution requirement, but distributes less than 100% of its taxable income and net capital gain for the taxable year, it will be subject to federal and state corporate income tax on its undistributed taxable income and net capital gain. In addition, Host Inc. will be subject to a nondeductible 4% excise tax on the amount, if any, by which distributions made by Host Inc. with respect to the calendar year are less than the sum of (1) 85% of its ordinary income, (2) 95% of its net capital gain, and (3) any undistributed taxable income from prior years, less excess distributions from prior years. Host Inc. intends to make distributions, subject to the availability of cash and in compliance with any debt covenants, to its stockholders in order to comply with the distribution requirement and to avoid the imposition of a significant nondeductible 4% excise tax and will rely for this purpose on distributions from Host L.P. and its subsidiaries. There are differences in timing between Host Inc.'s recognition of taxable income and its receipt of cash available for distribution due to, among other things, the seasonality of the lodging industry and the fact that some taxable income will be phantom taxable income, which is taxable income that is not matched by cash flow. Due to transactions entered into in years prior to Host Inc.'s conversion to a REIT, Host Inc. could recognize substantial amounts of phantom taxable income in the future. It is possible that any differences between the recognition of taxable income and the receipt of the related cash could require us to borrow funds or for Host Inc. to issue additional equity in order to enable Host Inc. to meet its distribution requirements and, therefore,

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to maintain its REIT status and to avoid the nondeductible 4% excise tax. In addition, because the REIT distribution requirements prevent Host Inc. from retaining earnings, we generally will be required to refinance debt at its maturity with additional debt or equity. It is possible that any of these sources of funds, if available at all, would not be sufficient to meet Host Inc.'s distribution and tax obligations.

Host L.P. owns 100% of the outstanding common stock and a portion of the outstanding preferred stock of two entities that have elected to be treated as REITs. Each of these subsidiary REITs will be subject to the same requirements that Host Inc. must satisfy in order to qualify as a REIT, including the distribution requirements described above.

***Adverse tax consequences would occur if Host Inc. or any of its subsidiary REITs fail to qualify as a REIT.***

We believe that Host Inc. has been organized and has operated in such a manner so as to qualify as a REIT under the Code, commencing with its taxable year beginning January 1, 1999, and Host Inc. currently intends to continue to operate as a REIT during future years. In addition, Host Inc. owns, through Host L.P., two entities that have elected to be treated as REITs. As the requirements for qualification and taxation as a REIT are extremely complex and interpretations of the federal income tax laws governing qualification and taxation as a REIT are limited, no assurance can be provided that Host Inc. currently qualifies as a REIT or will continue to qualify as a REIT or that each of Host Inc.'s subsidiary REITs qualify as a REIT. If any of the subsidiary REITs were to fail to qualify as a REIT, it is possible that Host Inc. would fail to qualify as a REIT unless it (or the subsidiary REIT) could avail itself of certain relief provisions. New legislation, treasury regulations, administrative interpretations or court decisions could significantly change the tax laws with respect to an entity's qualification as a REIT or the federal income tax consequences of its REIT qualification. If Host Inc. or any of the subsidiary REITs were to fail to qualify as a REIT, and any available relief provisions did not apply, the non-qualifying REIT would not be allowed to take a deduction for distributions to its stockholders in computing its taxable income, and it would be subject to federal and state corporate income tax, including any applicable alternative minimum tax, on its taxable income at regular corporate rates. Moreover, unless entitled to statutory relief, the non-qualifying REIT would not qualify as a REIT for the four taxable years following the year during which REIT qualification was lost.

Any determination that Host Inc. or one of its subsidiary REITs does not qualify as a REIT will have a material adverse effect on our results of operations and could materially reduce the value of Host Inc.'s common stock. The additional tax liability of Host Inc. or the subsidiary REIT for the year, or years, in which the relevant entity did not qualify as a REIT would reduce its net earnings available for investment, debt service or distributions to stockholders. Furthermore, the non-qualifying entity would no longer be required to make distributions to stockholders as a condition to REIT qualification and all of its distributions to stockholders would be taxable as ordinary C corporation dividends to the extent of its current and accumulated earnings and profits. This means that, if Host Inc. were to fail to qualify as a REIT, Host Inc.'s stockholders currently taxed as individuals would be taxed on those dividends at capital gain rates and Host Inc.'s corporate stockholders generally would be entitled to the dividends received deduction with respect to such dividends, subject in each case to applicable limitations under the Code. Host Inc.'s failure to qualify as a REIT also would cause an event of default under Host L.P.'s credit facility, which default could lead to an acceleration of the amounts due thereunder, which, in turn, would constitute an event of default under Host L.P.'s outstanding debt securities.

***If our leases are not respected as true leases for federal income tax purposes, each of Host Inc. and its subsidiary REITs would fail to qualify as a REIT.***

To qualify as a REIT, Host Inc. must satisfy two gross income tests, pursuant to which specified percentages of its gross income must be passive income, such as rent. For the rent paid pursuant to the hotel leases with our TRS, which rental income currently constitutes substantially all of Host Inc.'s and each of our subsidiary REITs' gross income, to qualify for purposes of the gross income tests, our leases must be respected as true leases for federal income tax purposes and must not be treated as service contracts, joint ventures or some other type of arrangement. We believe that the leases will be respected as true leases for federal income tax purposes. There can be no assurance, however, that the IRS will agree with this characterization. If the leases were not respected as true leases for federal income tax purposes, neither Host Inc. nor either of our subsidiary REITs would be able to satisfy either of the two gross income tests applicable to REITs and each would likely lose its REIT status.

**Table of Contents*****If our affiliated lessees fail to qualify as taxable REIT subsidiaries, each of Host Inc. and its subsidiary REITs would fail to qualify as a REIT.***

Rent paid by a lessee that is a related party tenant of Host Inc. will not be qualifying income for purposes of the two gross income tests applicable to REITs. We lease substantially all of our hotels to our subsidiary that is taxable as a regular C corporation and that has elected to be treated as a taxable REIT subsidiary with respect to Host Inc. So long as any affiliated lessee qualifies as a taxable REIT subsidiary, it will not be treated as a related party tenant. We believe that our affiliated lessees have qualified and will continue to qualify, and that the taxable REIT subsidiaries of each of our subsidiary REITs have qualified and will continue to qualify, to be treated as taxable REIT subsidiaries for federal income tax purposes. There can be no assurance, however, that the IRS will not challenge the status of a taxable REIT subsidiary for federal income tax purposes or that a court would not sustain such a challenge. If the IRS were successful in disqualifying any of our affiliated lessees (including the taxable REIT subsidiaries of our subsidiary REITs) from treatment as a taxable REIT subsidiary, it is possible that Host Inc. or a subsidiary REIT would fail to meet the asset tests applicable to REITs and substantially all of its income would fail to qualify for the gross income tests. If Host Inc. or a subsidiary REIT failed to meet either the asset tests or the gross income tests, each would likely lose its REIT status.

***Despite the REIT status of each of Host Inc. and its subsidiary REITs, we remain subject to various taxes.***

One of Host Inc.'s subsidiary REITs will be required to pay federal income tax at the highest regular corporate rate on built-in gain recognized as a result of the sale of one or more of its hotel assets prior to the expiration of the applicable 10-year holding period, including certain hotels acquired from Starwood and its affiliates in 2006. The total amount of gain on which the subsidiary REIT would be subject to corporate income tax if all of its built-in gain assets were sold in a taxable transaction prior to the expiration of the applicable 10-year holding period would be material to it. In addition, we expect that we could recognize other substantial deferred tax liabilities in the future without any corresponding receipt of cash.

Notwithstanding Host Inc.'s status as a REIT, Host Inc. and our subsidiaries (including our subsidiary REITs) will be subject to some federal, state, local and foreign taxes on their income and property. For example, Host Inc. and our subsidiary REITs will pay tax on certain types of income that are not distributed and will be subject to a 100% excise tax on transactions with a taxable REIT subsidiary that are not conducted on an arm's length basis. Moreover, the taxable REIT subsidiaries of Host Inc. and our subsidiary REITs are taxable as regular C corporations and will pay federal, state and local income tax on their net income at the applicable corporate rates, and foreign taxes to the extent that they own assets or conduct operations in foreign jurisdictions.

Host L.P. is obligated under its partnership agreement to pay all such taxes (and any related interest and penalties) incurred by Host Inc.

***If the IRS were to challenge successfully Host L.P.'s status as a partnership for federal income tax purposes, Host Inc. would cease to qualify as a REIT and would suffer other adverse consequences.***

We believe that Host L.P. qualifies to be treated as a partnership for federal income tax purposes. As a partnership, it is not subject to federal income tax on its income. Instead, each of its partners, including Host Inc., is required to pay tax on such partner's allocable share of its income. No assurance can be provided, however, that the IRS will not challenge Host L.P.'s status as a partnership for federal income tax purposes, or that a court would not sustain such a challenge. If the IRS were successful in treating Host L.P. as a corporation for federal income tax purposes, Host Inc. would fail to meet the gross income tests and certain of the asset tests applicable to REITs and, accordingly, cease to qualify as a REIT. If Host L.P. fails to qualify as a partnership for federal income tax purposes or Host Inc. fails to qualify as a REIT, either failure would cause an event of default under Host L.P.'s credit facility that, in turn, could constitute an event of default under Host L.P.'s outstanding debt securities. Also, the failure of Host L.P. to qualify as a partnership for federal income tax purposes would cause it to become subject to federal, state and foreign corporate income tax, which tax would reduce significantly the amount of cash available for debt service and for distribution to its partners, including Host Inc.

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*As a REIT, each of Host Inc. and its subsidiary REITs is subject to limitations on its ownership of debt and equity securities.*

Subject to certain exceptions, a REIT is generally prohibited from owning securities in any one issuer to the extent that (1) the value of those securities exceeds 5% of the value of the REIT's total assets, (2) the securities owned by the REIT represent more than 10% of the issuer's outstanding voting securities, or (3) the REIT owns more than 10% of the value of the issuer's outstanding securities. A REIT is permitted to own securities of a subsidiary in an amount that exceeds the 5% value test and the 10% vote or value test if the subsidiary elects to be a taxable REIT subsidiary. However, a REIT may not own securities of taxable REIT subsidiaries that represent in the aggregate more than 25% of the value of the REIT's total assets. If Host Inc. or any of its subsidiary REITs were to violate these ownership limitations, each would likely lose its REIT status.

*Each of Host Inc. or its subsidiary REITs may be required to pay a penalty tax upon the sale of a hotel.*

The federal income tax provisions applicable to REITs provide that any gain realized by a REIT on the sale of property held as inventory or other property held primarily for sale to customers in the ordinary course of business is treated as income from a prohibited transaction that is subject to a 100% excise tax. Under existing law, whether property, including hotels, is held as inventory or primarily for sale to customers in the ordinary course of business is a question of fact that depends upon all of the facts and circumstances with respect to the particular transaction. We intend to hold our hotels for investment with a view to long-term appreciation, to engage in the business of acquiring and owning hotels and to make occasional sales of hotels consistent with our investment objectives. There can be no assurance, however, that the IRS might not contend that one or more of these sales are subject to the 100% excise tax.

### **Risks Relating to Redemption of OP Units**

*A holder who redeems OP units may have adverse tax consequences.*

A holder who redeems OP units will be treated for federal and state income tax purposes as having sold the OP units. The sale of these units is a taxable event and the holder thereof will be treated as realizing an amount equal to the sum of the value of the common stock or cash the holder receives, plus the amount of Host L.P.'s nonrecourse liabilities allocable to the redeemed OP units. The gain or loss recognized by the holder of OP units is measured by the difference between the amount realized by the holder and the holder's basis in the OP units redeemed (which will include the amount of Host L.P.'s nonrecourse liabilities allocable to the redeemed OP units). It is possible that the amount of gain the holder recognizes could exceed the value of the common stock or cash that the holder receives. It also is possible that the tax liability resulting from this gain could exceed the value of the common stock or cash the holder receives.

*If a holder of OP units elects to redeem their units, the original receipt of the OP units may be subject to tax.*

If a holder of OP units elects to redeem their units, particularly within two years of receiving them, there is a risk that the original receipt of the OP units may be treated as a taxable sale under the "disguised sale" rules of the Internal Revenue Code. Subject to several exceptions, the tax law generally provides that a partner's contribution of property to a partnership and a simultaneous or subsequent transfer of money or other consideration from the partnership to the partner will be presumed to be a taxable sale. In particular, if money or other consideration is transferred by a partnership to a partner within two years of the partner's contribution of property, the transactions are presumed to be a taxable sale of the contributed property, unless the facts and circumstances clearly establish that the transfers are not a sale. On the other hand, if two years have passed between the original contribution of property and the transfer of money or other consideration, the transactions will not be presumed to be a taxable sale, unless the facts and circumstances clearly establish that they should be.



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*Differences between an investment in shares of Host Inc. common stock and OP units may affect redeemed holders of OP units.*

If a holder of OP units elects to have OP units redeemed, we will determine whether the holder receives cash or shares of Host Inc. s common stock in exchange for the OP units. Although an investment in shares of Host Inc. s common stock is substantially similar to an investment in OP units, there are some differences between ownership of OP units and ownership of Host Inc. common stock. These differences include form of organization, management structure, voting rights, liquidity and federal income taxation, some of which may be material to investors.

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

None.

### **Item 2. Properties**

See Section Our Hotel Properties of Item 1 above for a discussion of our hotel properties.

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

On April 27, 2005, we initiated a lawsuit against Keystone-Texas Property Holding Corporation ( Keystone ) seeking a declaration that a provision of the ground lease for the property under the San Antonio Marriott Rivercenter was valid and claiming that Keystone had breached that lease provision. On October 18, 2006, Keystone filed an amended counterclaim and later, a third party claim, alleging that we had tortiously interfered with Keystone s attempted sale of the property and that we slandered Keystone s title to the property.

On February 8, 2010, we received an adverse jury verdict in the 166th Judicial District Court of Bexar County, Texas. The jury found that we tortiously interfered with the attempted sale by Keystone of the land under the San Antonio Marriott Rivercenter and awarded Keystone \$34.3 million in damages plus statutory interest. In addition, the jury found that we slandered Keystone s title to the property and awarded Keystone \$39 million in damages plus statutory interest. Keystone will only be entitled to receive one of these damages awards. On February 12, 2010, the jury awarded Keystone \$7.5 million in exemplary damages with respect to the second claim. The trial court, however, subsequently granted our motion to disregard the jury s exemplary damages award. Based on the range of possible outcomes, we have accrued a potential litigation loss of approximately \$47 million.

On June 3, 2010, the trial court entered its final judgment, reciting and incorporating the jury s verdict and awarding Keystone damages for slander of title, interest and attorneys fees. On August 26, 2010, we filed our notice of appeal based, in part, on what we believe to be numerous erroneous rulings which adversely impacted the jury s verdict. We intend to vigorously pursue these issues on appeal.

We also are involved in various other legal proceedings in the normal course of business and are vigorously defending these claims; however, no assurances can be given as to the outcome of any pending legal proceedings. We believe, based on currently available information, that the results of such proceedings, in the aggregate, will not have a material adverse effect on our financial condition, but might be material to our operating results for any particular period, depending, in part, upon the operating results for such period.

### **Item 4. Reserved**

**Table of Contents****EXECUTIVE OFFICERS**

In the following table we set forth certain information regarding those persons currently serving as executive officers of Host Inc. as of February 18, 2011. Host L.P. does not have executive officers.

**Business Experience Prior to Becoming an**

<b>Name and Title</b>	<b>Age</b>	<b>Executive Officer of Host Inc.</b>
Richard E. Marriott <i>Chairman of the Board</i>	72	Richard E. Marriott joined our company in 1965 and has served in various executive capacities. In 1979, Mr. Marriott was elected to the Board of Directors. In 1984, he was elected Executive Vice President and in 1986, he was elected Vice Chairman of the Board of Directors. In 1993, Mr. Marriott was elected Chairman of the Board.
W. Edward Walter <i>President, Chief Executive Officer and Director</i>	55	W. Edward Walter joined our company in 1996 as Senior Vice President for Acquisitions, and was elected Treasurer in 1998, Executive Vice President in 2000, Chief Operating Officer in 2001, Chief Financial Officer in 2003 and President, Chief Executive Officer and Director in October 2007.
Elizabeth A. Abdo <i>Executive Vice President, General Counsel and Secretary</i>	52	Elizabeth A. Abdo joined our company in June 2001 as Senior Vice President and General Counsel and became Executive Vice President in February 2003. She was elected Secretary in August 2001.
Minaz Abji <i>Executive Vice President, Asset Management</i>	57	Minaz Abji joined our company in 2003 as Executive Vice President, Asset Management. Prior to joining us, Mr. Abji was President of Canadian Hotel Income Properties REIT, a Canadian REIT located in Vancouver, British Columbia where he worked since 1998.
Larry K. Harvey <i>Executive Vice President, Chief Financial Officer</i>	46	Larry K. Harvey rejoined our company in February 2003 as Senior Vice President and Corporate Controller. In February 2006, he was promoted to Senior Vice President, Chief Accounting Officer. He was elected Executive Vice President, Chief Financial Officer and Treasurer in 2007. He served as Treasurer until February 2010 and continues to serve as Executive Vice President and Chief Financial Officer. Prior to joining us, he served as Chief Financial Officer of Barceló Crestline Corporation, formerly Crestline Capital Corporation. Prior to that, he was our Vice President of Corporate Accounting, before the spin-off of Crestline in 1998.
Gregory J. Larson <i>Executive Vice President, Corporate Strategy and Fund Management</i>	46	Gregory J. Larson joined our company in October 1993. In 1998, Mr. Larson joined the Treasury group as Vice President of Corporate Finance. He assumed leadership of the Investor Relations department in 2000, was promoted to Senior Vice President in 2002, and was elected Treasurer in 2005. In November 2007, Mr. Larson was selected to lead our corporate strategy and fund management business and elected to Executive Vice President.
James F. Risoleo <i>Executive Vice President, Chief Investment Officer</i>	55	James F. Risoleo joined our company in 1996 as Senior Vice President for Acquisitions, and was elected Executive Vice President in 2000. He is responsible for our development, acquisition and disposition activities, including oversight of our European and Asian joint venture investments.

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**Business Experience Prior to Becoming an**

<b>Name and Title</b>	<b>Age</b>	<b>Executive Officer of Host Inc.</b>
Joanne G. Hamilton <i>Executive Vice President, Human Resources</i>	53	Joanne G. Hamilton joined our company as Executive Vice President, Human Resources in January 2010. Prior to joining our company, she was the Chief Human Resource Officer for Beers & Cutler, an accounting and consulting firm based in Vienna, Virginia from 2007 to 2010. Prior to joining Beers & Cutler, Ms. Hamilton served as Senior Vice President of Human Resources for Spirent PLC, a global telecommunications company, from 2002 to 2007. Prior to that time, Ms. Hamilton was Senior Vice President at Visual Networks and Vice President of Human Resources at Telecommunications Techniques Corporation.
Brian G. Macnamara <i>Senior Vice President, Corporate Controller</i>	51	Brian G. Macnamara joined our company in February 1996, was promoted to Vice President, Assistant Corporate Controller in February 2007, and was elected Senior Vice President, Corporate Controller in September 2007. Prior to serving as Assistant Corporate Controller, Mr. Macnamara served as Vice President, Financial Reporting and Corporate Real Estate.

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

Host Inc.'s common stock is listed on the New York Stock Exchange and trades under the symbol HST. The following table sets forth, for the fiscal periods indicated, the high and low sales prices per share of Host Inc.'s common stock as reported on the New York Stock Exchange Composite Tape and dividends declared per share:

	Stock Price		Dividends
	High	Low	Declared Per Share
2009			
1st Quarter	\$ 8.22	\$ 3.08	\$
2nd Quarter	9.92	3.70	
3rd Quarter	11.09	7.07	
4th Quarter	12.20	9.64	0.25*
2010			
1st Quarter	\$ 14.96	\$ 10.46	\$ 0.01
2nd Quarter	17.09	12.83	0.01
3rd Quarter	15.91	12.64	0.01
4th Quarter	17.97	13.95	0.01

\* In reliance on the specific terms of guidance issued by the IRS and subject to certain elections by Host Inc.'s stockholders and the effect of a 10% cash limitation, Host Inc. paid approximately 90% of the special dividend with Host Inc.'s common stock, or 13.4 million common shares, with the remaining 10% paid in cash of approximately \$15.6 million.

Under the terms of our senior notes indenture and the credit facility, Host Inc.'s ability to pay dividends and make other payments is dependent on its ability to satisfy certain financial requirements. See Management's Discussion and Analysis of Financial Condition and Results of Operations Financial Condition and Risk Factors Financial Risks and Risks of Operation Our ability to pay dividends and to make distributions may be limited or prohibited by the terms of our indebtedness or preferred units.

As of February 18, 2011, there were 29,391 holders of record of Host Inc.'s common stock. However, because many of the shares of its common stock are held by brokers and other institutions on behalf of stockholders, we believe that there are considerably more beneficial holders of its common stock than record holders. As of February 18, 2011, there were 1,886 holders of OP units (in addition to Host Inc.). OP units are redeemable for cash, or, at our election, convertible into Host Inc.'s common stock.

Host Inc.'s ability to qualify as a REIT under the Internal Revenue Code is facilitated by limiting the number of shares of its stock that a person may own. Its charter provides that, subject to limited exceptions, no person or persons acting as a group may own, or be deemed to own by virtue of the attribution provisions of the Internal Revenue Code, more than 9.8% in value or in number, whichever is more restrictive, of shares of Host Inc.'s outstanding common stock, preferred stock or any other stock, each considered as a separate class or series for this purpose. Host Inc.'s Board of Directors has the authority to increase the ownership limit from time to time, but does not have the authority to do so to the extent that, after giving effect to such increase, any five beneficial owners of capital stock could beneficially own in the aggregate more than 49.5% of the outstanding capital stock. See Risk Factors Risks Related to Ownership of Host Inc.'s Common Stock There are limitations on the acquisition of Host Inc. common stock and changes in control.

**Table of Contents****Fourth Quarter 2010 Purchases of Equity Securities**

Period	Total Number of Common Shares Purchased	Average Price Paid per Common Share	Total Number of	
			Common Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (Or Approximate Dollar Value) of Common Shares that May Yet Be Purchased Under the Plans or Programs (in millions)
September 11, 2010 - October 10, 2010	6,424*	\$ 14.69*		\$
October 11, 2010 - November 10, 2010		\$		\$
November 11, 2010 - December 10, 2010		\$		\$
December 11, 2010 - December 31, 2010		\$		\$
<b>Total</b>	<b>6,424</b>	<b>\$ 14.69</b>		<b>\$</b>

\* Reflects 6,424 shares of restricted stock withheld and used for the purpose of paying taxes in connection with the release of restricted common shares to plan participants (the \$14.69 purchase price is the price of Host Inc. common stock on the date of release).

**Stockholder Return Performance**

The following graph compares the five-year cumulative total stockholder return on Host Inc.'s common stock against the cumulative total returns of the Standard & Poor's Corporation Composite 500 Index and the National Association of Real Estate Investment Trust (NAREIT) Equity Index. The graph assumes an initial investment of \$100 in Host Inc.'s common stock and in each of the indexes, and also assumes the reinvestment of dividends.

**Comparison of Five-Year Cumulative Stockholder Returns 2005 - 2010**

	2005	2006	2007	2008	2009	2010
Host Hotels & Resorts, Inc.	\$ 100.00	\$ 134.04	\$ 97.59	\$ 45.44	\$ 70.25	\$ 107.85
NAREIT Equity Index	\$ 100.00	\$ 135.06	\$ 113.87	\$ 70.91	\$ 90.76	\$ 116.12
S&P 500 Index	\$ 100.00	\$ 115.84	\$ 122.17	\$ 77.07	\$ 97.46	\$ 112.14

This performance graph shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference into any filing of Host Inc. or Host L.P. (or any of their respective subsidiaries) under the Securities Act of 1933, as amended, or the Securities Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Table of Contents****Market for Registrant's Common Units, Related Unitholder Matters and Issuer Purchases of Equity Securities for Host L.P.**

There is no established public trading market for our OP units and transfers of OP units are restricted by the terms of Host L.P.'s partnership agreement. Under the terms of our senior notes indenture and our credit facility, Host L.P.'s ability to make distributions and other payments is dependent on its ability to satisfy certain financial requirements. See Risk Factors Our ability to pay dividends and to make distributions may be limited or prohibited by the terms of our indebtedness or preferred units. The following table sets forth, for the fiscal periods indicated, Host L.P.'s distributions declared per common OP unit:

	<b>Distributions Declared Per Common Unit</b>
2009	
1st Quarter	
2nd Quarter	
3rd Quarter	
4th Quarter	\$ .025*
2010	
1st Quarter	\$ .0102
2nd Quarter	\$ .0102
3rd Quarter	\$ .0102
4th Quarter	\$ .0102

\* On September 14, 2009, Host Inc.'s Board of Directors authorized a special dividend of \$0.25 per share of common stock. The dividend was paid on December 18, 2009 to holders of record as of November 6, 2009. In reliance on the specific terms of guidance issued by the IRS and subject to certain elections by Host Inc.'s stockholders and the effect of a 10% cash limitation, Host Inc. paid approximately 90% of the special dividend with Host Inc.'s common stock, or 13.4 million common shares, with the remaining 10% paid in cash of approximately \$15.6 million. Pursuant to the partnership agreement of Host L.P., common OP unitholders received the cash distribution of 10% of the \$0.25 per share dividend paid by Host Inc. to its common stockholders, or \$0.025 per OP unit, but did not receive an equivalent per unit distribution for the 90% of the dividend paid with Host Inc.'s common stock. Instead, the conversion factor used to convert OP units into shares of Host Inc.'s common stock was proportionately adjusted from 1.0 to 1.021494. This adjustment to the conversion factor was made to avoid any unintended dilution as a result of the portion of Host Inc.'s dividend paid with shares of its common stock to its stockholders.

The number of holders of record of Host L.P.'s common OP units on February 18, 2011 was 1,886. The number of outstanding common OP units as of February 18, 2011 was 676,522,234, of which 666,110,729 were owned by Host Inc. Under the terms of our senior notes indenture and the credit facility, Host L.P.'s ability to make distributions and other payments is dependent on its ability to satisfy certain financial requirements. In addition, under the terms of Host L.P.'s preferred OP units, we are not permitted to make distributions on our common OP units unless all cumulative distributions have been paid on our preferred OP units. See Management's Discussion and Analysis of Financial Condition and Results of Operations Financial Condition and Risk Factors Financial Risks and Risks of Operation Our ability to pay dividends and to make distributions may be limited or prohibited by the terms of our indebtedness or preferred units.

**Table of Contents****Fourth Quarter 2010 Issuer Purchases of Equity Securities**

Period	Total Number of Units Purchased	Average Price Paid per Common Unit	Maximum Number (or Approximate Dollar Value) of Common Units that	
			Publicly Announced Plan or Programs	May Yet Be Purchased Under the Plans or Programs
September 11, 2010 - October 10, 2010	31,533*	1.021494 shares of Host Inc. Common Stock*		
October 11, 2010 - November 10, 2010	10,215**	1.021494 shares of Host Inc. Common Stock**		
November 11, 2010 - December 10, 2010	22,319**	1.021494 shares of Host Inc. Common Stock**		
December 11, 2010 - December 31, 2010	47,111**	1.021494 shares of Host Inc. Common Stock**		
<b>Total</b>	<b>111,178</b>			

\* Reflects (1) 25,245 common OP units redeemed by holders in exchange for shares of Host Inc. s common stock and (2) 6,288 common OP units cancelled upon cancellation of 6,424 shares of Host Inc. s common stock by Host Inc.

\*\* Reflects common OP units redeemed by holders in exchange for shares of Host Inc. s common stock.

**Item 6. Selected Financial Data (Host Hotels & Resorts, Inc.)**

The following table presents certain selected historical financial data which has been derived from audited consolidated financial statements for the five years ended December 31, 2010. The following information should be read in conjunction with the consolidated financial statements and related notes and Management s Discussion and Analysis of Financial Condition and Results of Operations :

	Calendar year				
	2010	2009	2008	2007	2006
	(in millions, except per share amounts)				
<b>Income Statement Data:</b>					
Revenues	\$ 4,437	\$ 4,144	\$ 5,119	\$ 5,227	\$ 4,638
Income (loss) from continuing operations	(128)	(197)	383	533	305
Income (loss) from discontinued operations, net of tax (1)	(4)	(61)	31	201	462
Net income (loss)	(132)	(258)	414	734	767
Net income (loss) attributable to Host Hotels & Resorts, Inc.	(130)	(252)	395	703	727
Net income (loss) available to common stockholders	(138)	(261)	386	694	707
Basic earnings (loss) per common share:					
Income (loss) from continuing operations	(.20)	(.34)	.68	.94	.51
Income (loss) from discontinued operations	(.01)	(.11)	.06	.39	.96
Net income (loss)	(.21)	(.45)	.74	1.33	1.47
Diluted earnings (loss) per common share:					
Income (loss) from continuing operations	(.20)	(.34)	.66	.94	.51
Income (loss) from discontinued operations	(.01)	(.11)	.06	.38	.95
Net income (loss)	(.21)	(.45)	.72	1.32	1.46
Dividends declared per common share (2)	.04	.25	.65	1.00	.76



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**Balance Sheet Data:**

Total assets	\$ 12,411	\$ 12,555	\$ 11,950	\$ 11,811	\$ 11,808
Debt	5,477	5,837	5,876	5,515	5,833
Preferred stock		97	97	97	97

- (1) Discontinued operations reflects the operations of properties classified as held for sale, the results of operations of properties disposed of and the gain or loss on those dispositions.
- (2) See Item 5. Market for Registrants' Common Stock, Related Stockholder Matters and Issuer Purchases of Equity Securities for Host Inc.

**Table of Contents****Selected Financial Data (Host Hotels & Resorts, L.P.)**

The following table presents certain selected historical financial data which has been derived from audited consolidated financial statements for the five years ended December 31, 2010. The following information should be read in conjunction with the consolidated financial statements and related notes and Management's Discussion and Analysis of Financial Condition and Results of Operations :

	2010	Calendar year			
		2009	2008	2007	2006
		(in millions, except per unit amounts)			
<b>Income Statement Data:</b>					
Revenues	\$ 4,437	\$ 4,144	\$ 5,119	\$ 5,227	\$ 4,638
Income (loss) from continuing operations	(128)	(197)	383	533	305
Income (loss) from discontinued operations, net of tax (1)	(4)	(61)	31	201	462
Net income (loss)	(132)	(258)	414	734	767
Net income (loss) attributable to Host Hotels & Resorts, L.P.	(132)	(257)	411	728	758
Net income (loss) available to common unitholders	(140)	(266)	402	719	738
Basic earnings (loss) per common unit:					
Income (loss) from continuing operations	(.21)	(.34)	.68	.96	.55
Income from discontinued operations		(.10)	.06	.37	.92
Net income (loss)	(.21)	(.44)	.74	1.33	1.47
Diluted earnings (loss) per common unit:					
Income (loss) from continuing operations	(.21)	(.35)	.66	.95	.55
Income from discontinued operations		(.10)	.06	.37	.92
Net income (loss)	(.21)	(.45)	.72	1.32	1.47
Distributions declared per common unit (2)	.0408	.025	.65	1.00	.76
<b>Balance Sheet Data:</b>					
Total assets	\$ 12,410	\$ 12,553	\$ 11,948	\$ 11,809	\$ 11,805
Debt	5,477	5,837	5,876	5,515	5,833
Preferred units		97	97	97	97

- (1) Discontinued operations reflects the operations of properties classified as held for sale, the results of operations of properties disposed of and the gain or loss on those dispositions.
- (2) See Item 5. Market for Registrants' Common Units, Related Unitholder Matters and Issuer Purchases of Equity Securities for Host L.P.

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

The following discussion should be read in conjunction with the consolidated financial statements and related notes included elsewhere in this report.

#### **Overview**

Host Inc. operates as a self-managed and self-administered REIT. Host Inc. is the sole general partner of Host L.P. and holds 98.4% of its partnership interests. Host L.P. is a limited partnership operating through an umbrella partnership structure. As of February 18, 2011, we own 120 hotels, primarily consisting of luxury and upper upscale properties. Host Inc. is the largest lodging REIT in NAREIT's composite index. A REIT is a legal entity that owns real estate assets and, through payments of dividends to stockholders, is permitted to reduce or eliminate federal income taxes at the corporate level.

Our hotels are operated under brand names that are among the most respected and widely recognized in the lodging industry. The majority of our properties are luxury and upper upscale that are located in central business districts of major cities, near airports and in resort/conference destinations that benefit from significant barriers to entry by competitors. In 2010, approximately 79% of our revenues were generated by our urban and resort/conference hotels. While our hotels are still subject to competitive pressures, we believe this strategy should allow us to achieve room rate and occupancy premiums in excess of those of our competitors. We seek to maximize the value of our portfolio through aggressive asset management by assisting the managers of our hotels in optimizing property operations and by completing strategic capital improvements.

#### **Our Customers**

The majority of our customers fall into three broad groups: transient business, group business and contract business. The table below details the percentage of our room sales for each group:

	2010	2009	2008	2007	2006
Transient business	56%	56%	54%	56%	54%
Group business	37%	37%	41%	40%	42%
Contract business	7%	7%	5%	4%	4%

Similar to the majority of the lodging industry, we further categorize business within these categories based on characteristics they have in common as follows:

Transient business broadly represents individual business or leisure travelers. Business travelers make up the majority of transient demand at our hotels. Therefore, we will be more significantly affected by trends in business travel versus leisure demand. The four key subcategories of the transient business group are:

**Premium:** Sometimes referred to as rack rate, this rate is typically applied to rooms booked close to arrival during high demand periods and is the highest rate category available. Room rates will fluctuate depending on anticipated demand levels (e.g. seasonality and weekday vs. weekend stays).

**Corporate:** This is the benchmark rate that a hotel publishes and offers to the general public. It is typically the second highest category and is for travelers that do not have access to negotiated or discount rates.

**Special Corporate:** This is a negotiated rate offered to companies and organizations that provide significant levels of room night demand to the hotel or to hotel brands generally. These rates are typically negotiated annually at a discount to the anticipated corporate rate.

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Discount: This encompasses all discount programs, such as AAA and AARP discounts, government per diem, rooms booked through wholesale channels, frequent guest program redemptions, and promotional rates and packages offered by a hotel.

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Group business represents clusters of guestrooms booked together, usually with a minimum of 10 rooms. Examples include a company training session or a social event such as a family reunion. The three key sub-categories of the group business category are:

Association: group business related to national and regional association meetings and conventions.

Corporate: group business related to corporate meetings (e.g., product launches, training programs, contract negotiations, and presentations).

Other: group business predominately related to social, military, education, religious, fraternal and youth and amateur sports teams, otherwise known as SMERF business.

The final category is contract demand, which refers to blocks of rooms sold to a specific company for an extended period of time at significantly discounted rates. Contract rates are usually utilized by hotels that are located in markets that are experiencing consistently lower levels of demand. Airline crews are typical generators of contract demand for our hotels.

**Understanding Our Performance**

**Our Revenues and Expenses.** Our hotels are operated by third-party managers under long-term agreements, pursuant to which they typically earn base and incentive management fees based on the levels of revenues and profitability of each individual hotel. We provide operating funds, or working capital, which the managers use to purchase inventory and to pay wages, utilities, property taxes and other hotel-level expenses. We generally receive a cash distribution from our hotel managers each four-week or monthly accounting period, which distribution reflects hotel-level sales less property-level operating expenses (excluding depreciation).

Revenues for owned hotels are 96% of our total revenue. The following table presents the components of our hotel revenue as a percentage of our total revenue:

	<b>% of 2010 Revenues</b>
<i>Rooms revenue.</i> Occupancy and average daily room rate are the major drivers of rooms revenue. The business mix of the hotel (group versus transient and premium versus discount business) is a significant driver of room rates.	60%
<i>Food and beverage revenue.</i> Occupancy and the type of customer staying at the hotel are the major drivers of food and beverage revenue (i.e., group business typically generates more food and beverage business through catering functions when compared to transient business, which may or may not utilize the hotel's restaurants).	29%
<i>Other revenue.</i> Occupancy, the nature of the property (i.e., resort, etc.) and its price point are the main drivers of other ancillary revenue, such as parking, golf course, spa, entertainment and other guest services.	7%

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Hotel operating expenses are approximately 97% of our total operating costs and expenses. The following table presents the components of our hotel operating expenses as a percentage of our total operating costs and expenses:

	<b>% of 2010 Operating Costs and Expenses</b>
<i>Rooms expense.</i> These costs include housekeeping, reservation systems, room supplies, laundry services and front desk costs. Occupancy is the major driver of rooms expense. These costs can increase based on increases in salaries and wages, as well as the level of service and amenities that are provided.	17%
<i>Food and beverage expense.</i> These expenses primarily include food, beverage and labor costs. Occupancy and the type of customer staying at the hotel (i.e., catered functions generally are more profitable than outlet sales) are the major drivers of food and beverage expense, which correlates closely with food and beverage revenue.	23%
<i>Other departmental and support expenses.</i> These expenses include labor and other costs associated with the other ancillary revenues such as parking, golf courses, spas, entertainment and other guest services, as well as labor and other costs associated with administrative departments, sales and marketing, repairs and minor maintenance and utility costs.	27%
<i>Management fees.</i> Base management fees are computed as a percentage of gross revenue. Incentive management fees generally are paid when operating profits exceed certain threshold levels.	4%
<i>Other property-level expenses.</i> These expenses consist primarily of real and personal property taxes, ground rent, equipment rent and property insurance. Many of these expenses are relatively inflexible and do not necessarily change based on changes in revenues at our hotels.	12%
<i>Depreciation and amortization expense.</i> This is a non-cash expense that changes primarily based on the acquisition and disposition of hotel properties and the level of past capital expenditures.	14%

The expense components listed above are based on those presented in our consolidated statements of operations. It also is worth noting that wage and benefit costs are spread among various line items. Taken separately, these costs represent approximately 50% to 55% of our hotel operating expenses.

**Key Performance Indicators.** Revenue per available room ( RevPAR ) is a commonly used measure within the hotel industry to evaluate hotel operations. RevPAR is defined as the product of the average daily room rate charged and the average daily occupancy achieved. RevPAR does not include food and beverage or parking, telephone or other guest service revenues generated by the property. Although RevPAR does not include these ancillary revenues, it is generally considered the leading indicator of core revenues for many hotels.

RevPAR changes that are driven predominately by occupancy have different implications on overall revenue levels, as well as incremental operating profit, than do changes that are driven predominately by average room rate. For example, increases in occupancy at a hotel would lead to increases in rooms revenues and ancillary revenues, such as food and beverage, as well as additional incremental costs (including housekeeping services, utilities and room amenity costs). RevPAR increases due to higher room rates, however, would not result in additional room-related costs. As a result, changes in RevPAR driven by increases or decreases in average room rates have a greater effect on profitability than changes in RevPAR caused by occupancy levels.

In discussing our operating results, we present RevPAR and certain other financial data for our hotels on a comparable hotel basis. Comparable hotels are those properties that we have owned for the entirety of the reporting

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periods being compared. Comparable hotels do not include the results of properties acquired or sold, or that incurred business interruption due to significant property damage, large scale capital improvements or significant events during these periods.

We also evaluate the performance of our business through certain non-GAAP financial measures. Each of these non-GAAP measures should be considered by investors as supplemental measures to GAAP performance measures such as total revenues, operating profit, net income and earnings per share. We provide a more detailed discussion of these non-GAAP financial measures, how management uses such measures to evaluate our financial condition and operating performance and a discussion of certain limitations of such measures in Non-GAAP Financial Measures. Our non-GAAP financial measures include:

*Host Inc. s funds from operations ( FFO ) and FFO per diluted share.* We use FFO and FFO per diluted share as a supplemental measure of company-wide profitability.

*Host Inc s and Host L.P. s hotel adjusted operating profit.* Hotel adjusted operating profit measures property-level results before debt service and is a supplemental measure of aggregate property-level profitability. We also use hotel adjusted operating profit to evaluate the profitability of our comparable hotels.

*Host Inc. s and Host L.P. s EBITDA and Adjusted EBITDA.* Earnings before income taxes, interest expense, depreciation and amortization ( EBITDA ), is a commonly used measure in many industries, and management believes that such measure provides useful information to investors regarding our results of operations as it helps us and our investors evaluate the ongoing operating performance of our properties and facilitates comparisons between us and other lodging REITs, hotel owners who are not REITs and other capital-intensive companies. We adjust EBITDA when evaluating our performance because we believe that the exclusion of certain items, such as gains and losses related to real estate transactions and impairment losses ( Adjusted EBITDA ), provides useful supplemental information to investors regarding our ongoing operating performance.

**Summary of 2010 Operating Results**

During 2010, the lodging recovery exceeded industry expectations as overall RevPAR grew 5.5% compared to 2009. Similarly, RevPAR at our comparable hotels increased 5.8% compared to 2009. As is expected during a recovery, the initial improvements in RevPAR were driven by improvements in occupancy, which improved by 3.8 percentage points in 2010. Overall, average room rates were essentially flat, with an improvement of 0.1% during the year; however, as the year progressed, lodging demand improved and our managers were able to increase rates, somewhat shifting pricing power away from the consumer. As a result, comparable hotel rates for the third and fourth quarter of 2010 improved 4.5% and 2.8%, respectively. Early in the year, the recovery was driven by increased demand from corporate transient business, which was eventually joined by improvements across the majority of our customer types. This RevPAR improvement includes a 7.6% improvement in comparable hotel transient RevPAR and a 3.5% improvement in comparable hotel group RevPAR. Typically, the recovery of group revenue will lag that of transient revenue as price increases and business mix changes can more quickly increase transient average rates, and because group contracts that were negotiated near the bottom of the lodging cycle reflect lower rates and, therefore, will slow recovery for group revenues in the near term. As a result of these trends, total comparable revenues for our owned hotels increased \$167 million, or 4.2%, to approximately \$4.1 billion for the year. In addition to the hotel revenues for our owned hotels described above, our other revenues increased \$92 million due to the inclusion of hotel revenues from a portfolio of 71 Courtyard by Marriott and Residence Inn by Marriott hotels leased from Hospitality Properties Trust that had been previously sublet (the HPT portfolio ; see Off-Balance Sheet Arrangements and Contractual Obligations ). Therefore, overall revenue increased \$293 million, or 7.1%, to approximately \$4.4 billion for 2010.

As described above, the improvements in RevPAR were primarily driven by occupancy gains, which have less of a positive effect on overall profitability compared to increases driven by average room rate. As a result, the improvement in overall profitability was partially offset by increases in incremental costs at the hotels as well as the decline in the cancellation and attrition revenues. Additionally, our total expenses include rental and hotel level

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expenses for the leased HPT portfolio, described above, of \$180 million, which decreased our overall operating profit by \$13 million. Other significant items that affected the comparability of our results between 2010 and 2009 include:

2010:

The recognition of \$10 million of acquisition costs related to our successful hotel acquisitions, which costs are now required to be recorded in corporate expenses when incurred. Prior to the change in accounting treatment effective January 1, 2009, these costs would have been capitalized and depreciated over the remaining life of the asset; and,

an increase in interest expense during 2010 due to costs associated with debt extinguishments (including the acceleration of deferred financing costs and original issue discounts) totaling \$21 million, compared to a net gain of \$9 million on debt extinguishments in 2009.

2009:

Impairment charges related to real estate and investments totaling \$131 million. Of these impairment charges, \$20 million was included in depreciation expense, \$77 million was included in discontinued operations and \$34 million was included in equity in affiliates. No impairment charges were recorded in 2010;

gains on dispositions totaling \$31 million compared to a loss on dispositions of \$2 million in 2010; and,

charges related to a potential litigation loss of \$41 million.

As a result of the improved operations, and the items described above, GAAP operating profit increased 50% to \$223 million in 2010. Our comparable hotel adjusted operating profit, which reflects the hotel-level revenues and expenses for our comparable hotels and does not include the items described above or the results of the HPT portfolio, increased \$44 million, or 5%, to \$882 million. Net loss for Host Inc. decreased \$126 million in 2010 to a loss of \$132 million and Adjusted EBITDA increased \$26 million, or 3.3%, to \$824 million.

Host Inc.'s diluted loss per common share decreased \$.24 to a loss in 2010 of \$.21. The reduction in our loss per diluted share reflects the improvement in operating results at our hotels as described above. Host Inc.'s FFO per diluted share increased 33% to \$.68 for 2010. For 2010 and 2009, the transactions described above reduced net loss per diluted share by \$.06 and \$.23, respectively, and reduced FFO per diluted share by \$.06 and \$.28, respectively.

The trends and transactions described above for Host Inc. similarly affected the operating results for Host L.P, as the only significant difference between the Host Inc. and Host L.P. statements of operations relates to the treatment of income attributable to the outside partners of Host L.P. For the year, Host L.P.'s net loss declined \$126 million to \$132 million, and the loss per diluted unit declined \$.24 to \$.21 per unit.

**Financing Activities**

During 2010, we continued to progress in our overall goal to strengthen our balance sheet by lowering our debt-to-equity ratio; however, we shifted our focus from increasing our liquidity (which was our main focus in the uncertain recessionary period of 2009) to strategically raising and deploying capital to improve our overall leverage ratios, while at the same time completing substantial investments in our portfolio through acquisitions and capital investments. As a result of these efforts:

During the year, we issued \$500 million of 6% Series U senior notes and repaid approximately \$1.1 billion of senior notes and mortgage debt. We also assumed \$166 million of mortgage debt, of which \$115 million was repaid in the fourth quarter, and drew \$56 million under our credit facility in connection with our 2010 acquisitions. Overall, our debt balance was reduced by \$360 million from December 31, 2009;





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We issued 26.9 million common shares under our at the market offering programs. The shares were issued at an average price of \$15.25 per share for net proceeds of \$406 million. Proceeds from these issuances were used to fund acquisitions and capital investments;

As of December 31, 2010, 102 of our 113 properties are unencumbered by mortgage debt;

We improved our overall leverage and coverage ratios, as defined in our senior note and credit facility covenants. Specifically, our leverage ratio (total debt/EBITDA, as defined) decreased 30 basis points to 5.0x and our interest coverage ratio (EBITDA/interest, as defined) increased 30 basis points to 3.0x; and

At year end, we held over \$1.1 billion of cash and cash equivalents and had \$542 million of availability under our credit facility. We expect to deploy over \$900 million of cash to execute our recently announced acquisitions discussed below.

We believe, based on the overall strength of our balance sheet, that we have sufficient liquidity and access to the capital markets in order to pay our near-term debt maturities, fund our capital expenditures programs and take advantage of investment opportunities (for a detailed discussion, see Liquidity and Capital Resources ).

## **Investing Activities**

**Acquisitions.** 2010 marked a significant increase in transaction activity for luxury and upper upscale lodging properties from the extremely depressed levels in 2009. We believe that the lodging industry is in the early stages of a recovery, which presents an opportunity to purchase assets with high growth potential at a significant discount to replacement cost. Many of the acquisition opportunities are associated with the significant number of hotel properties that are encumbered with very high levels of debt that are facing maturity deadlines and have few, if any, refinancing options. In many cases, we expect that these owners will seek to meet the financing obligations through an all cash sale of the hotel. In addition, lenders are foreclosing on hotels with the objective of a subsequent sale. An example of this type of transaction is our recent acquisition of the W New York, Union Square. During 2010, we completed the following acquisitions:

the 245-room JW Marriott, Rio de Janeiro for approximately R\$80 million (\$47 million);

the 270-room W New York, Union Square for approximately \$188 million, through a joint venture in which we are the 90% controlling partner. Our investment was approximately \$169 million;

the 424-room Westin Chicago River North for approximately \$165 million; and

the leasehold interest in the 266-room Le Méridien Piccadilly for approximately £64 million (\$98 million).

Subsequent to year end, we completed the acquisition of a portfolio of seven hotels in New Zealand and entered into agreements to purchase hotels in New York and San Diego as follows:

In January 2011, we entered into an agreement to acquire the 775-room New York Helmsley Hotel for \$313.5 million. The property will be managed by Starwood, initially as an unbranded hotel. As part of a comprehensive renovation costing approximately \$65 million, the guestrooms and guest baths will be completely renovated, a few rooms will be added to the inventory and the meeting space will be upgraded. When the renovations are complete in early to mid-2012, the property will be branded as a Westin. While the hotel will benefit from Starwood's management and reservation system as an unbranded hotel, operations of the hotel will be negatively affected during the renovation process. This acquisition is expected to close in March 2011, subject to customary closing conditions.

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In February 2011, we also entered into an agreement to acquire the entity that owns the 1,625-room Manchester Grand Hyatt San Diego, and certain related rights, for \$570 million. The hotel is located along the waterfront, adjacent to the city's central business district and convention center and has over 125,000

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square feet of meeting space, six food and beverage outlets, and a 10,000 square foot spa. The transaction will be comprised of cash consideration of \$564 million, including the repayment of \$408 million of existing loans. We will also issue approximately \$6 million of common OP Units and \$98 million of preferred OP units. We will also record a note receivable equal in value to the preferred OP units. The interest rate on the note receivable will be 0.25 percentage points less than the dividend rate on the preferred OP units. In accordance with ASC 505, a right of setoff exists between the note receivable and the preferred OP units, as the proceeds from the redemption of the preferred OP Units must be used to repay the note receivable. Therefore, neither will be reflected on our consolidated balance sheet. The transaction is expected to close in March of 2011, and is subject to various closing conditions, including approval by the San Diego Unified Port District.

On February 18, 2011, we completed the acquisition of a portfolio of seven midscale and upscale hotels in New Zealand for approximately \$145 million, including \$80 million of mortgage debt. The properties are located in the cities of Auckland, Queenstown, Christchurch and Wellington and will be operated by Accor under the ibis and Novotel brands. Accor is a leading international hotel operator with over 4,200 hotels and 500,000 rooms in 90 countries worldwide.

***Repositioning and Return on Investment Capital Expenditures.*** During 2010 and 2009, we completed a total of \$114 million and \$176 million, respectively, in ROI/repositioning expenditures at numerous properties. For 2010, repositioning and ROI expenditures included the following projects:

San Diego Marriott Hotel & Marina an extensive multi-year \$190 million project to reposition and renovate the hotel which will include all 1,360 guest rooms, the pool and fitness center, as well as the expansion and development of new meeting space and an exhibit hall;

Westin Kierland Resort & Spa the development of a new 21,500 square foot ballroom and 4,500 square foot outdoor venue space; and,

Miami Marriott Biscayne Bay Completed extensive lobby renovations and the development of a three-meal restaurant, as well as the conversion of 3,900 square feet to meeting space.

We expect that our investment in ROI and repositioning expenditures in 2011 will total approximately \$290 million to \$310 million, including \$190 million of projects at the following properties:

Sheraton New York Hotel & Towers the complete renovation of all 1,756 rooms, as well as major mechanical upgrades to the heating and cooling system;

Atlanta Marriott Perimeter Center complete repositioning of the hotel including rooms renovation, lobby enhancements, mechanical systems upgrades, parking garage and exterior enhancements;

Chicago Marriott O Hare complete repositioning of the hotel including rooms renovation, new meeting space and the creation of a new great room and lobby;

San Diego Marriott Hotel & Marina continuation of the extensive renovation and repositioning project begun in 2010; and,

Sheraton Indianapolis renovation of rooms, lobby, fitness center, bar and restaurant, as well as the conversion of an existing tower into 129 managed apartments.

***Renewal and Replacement Capital Expenditures.*** In addition to the repositioning/ROI expenditures described above, we spent \$195 million and \$164 million on renewal and replacement expenditures during 2010 and 2009, respectively. These expenditures are designed to ensure that our high standards for product quality are maintained and to enhance the overall competitiveness of our properties in the marketplace. Major renewal

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and replacement projects that were underway during the fourth quarter of 2010 included: 450 rooms at the Fairmont Kea

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Lani, 98,700 square feet of meeting space at the Sheraton Boston, 87,500 square feet of meeting space at the Philadelphia Marriott Downtown, 1001 rooms at the San Antonio Marriott Rivercenter and 36,000 square feet of meeting space at the Hyatt Regency Washington on Capitol Hill.

**Dispositions.** The market for selling hotels located in secondary and tertiary markets, which are our primary disposition targets, remains challenging. We disposed of two non-core properties in 2010 for a total of approximately \$12 million where we believed that the potential for future returns were lower than our target levels.

### **2011 Outlook**

Forecasts for real GDP growth in 2011 improved significantly in the fourth quarter of 2010, as the pace of consumer spending increased and the tax legislation package was passed in late December. Economists also anticipate substantial growth in business investment for 2011, which is a key driver for our industry, and for transient demand in particular. However, full year operating forecasts remain uncertain, particularly as employment levels and the housing market remain weak points in the overall economic outlook. As detailed in our 2010 operating results, 2010 RevPAR improvement was primarily driven by improvements in occupancy, as rate increases were not broadly recognized across the portfolio until the second half of the year. For 2011, as the recovery moves into its next phase, we anticipate that the improvements in RevPAR will be driven by both rate and occupancy growth, which will have a more significant positive effect on our operating results.

At the same time, we also anticipate that supply growth in the lodging industry will remain at historically low levels in 2011 as the disruption in the credit markets and weak lodging performance caused a significant decline in new hotel construction starts beginning in the second half of 2008 through 2010. This may be particularly relevant for the markets and lodging sectors in which we compete due to the long-term planning and high level of investment associated with luxury and upper upscale lodging properties in urban and resort destinations. We believe that lower supply growth will have a positive effect in 2011, as the improvements in lodging demand will not lead to a corresponding increase in supply. Based on the lack of new construction starts in recent years, we believe that supply growth should remain below the historical trend for the lodging industry for the next few years.

Based on the trends discussed above and the forecast ROI/repositioning projects, as well as other capital expenditures at our properties, we anticipate that comparable hotel RevPAR will increase 6% to 8% during 2011. We believe that the positive trends in the lodging industry create the opportunity for business improvements, which when combined with our strategy to enhance our portfolio through acquisitions and capital projects will ultimately improve the competitive position of our properties and stockholder value. However, there can be no assurances that any increases in hotel revenues or earnings at our properties will continue for any number of reasons, including, but not limited to, slower than anticipated growth in the economy and changes in travel patterns. See also Risk Factors.

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The following table reflects certain line items from our audited statements of operations and other significant operating statistics (in millions, except operating statistics and percentages):

	2010	2009	% Change 2009 to 2010	2008	% Change 2008 to 2009
<b>Revenues:</b>					
Total revenues for owned hotels	\$ 4,238	\$ 4,037	5.0%	\$ 5,000	(19.3)%
Other revenues (1)	199	107	86.0	119	(10.1)
<b>Operating costs and expenses:</b>					
Property-level costs(2)	4,109	3,879	5.9	4,326	(10.3)
Corporate and other expenses	108	116	(6.9)	58	100.0
Gain on insurance settlement	3		N/M(5)	7	N/M
Operating profit	223	149	49.7	742	(79.9)
Interest expense	384	379	1.3	375	1.1
Income (loss) from discontinued operations	(4)	(61)	(93.4)	31	N/M
<b>All hotel operating statistics(3):</b>					
RevPAR	\$ 121.46	\$ 112.57	7.9%	\$ 140.35	(19.8)%
Average room rate	\$ 173.17	\$ 170.93	1.3%	\$ 196.70	(13.1)%
Average occupancy	70.1%	65.9%	4.3 pts.	71.4%	(5.5) pts.
<b>Comparable hotel operating statistics(4):</b>					
RevPAR	\$ 120.26	\$ 113.66	5.8%	\$ N/A	(19.9)%
Average room rate	\$ 171.43	\$ 171.25	0.1%	\$ N/A	(13.5)%
Average occupancy	70.2%	66.4%	3.8 pts.	N/A	(5.4) pts.
<b>Host Inc.:</b>					
Net (income) loss attributable to non-controlling interests	2	6	(66.7)	(19)	N/M
Net income (loss) attributable to Host Hotels & Resorts, Inc.	(130)	(252)	(48.4)	395	N/M
<b>Host L.P.:</b>					
Net (income) loss attributable to non-controlling interests		1	(100.0)	(3)	N/M
Net income (loss) attributable to Host Hotels & Resorts, L.P.	(132)	(257)	(48.6)	411	N/M

- (1) Includes the results of the 71 hotels leased from HPT, whose operations we consolidated beginning July 7, 2010 as a result of the termination of the subleases with our subtenant. The line item also includes rental income earned prior to the lease terminations.
- (2) Amount represents operating costs and expenses per our consolidated statements of operations less corporate and other expenses and the gain on insurance settlement.
- (3) Operating statistics are for all properties as of December 31, 2010, 2009 and 2008 and include the results of operations for hotels we have sold prior to their disposition.
- (4) Comparable hotel operating statistics for 2010 and 2009 are based on 108 comparable hotels as of December 31, 2010. The percent change from 2008 and 2009 are based on 111 comparable hotels as of December 31, 2009.
- (5) N/M=Not Meaningful

**Table of Contents****Hotel Sales Overview**

	2010 (in millions)	2009 (in millions)	% Change 2009 to 2010	2008 (in millions)	% Change 2008 to 2009
<b>Revenues</b>					
Rooms	\$ 2,668	\$ 2,490	7.1%	\$ 3,106	(19.8)%
Food and beverage	1,293	1,236	4.6	1,547	(20.1)
Other	277	311	(10.9)	347	(10.4)
<b>Total revenues for owned hotels</b>	<b>4,238</b>	<b>4,037</b>	<b>5.0</b>	<b>5,000</b>	<b>(19.3)</b>
Other revenues	199	107	86.0	119	(10.1)
<b>Total revenues</b>	<b>\$ 4,437</b>	<b>\$ 4,144</b>	<b>7.1</b>	<b>\$ 5,119</b>	<b>(19.0)</b>

**2010 Compared to 2009.** In 2010, hotel sales grew 5.0% for our consolidated revenues for owned hotels, reflecting strong growth in RevPAR at our properties, as well as increases in rooms and food and beverage revenues, partially offset by a decline in attrition and cancellation fees. Revenues for properties sold in 2010 or 2009 have been reclassified to discontinued operations. See **Discontinued Operations** below.

**Rooms.** The increase in room revenue in 2010 is consistent with the overall increase in RevPAR, primarily due to occupancy gains at our hotels. While the majority of the increase is due to the 5.8% increase in RevPAR at our comparable hotels, there was also a 1.7% increase related to the revenues recorded at the hotels acquired during the year.

**Food and beverage.** The increase in food and beverage revenue in 2010 is primarily attributable to increased occupancy, which contributes to greater demand for catering and banquet business.

**Other.** The decrease in other revenues for owned hotels in 2010 is primarily a result of a decline in attrition and cancellation fees of approximately \$37 million.

**Other revenues.** For 2010, the increase was primarily driven by the inclusion of the HPT hotel revenue. On July 6, 2010, we terminated the subleases for 71 hotels leased from HPT because the subtenants failed to meet net worth covenants. Accordingly, beginning on July 7, 2010, we record the operations of the hotels instead of rental income, which we have recorded in other revenues. For 2010, revenues for hotels leased from HPT include hotel revenues of \$123 million and rental income of \$44 million. For 2009, revenues for hotels leased from HPT include rental income of \$79 million. The property revenues and rental income recorded, less the hotel expenses and rental expenses for the HPT properties, resulted in net losses of \$13 million and \$1 million for 2010 and 2009, respectively. Effective December 2010, we terminated the leases with respect to 18 of these properties. We also have given notice that we plan to terminate the leases with respect to the remaining 53 properties in December 2012. See **Off-Balance Sheet Arrangements and Contractual Obligations**.

While management evaluates the performance of each individual hotel against its competitive set in a given market, overall we evaluate the portfolio operating results using three different criteria: property type (i.e. urban, suburban, resort/conference or airport), geographic region and mix of business (i.e. transient, group or contract).



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*Comparable Hotel Sales by Property Type.* The following tables set forth performance information for 2010 and 2009:

**Comparable Hotels Portfolio by Property Type (a)**

	As of December 31, 2010		Year ended December 31, 2010			Year ended December 31, 2009			Percent Change in RevPAR
	No. of Properties	No. of Rooms	Average Room Rate	Average Occupancy Percentages	RevPAR	Average Room Rate	Average Occupancy Percentages	RevPAR	
Urban	52	33,123	\$ 185.53	72.5%	\$ 134.50	\$ 182.59	69.0%	\$ 125.90	6.8%
Suburban	29	10,964	138.29	65.6	90.73	139.71	61.1	85.32	6.3
Resort/Conference	13	8,082	204.83	65.3	133.76	215.19	61.1	131.57	1.7
Airport	14	6,956	115.98	71.8	83.30	115.61	68.5	79.18	5.2
All Types	108	59,125	171.43	70.2	120.26	171.25	66.4	113.66	5.8

(a) The reporting period for 2010 is from January 2, 2010 to December 31, 2010 and for 2009 is from January 3, 2009 to January 1, 2010 for our Marriott hotels. For further discussion, see Reporting Periods.

During 2010, comparable hotel RevPAR increased across all of our hotel property types. Our urban properties led the portfolio, with a 6.8% increase in RevPAR for the year. The continued improvement in demand has allowed our operators to begin to increase the average room rates at our urban properties, which improved 1.6% overall for the year. Our suburban properties also experienced a significant RevPAR increase in 2010 driven by strength in the suburban Boston, Orange County and San Francisco markets. Our resort/conference hotels lagged the portfolio as a whole, as the 7.9% improvement in RevPAR at our resort/conference properties in our Florida region were partially offset by the RevPAR declines in the Phoenix and Palm Springs markets. RevPAR at our Airport properties improved 5.2% for the year driven by strong demand growth in the Chicago and San Francisco airport markets.

*Comparable Hotel Sales by Geographic Region.* The following tables set forth performance information for 2010 and 2009:

**Comparable Hotels by Region (a)**

	As of December 31, 2010		Year ended December 31, 2010			Year ended December 31, 2009			Percent Change in RevPAR
	No. of Properties	No. of Rooms	Average Room Rate	Average Occupancy Percentages	RevPAR	Average Room Rate	Average Occupancy Percentages	RevPAR	
Pacific	26	14,581	\$ 161.38	71.6%	\$ 115.55	\$ 166.08	67.1%	\$ 111.38	3.7%
Mid-Atlantic	10	8,328	225.63	79.9	180.38	219.22	76.4	167.47	7.7
North Central	13	5,897	133.87	63.9	85.52	130.80	61.8	80.85	5.8
South Central	9	5,687	142.83	67.1	95.80	143.88	63.8	91.83	4.3
Florida	9	5,677	178.23	68.7	122.37	182.88	62.9	115.04	6.4
DC Metro	12	5,416	191.55	74.0	141.83	190.52	73.6	140.13	1.2
Atlanta	8	4,253	152.04	63.8	96.94	152.32	58.2	88.63	9.4
New England	7	3,924	172.19	69.6	119.83	165.77	65.2	108.10	10.8
Mountain	7	2,889	149.32	63.2	94.30	157.85	59.4	93.69	0.7
International	7	2,473	157.91	65.7	103.80	143.29	61.6	88.21	17.7
All Regions	108	59,125	171.43	70.2	120.26	171.25	66.4	113.66	5.8

(a)

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The reporting period for 2010 is from January 2, 2010 to December 31, 2010 and for 2009 is from January 3, 2009 to January 1, 2010 for our Marriott hotels. For further discussion, see Reporting Periods.

For 2010, comparable hotel RevPAR improved across all of our geographic regions when compared to 2009. Our New England region was the top performing U.S. region, with RevPAR growth of 10.8% that was driven by RevPAR growth of 11.6% in the Boston market. This increase was due to strong group and transient demand, as occupancy increased 5.0 percentage points and average room rates increased 3.9%.

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The 9.4% RevPAR growth in our Atlanta region was driven primarily by strong city-wide and transient business in the fourth quarter. Strong demand from both group and transient customers drove a 9.0 percentage point occupancy increase in the fourth quarter.

RevPAR in our Mid-Atlantic region grew 7.7% for the year, driven by RevPAR growth at our New York properties of 9.5%. For our New York properties, rate improved 5.7% and occupancy improved by 3.0 percentage points.

Our Florida region had an increase in RevPAR of 6.4% for the year, led by strong performance at our resort/conference hotels in this region. RevPAR at our Florida resort/conference hotels increased 7.9% for the year, driven primarily by an increase in occupancy of 6.6 percentage points; however, this increase was affected by lower group demand as well as significant renovations at the Orlando World Center Marriott Resort and Convention Center in the fourth quarter.

The RevPAR increase for the year in our North Central region was driven by our Chicago hotels, as RevPAR increased 8.8% due to strong transient demand and rate increased 2.6%.

Results in our Mountain region were mixed, as the Denver market experienced a 7.9% increase in RevPAR primarily due to strong group and transient demand, while the Phoenix market experienced a 3.9% decline in RevPAR, which was partially attributable to the renovation of a significant amount of meeting space at two hotels and the construction of a new ballroom at the Westin Kierland.

Our DC Metro region underperformed the portfolio in terms of RevPAR growth which reflects difficult comparisons to the prior year, particularly during the first quarter, due to the 2009 presidential inauguration and other government-related activities.

*Hotel Sales by Business Mix.* The majority of our customers fall into three broad groups: transient, group and contract business. The information below is derived from business mix data for 108 of our hotels for which information is available from our managers.

In 2010, overall transient RevPAR increased 7.6% when compared to 2009, reflecting an increase in total room nights of 4.9%, and an increase in average rates of 2.6%. The rate increase was driven primarily by a 5.0% increase in average rate for corporate transient business and a shift in mix away from discounted business.

During 2010, group RevPAR increased approximately 3.5%, reflecting an increase in total room nights of 6.7%, partially offset by a decrease in average rates of 3.0%. Typically, recovery in the group segment will follow improvement in transient demand due to longer booking lead times. As a result, a large portion of the 2010 group business was sold at the lower rates in effect in prior periods. Therefore, while we did experience improvements in group demand, improvements in overall group revenue continues to lag that of transient revenue.

*2009 Compared to 2008.* The decrease in hotel sales and food and beverage revenues was primarily attributable to decreased occupancy, which drives lower room rates and less demand for catering and banquet business, as well as other ancillary revenues such as spas, golf, parking, internet connectivity and other fees. Sales for properties disposed of in both years have been reclassified as discontinued operations. See Discontinued Operations below.

Consistent with the portfolio as a whole, comparable hotel RevPAR decreased 19.9%, with a 5.4 percentage point decrease in occupancy and a 13.5% decrease in average room rates. Another factor that contributed to the decrease in revenues was corporate travelers downgrading from luxury properties to other hotel segments due to political and public relations concerns regarding corporate expenditures on luxury services. This had a significant effect on our Ritz-Carlton properties as well as our resort locations.

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*Comparable Hotel Sales by Property Type.* The following tables set forth performance information for 2009 and 2008:

**Comparable Hotels Portfolio by Property Type (a)**

	As of December 31, 2009		Year ended December 31, 2009			Year ended December 31, 2008			Percent Change in RevPAR
	No. of Properties	No. of Rooms	Average Room Rate	Average Occupancy Percentages	RevPAR	Average Room Rate	Average Occupancy Percentages	RevPAR	
Urban	53	34,485	\$ 183.44	69.0%	\$ 126.64	\$ 211.15	73.6%	\$ 155.39	(18.5)%
Suburban	31	11,646	138.72	60.2	83.45	160.68	66.1	106.19	(21.4)
Resort/Conference	13	8,082	215.19	61.1	131.57	248.61	69.0	171.45	(23.3)
Airport	14	6,955	115.61	68.5	79.18	136.71	74.0	101.14	(21.7)
<b>All Types</b>	<b>111</b>	<b>61,168</b>	<b>171.61</b>	<b>66.2</b>	<b>113.68</b>	<b>198.30</b>	<b>71.6</b>	<b>141.97</b>	<b>(19.9)</b>

(a) The reporting period for 2009 is from January 3, 2009 to January 1, 2010 and for 2008 is from December 29, 2007 to December 26, 2008 for our Marriott hotels. For further discussion, see Reporting Periods.

Consistent with 2008, our 2009 urban properties continued to outperform the portfolio as a whole. We believe the location of these assets provided a diversified demand base that helped drive higher levels of occupancy, which partially mitigated the decline in average room rate compared to other property types. As noted above, our resort/conference properties were particularly affected by traveler concerns regarding corporate expenditures for luxury hotels and services.

*Comparable Hotel Sales by Geographic Region.* The following tables set forth performance information for 2009 and 2008:

**Comparable Hotels by Region (a)**

	As of December 31, 2009		Year ended December 31, 2009			Year ended December 31, 2008			Percent Change in RevPAR
	No. of Properties	No. of Rooms	Average Room Rate	Average Occupancy Percentages	RevPAR	Average Room Rate	Average Occupancy Percentages	RevPAR	
Pacific	27	15,943	\$ 169.46	67.4%	\$ 114.22	\$ 198.45	73.7%	\$ 146.16	(21.9)%
Mid-Atlantic	10	8,330	219.22	76.4	167.47	270.15	79.8	215.56	(22.3)
North Central	14	6,204	130.93	60.8	79.64	152.23	65.5	99.72	(20.1)
South Central	9	5,687	143.88	63.8	91.83	161.26	67.7	109.11	(15.8)
Florida	9	5,677	182.88	62.9	115.04	211.20	69.7	147.21	(21.9)
DC Metro	12	5,416	190.52	73.6	140.13	199.85	74.4	148.77	(5.8)
New England	8	4,297	161.76	63.7	103.11	179.11	71.9	128.85	(20.0)
Atlanta	8	4,252	152.32	58.2	88.63	172.87	66.0	114.01	(22.3)
Mountain	7	2,889	157.85	59.4	93.69	182.43	66.5	121.36	(22.8)
International	7	2,473	143.29	61.6	88.21	170.63	68.1	116.22	(24.1)
<b>All Regions</b>	<b>111</b>	<b>61,168</b>	<b>171.61</b>	<b>66.2</b>	<b>113.68</b>	<b>198.30</b>	<b>71.6</b>	<b>141.97</b>	<b>(19.9)</b>

(a) The reporting period for 2009 is from January 3, 2009 to January 1, 2010 and for 2008 is from December 29, 2007 to December 26, 2008 for our Marriott hotels. For further discussion, see Reporting Periods.

Other than the DC Metro region, all of our regions had substantial declines in RevPAR, though results reflect the different dynamics of the major markets within each region. RevPAR at hotels in our top performing DC Metro region declined 5.8%, though individual properties within the region varied from an increase of 7.4% to a decline of 25.4% in RevPAR, with the strongest performers being our downtown properties that

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benefited from government and government-related activity. Similarly, the 15.8% RevPAR decline in the South Central region included a RevPAR decrease of 3.7% in New Orleans and a decline of 21.4% in Houston.

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*Hotel Sales by Business Mix.* The majority of our customers fall into three broad groups: transient, group and contract business. The information below is derived from business mix data for 111 of our hotels for which information is available from our managers.

In 2009, transient RevPAR decreased 18.6% when compared to 2008, reflecting a slight decline in total room nights and a decline in average rate of 17.7%. The decline primarily reflects a shift from the higher-rated premium and corporate business to the price-sensitive transient discount business. Room nights for premium and corporate business declined 17.3%, despite a decline in average rates of 18.9%, which led to a RevPAR decline of 32.9% in this business. This was slightly offset by the 8.6% growth in room nights from price-sensitive transient discount business as customers, particularly leisure travelers, utilized discount programs implemented by our managers, as well as, third-party travel websites offering discounted rates.

Group RevPAR declined approximately 23.2% reflecting a decline in total room nights of 17.2% and a decline in average room rates of 7.2%. The decline in room rate was primarily due to corporate group discounts and short-term group rate concessions. The primary driver of the decline in room nights was a significant reduction in corporate group business of 32.8%. In addition to significant reductions in corporate group meetings, this also reflects low attendance at group meetings and groups increasingly renegotiating rates.

**Property-level Operating Expenses**

	2010	2009	% Change 2010 to 2009	2008	% Change 2009 to 2008
	(in millions)			(in millions)	
Rooms	\$ 736	\$ 683	7.8%	\$ 762	(10.4)%
Food and beverage	967	935	3.4	1,132	(17.4)
Other departmental and support expenses	1,154	1,102	4.7	1,252	(12.0)
Management fees	171	158	8.2	241	(34.4)
Other property-level expenses	489	386	26.7	384	0.5
Depreciation and amortization	592	615	(3.7)	555	10.8
<b>Total property-level operating expenses</b>	<b>\$ 4,109</b>	<b>\$ 3,879</b>	<b>5.9</b>	<b>\$ 4,326</b>	<b>(10.3)</b>

*2010 compared to 2009 and 2009 compared to 2008.* The overall increase in operating expenses in 2010 is consistent with higher overall RevPAR at our properties and improvement in occupancy at our hotels. The overall decrease in operating expenses in 2009 is consistent with lower overall demand at our properties and our hotel managers actively implementing contingency plans and cost saving measures in order to manage operating margin decline. Our operating costs and expenses, which are both fixed and variable, are affected by changes in occupancy, inflationary increases and revenues (which affect management fees), though the effect on specific costs will differ. Property-level operating expenses exclude the costs associated with hotels we have sold during the periods presented, which costs are included in discontinued operations.

*Rooms.* The increase in room expenses in 2010 is consistent with the overall increase in occupancy and was also affected by higher wage rates. The decrease in room expenses in 2009 was primarily due to a decrease in occupancy. We also benefited from cost cutting measures implemented by our managers that reduced controllable expenses, such as closing rooms in unused sections of the hotels, and reducing management staff and labor hours per occupied room.

*Food and beverage.* The increase in food and beverage costs in 2010 reflects the increase in revenues, partially offset by the positive shift in the mix of business to more catering and audio visual revenues. However, weak productivity in banquet sales hurt overall profitability. The decline in food and beverages costs in 2009 was primarily driven by a decrease in occupancy, which led to a reduction in food and beverages cost of goods sold, and reductions in restaurant hourly and management staff.

*Other departmental and support expenses.* The increase in revenues drove an increase in non-controllable hotel expenses during 2010, such as credit card commissions, bonus expense, loyalty rewards program expenses and

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cluster and shared service allocations. The decline in these expenses in 2009 reflected a reduction in controllable expenses, such as marketing and general and administration expenses that were driven by a decrease in the wages and benefits allocated to these expenses, reflecting a decline in management staffing and bonus payouts. Additionally, in 2009, utilities declined 11.5% as a result of a decline in prices, lower occupancy levels and milder weather.

*Management fees.* Our base management fees, which are generally calculated as a percentage of total revenues, increased 3.9% for 2010, which is consistent with the increase in revenues. The incentive management fees, which are based on the level of operating profit at each property after the owner has received a priority return on its investment, increased 17.5% during the year, consistent with the increase in operating profit at certain properties. The decrease in 2009 is consistent with our revenue decline.

*Other property-level expenses.* These expenses generally do not vary significantly based on occupancy and include expenses such as property taxes and insurance. For 2010, the increase was primarily driven by the inclusion of the HPT hotel expenses discussed below, partially offset by decreases in property insurance costs due to the reduction in premiums for our insurance program that runs from June 1, 2010 to May 31, 2011.

As previously discussed, beginning on July 7, 2010, we record the operations of 71 hotels leased from HPT. For 2010, expenses for hotels leased from HPT include rental expense of \$84 million due to HPT, as well as the \$96 million of hotel expenses incurred subsequent to the sublease termination. For 2009, expenses for hotels leased from HPT represent rental expense due to HPT of \$80 million.

*Depreciation and amortization.* The decline in depreciation expense in 2010 is due to impairment charges recorded in 2009 of approximately \$20 million. Other impairment charges for 2009 are included in equity in losses of affiliates or discontinued operations. No impairment charges were recorded in 2010. The increase in depreciation expense in 2009 reflects the effect of our extensive \$1.8 billion capital expenditures program from 2006 to 2008 as well as the impairment charges described above.

**Other Income Statement Line Items**

*Corporate and Other Expenses.* Corporate and other expenses primarily consist of employee salaries and bonuses and other costs, such as employee stock-based compensation expense, travel, corporate insurance, legal fees, acquisition-related costs, audit fees, building rent and systems costs. Corporate expenses decreased approximately \$8 million in 2010 from 2009 and increased approximately \$58 million in 2009 from 2008. The decrease during 2010 is primarily due to litigation costs of \$41 million accrued in 2009 for a potential litigation loss. See Legal Proceedings. The decrease was partially offset by an increase in stock-based compensation expense and bonus accruals, as well as an increase of \$10 million associated with consummated property acquisitions. Previously, the acquisition costs would have been capitalized; however, under accounting requirements adopted in 2009, these costs are now expensed. The expense for the stock-based compensation awards is based on personal performance, as well as Host Inc.'s stockholder return relative to other REITs and to other lodging companies and will vary significantly due to fluctuations in Host Inc.'s stock price. The 2010 increase reflects the outperformance in Host Inc.'s stockholder return relative to other REITs and other lodging companies, a 53.1% increase in Host Inc.'s stock price since 2009 and the overall improvement in operations.

The increase in corporate and other expenses in 2009 reflects the litigation costs described above, as well as an increase in stock-based compensation expense, which returned to more normalized levels compared to 2008.

*Gain on Insurance Settlement.* During 2010, we recorded a gain of \$3 million related to the receipt of business interruption insurance related to our two hotels in Chile, which were affected by the earthquake in July 2010. The damage to our properties was not severe; however, to the extent that we receive further business interruption insurance proceeds or property insurance proceeds in excess of the insurance receivable recorded for the property and equipment written off, we will record a gain. We recorded a gain on insurance settlement of \$7 million in 2008. The gain primarily related to the insurance proceeds received for both business interruption and property damage following Hurricanes Katrina and Wilma which occurred during September and October 2005, respectively.

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**Interest Expense.** The increase in interest expense during 2010 is due to costs associated with debt extinguishments (including the acceleration of deferred financing costs and original issue discounts) totaling \$21 million compared to a net gain of \$9 million on debt extinguishments in 2009. This increase was partially offset by a net decrease in our overall debt balance, which resulted in interest savings of approximately \$23 million. In addition, the fixed-to-floating interest rate swap that we entered into in the second half of 2009 for our \$300 million mortgage on The Ritz-Carlton, Naples and Newport Beach Marriott Hotel & Spa reduced interest expense by \$5 million for 2010 compared to 2009.

The increase in interest expense during 2009 from 2008 is primarily due to a decrease of \$5 million in the net gain associated with the repurchase of our exchangeable senior debentures in 2009 and 2008.

**Net Gains on Property Transactions.** The significant increase in gains from property transactions in 2009 when compared to both 2010 and 2008 is due to the recognition of a \$13 million gain associated with the sale of our remaining 3.6% limited partnership interest in a partnership that owned 115 Courtyard by Marriott hotels.

**Equity in Earnings (losses) of Affiliates.** The significant increase in losses of affiliates during 2009 when compared to both 2010 and 2008 is a result of an impairment charge of \$34 million recorded in 2009, described below, related to our investment in the European joint venture. We evaluate the recoverability of our investment in affiliates based on our assessment of the fair value of our investment in comparison to our carrying value. In 2009, we determined that the carrying value of our investment in our joint venture in Europe exceeded its fair value on an other-than-temporary basis. As a result, we recorded an impairment charge of \$34 million, which impairment charge is included in equity in earnings (losses) of affiliates. See Critical Accounting Policies Other-than-Temporary Impairment of an Investment for further discussion.

**Income Tax Benefit.** We lease substantially all of our properties to consolidated subsidiaries designated as TRS for federal income tax purposes. The difference between hotel-level operating cash flow and the aggregate rent paid to Host L.P. by the TRS represents taxable income or loss, on which we record an income tax provision or benefit. The decrease in the tax benefit in 2010 reflects lower expenses at our TRS and the overall improvement in operating results at our properties. As most of the hotels in 2010 are paying the minimum rent under the lease agreements, a significant amount of the improvement in profitability is retained by the TRS and, therefore, decreases its taxable loss. Additionally, in 2009 we recognized a \$12 million tax benefit with respect to the sale of our remaining interest in the CBM Joint Venture Limited Partnership ( CBM JV ).

**Discontinued Operations.** Discontinued operations consist of two hotels disposed of in 2010, six hotels disposed of in 2009 (including one hotel for which the ground lease expired and reverted back to the ground lessor) and two hotels disposed of during 2008 and represent the results of operations and the gains on the disposition of these hotels during the periods. The following table summarizes the revenues, income before taxes, and the gain on dispositions, net of tax, of the hotels which have been reclassified to discontinued operations, which includes assets held for sale and the results of sold hotels prior to their disposition for the periods presented (in millions):

	2010	2009	2008
Revenues	\$ 5	\$ 72	\$ 175
Income (loss) before taxes	(3)	(88)	9
Gain (loss) on dispositions, net of tax	(2)	26	24

**Liquidity and Capital Resources**

**Liquidity and Capital Resources of Host Inc. and Host L.P.** The liquidity and capital resources of Host Inc. and Host L.P. are primarily derived from the activities of Host L.P. Host L.P. generates the capital required by our business through its operations, the direct or indirect incurrence of indebtedness, the issuance of OP units or the sale of equity interests of its subsidiaries. Host Inc. is a REIT whose only material asset is its ownership of partnership interests of Host L.P.; therefore, its financing and investing activities are conducted through Host L.P., except for the issuance of its common and preferred stock. However, proceeds from stock issuances by Host Inc. are contributed to Host L.P. in exchange for OP units. Additionally, funds used by Host Inc. to pay dividends or to repurchase stock are provided by Host L.P. Therefore, while we have noted those areas in which it is important to distinguish between Host Inc. and Host L.P., we have not included a separate discussion of the liquidity and capital resources of each entity as the discussion below can be applied to both Host Inc. and Host L.P.



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**Overview.** We look to maintain a capital structure and liquidity profile with an appropriate balance of cash, debt and equity in order to provide financial flexibility, given the inherent volatility in the lodging industry. During the difficult recessionary period in 2009, we focused on improving our liquidity position through equity and debt issuances, which totaled over \$1.7 billion. As a result of these efforts, we entered the growth period of 2010 with over \$1.5 billion of cash and \$600 million available under our credit facility. As the overall economy, credit markets and lodging industry strengthened during 2010, we shifted the focus of our financing efforts from maintaining liquidity to strategically decreasing our debt-to-equity ratio through (i) acquisitions and other investments, the majority of which were completed with available cash and proceeds from equity issuances, and (ii) the repayment and refinancing of senior notes and mortgage debt. As a result, we have improved our overall leverage and coverage ratios, issued \$406 million of equity and completed \$532 million of acquisitions and other capital investments during the year. At the same time, our liquidity position remains very strong, with over \$1.1 billion of cash and cash equivalents (prior to amounts used for the 2011 acquisitions discussed herein) and \$542 million available capacity under our credit facility.

We also look to structure our debt profile to allow us to access different forms of financing, primarily senior notes and exchangeable debentures, as well as mortgage debt. Generally, this means that we will look to minimize the number of assets that are encumbered by mortgage debt, minimize near-term maturities, and maintain a balanced maturity schedule. As of December 31, 2010, 102 of our 113 hotels are unencumbered by mortgage debt and approximately 79% of our debt consists of senior notes and borrowings under our credit facility, both of which are guaranteed by various subsidiaries and secured by pledges in subsidiaries, but are not collateralized by specific hotel properties. Additionally, our maturities for 2011 are 3.5% of our total debt (\$129 million of mortgage debt and \$58 million outstanding under our credit facility). Further, based on our current forecasts, we expect to extend the credit facility maturity one year to September of 2012. We believe that we have sufficient liquidity and access to the capital markets to take advantage of opportunities to enhance our portfolio, withstand declines in operating cash flow, pay our near-term debt maturities and fund our capital expenditures programs. We may continue to opportunistically access the capital markets if favorable market conditions exist in order to further enhance our liquidity and to fund cash needs. The chart below details our significant cash flows for the three years ended December 31, 2010:

	2010	2009	2008
<i>Operating activities</i>			
Cash provided by operating activities	\$ 520	\$ 552	\$ 1,020
<i>Investing activities</i>			
Acquisitions and investment	(434)	(7)	(77)
Dispositions and return of investment	12	251	38
Capital expenditures	(309)	(340)	(672)
<i>Financing activities</i>			
Issuances of debt	500	906	300
Net draws (repayments) on credit facility	56	(410)	410
Repurchase of senior notes, including exchangeable debentures	(821)	(139)	(82)
Debt prepayments and scheduled maturities	(364)	(342)	(245)
Host Inc.:			
Common stock issuances	406	767	
Common stock repurchase			(100)
Redemption of preferred stock	(101)		
Dividends on common stock	(20)	(42)	(522)
Host L.P.:			
Common OP unit issuance	406	767	
Common OP unit repurchase			(100)
Redemption of preferred units	(101)		
Distributions on common OP units	(20)	(43)	(542)

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**Cash Requirements.** We use cash primarily for acquisitions, capital expenditures, debt payments, operating costs, corporate and other expenses, and dividends and distributions to stockholders and unitholders. As a REIT, Host Inc. is required to distribute to its stockholders at least 90% of its taxable income, excluding net capital gain, on an annual basis. Funds used by Host Inc. to make cash distributions are provided by Host L.P. Our primary sources of cash are cash from operations, proceeds from the sale of assets, borrowings under our credit facility and debt and equity issuances.

Below is a schedule of our debt maturities through 2013. As of December 31, 2010, our weighted average interest rate is 6.2% and our weighted average maturity is 4.4 years. See Financial Condition for more information on our debt maturities. During 2010, we took advantage of our strong financial position to repay \$463 million of debt (which is net of \$722 million of debt issuances and assumptions) and \$101 million of preferred stock and the corresponding preferred units.

**Remaining Debt Maturities 2011 2013**

(in millions)

	2011	2012	2013
Mortgage loan on four Canadian properties	\$ 129	\$	\$
Credit facility draw (1)	58		
Mortgage loan, Le Méridien Piccadilly (2)		50	
2.625% Exchangeable Senior Debentures (3)		526	
Senior notes		7	250
Mortgage loan, Orlando World Center Marriott			246
Mortgage loan, JW Marriott, Washington, D.C (2)			110
Principal amortization on other debt	5	5	3
<b>Total maturities</b>	<b>\$ 192</b>	<b>\$ 588</b>	<b>\$ 609</b>

- (1) We have the option to extend the maturity for an additional year if the applicable conditions are met.
- (2) These mortgages can be extended for one year, at our option, provided that debt coverage exceeds certain ratios and other conditions are met.
- (3) Our 2.625% Exchangeable Senior Debentures are due in 2027, but are subject to a put option by the holders on April 15, 2012. The \$526 million represents the face amount of the outstanding principal at December 31, 2010.

**Capital Resources.** As of December 31, 2010, we had over \$1.1 billion of cash and cash equivalents, which was a decrease of \$529 million from December 31, 2009. We also had \$542 million available under our credit facility at December 31, 2010. We depend primarily on external sources of capital to finance future growth, including acquisitions. As a result, the liquidity and debt capacity provided by our credit facility and the ability to issue senior unsecured debt are key components of our capital structure. Therefore, our financial flexibility (including our ability to incur debt, make distributions and make investments) is contingent on our ability to maintain compliance with the financial covenants, which include, among other things, the allowable amounts of leverage, coverage and fixed charges. During 2009 and 2010, we have significantly decreased our near-term debt maturities, reduced our secured mortgage indebtedness and maintained compliance with our senior note and credit facility covenants, despite the difficult operating and credit environment in 2009.

If, at any time, we determine that market conditions are favorable, after taking into account our liquidity requirements, we may seek to issue and sell shares of Host Inc. common stock in registered public offerings, including through sales directly on the New York Stock Exchange ( NYSE ) under an at the market offering program, or to issue and sell shares of Host Inc. preferred stock. We also may seek to cause Host L.P. to issue, in offerings exempt from registration under the securities laws, debentures exchangeable for shares of Host Inc. common stock or senior notes. Given our total debt level and maturity schedule, we will continue to redeem or refinance senior notes and mortgage debt from time to time, taking advantage of favorable market conditions, when available. In February 2011, Host Inc. s Board of Directors authorized repurchases up to \$500 million of senior notes, exchangeable debentures and mortgage debt (other than in accordance with its terms). Separately, the Board of Directors authorized redemptions and repurchases of all or a portion of \$325 million principal amount of our 3 1/4% exchangeable debentures, and we are currently evaluating options with respect to this security. Any redemption of the 3 1/4% exchangeable debentures will not reduce the \$500 million of Board authority noted above to repurchase other debt securities. We may purchase senior notes and exchangeable debentures for cash through open



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market purchases, privately negotiated transactions, a tender offer or, in some cases, through the early redemption of such securities pursuant to their terms. Repurchases of debt, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors. Any refinancing or retirement before the maturity date would affect earnings and FFO per diluted share as a result of the payment of any applicable call premiums and the acceleration of previously deferred financing costs. Accordingly, in light of our priorities in managing our capital structure and liquidity profile, and given the movement in prevailing conditions in the capital markets, we may, at any time, subject to applicable securities laws, be considering, or be in discussions with respect to, the purchase or sale of common stock, exchangeable debentures and/or senior notes. Any such transactions may, subject to applicable securities laws, occur simultaneously.

On August 19, 2010, Host Inc. entered into a new Sales Agency Financing Agreement with BNY Mellon Capital Markets, LLC, through which Host Inc. may issue and sell, from time to time, shares of common stock having an aggregate offering price of up to \$400 million. This agreement followed the completion of \$400 million of sales under a similar agreement, also with BNY Mellon Capital Markets, LLC, that was entered into in 2009. The sales have been and will continue to be made in at the market offerings under SEC rules, including sales made directly on the NYSE. BNY Mellon Capital Markets, LLC is acting as sales agent. Host Inc. may continue to sell shares of common stock under this program from time to time based on market conditions, although we are not under an obligation to sell any shares. Host Inc. has approximately \$100 million remaining under this program.

As of December 31, 2010, our secured mortgage indebtedness totaled approximately \$1.0 billion, which represents approximately 19% of our overall indebtedness, and is secured by 11 of our hotels. Given the flexibility provided by the structure of our balance sheet, we will look to access the capital markets for senior notes and exchangeable debentures and the secured mortgage debt market, based on relative pricing and capacity in order to fund our cash requirements. We may, at any time, seek to access such markets in the event that we determine that the terms and conditions available to us are advantageous, based upon prevailing market conditions, our liquidity requirements, contractual restrictions and other circumstances. See Financial Condition for further discussion of our restrictive covenants.

**Counterparty Credit Risk.** We are subject to counterparty credit risk, which relates to the ability of counterparties to meet their contractual payment obligations or the potential non-performance of counterparties to deliver contracted commodities or services at the contracted price. We assess the ability of our counterparties to fulfill their obligation to determine the impact, if any, of counterparty bankruptcy or insolvency on our financial condition. We are exposed to credit risk with respect to cash held at various financial institutions, access to our credit facility and amounts due or payable under our derivative contracts. Our credit exposure in each of these cases is limited. Our exposure with regard to our cash and the \$542 million available under our credit facility is mitigated, as the credit risk is spread among a diversified group of investment grade financial institutions. At December 31, 2010, the exposure risk related to our derivative contracts totaled \$18 million and the counterparties were investment grade financial institutions.

**Sources and Uses of Cash.** During 2010, our sources of cash included cash from operations, proceeds from debt and equity issuances and proceeds from the sale of assets. Uses of cash during the year consisted of acquisitions, capital expenditures, operating costs, debt repayments and repurchases and distributions to equity holders. During 2011, we anticipate that our primary uses of cash will include acquisitions and investments, capital expenditures at our hotels, the repayment or repurchase of our debt maturing in the near-term and distributions to equity holders. We anticipate that our primary sources of cash for 2011 will include cash from operations and proceeds from equity and debt issuances.

**Cash Provided by Operations.** Our cash provided by operations for 2010 decreased \$32 million to \$520 million compared to 2009, due primarily to timing of cash receipts from our managers, increased costs associated with debt prepayments and increased required reserves for possible legal damages.

**Cash Used in Investing Activities.** Approximately \$706 million of cash was used in investing activities during 2010. This included approximately \$380 million of acquisitions and deposits for future acquisitions, which is net of debt and other liabilities assumed, \$309 million of capital expenditures and the investment in two junior tranches of a mortgage loan in Europe.

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*Capital Expenditures.* In 2010, total capital expenditures decreased \$31 million to \$309 million. Our renewal and replacement capital expenditures for 2010 were approximately \$195 million, which reflects an increase of approximately 19% from 2009 levels. Our renewal and replacement capital expenditures are generally funded by the furniture, fixture and equipment funds established at certain of our hotels (typically funded with approximately 5% of property revenues) and by our available cash. We also spent approximately \$114 million in 2010 on ROI/repositioning projects, which reflects a decrease of approximately 35% compared to 2009 levels. While capital expenditures declined in 2010, they have totaled approximately \$2.5 billion over the past five years. As a result, we believe that our properties are in a strong competitive position with respect to their market competitors.

*Acquisitions/Dispositions and Investments.* During 2010, in separate transactions, we purchased four hotel assets located in London, New York, Chicago and Rio de Janeiro, respectively, for an aggregate amount of approximately \$479 million and purchased the junior portion of a mortgage loan secured by a portfolio of hotels. We recorded the purchase price of the acquired assets and liabilities at the estimated fair value on the date of purchase. For 2010, our property acquisitions were as follows:

on September 30, 2010, we acquired the 245-room JW Marriott, Rio de Janeiro for approximately R80 million (\$47 million);

on September 2, 2010, we formed a joint venture with a subsidiary of Istithmar World to purchase the 270-room W New York, Union Square. We have a 90% managing membership interest in the joint venture and, therefore, consolidate the entity. The joint venture purchased the hotel for \$188 million, which, in addition to cash consideration, includes the assumption of \$115 million of mortgage debt, with a fair value of \$119 million, and other liabilities of \$8.5 million. The fair value of the debt was determined using the present value of future cash flows. Additionally, in conjunction with the acquisition, the joint venture purchased restricted cash and FF&E reserve funds at the hotel in the amount of \$11 million. The joint venture acquired the hotel as part of the settlement agreement reached with the previous owners and mezzanine lenders on July 22, 2010;

on August 11, 2010, we acquired the 424-room Westin Chicago River North for approximately \$165 million; and

on July 22, 2010, we acquired the leasehold interest in the 266-room Le Méridien Piccadilly in London, England for £64 million (\$98 million), including cash consideration of approximately £31 million (\$47 million) and the assumption of a £33 million (\$51 million) mortgage. As part of the purchase of the leasehold interest, we acquired restricted cash and working capital at the hotel in the amount of £4 million (\$6 million). In connection with the acquisition, we assumed a capital lease obligation which we valued at £38 million (\$58 million). The capital lease obligation is included as debt on the accompanying balance sheet and increased the book value of the leasehold interest purchased. We also recorded a deferred tax liability of £19 million (\$30 million), a deferred tax asset of £11 million (\$17 million) and goodwill of £8 million (\$13 million) related to the difference in the hotel valuation measured at fair value on the acquisition date and the tax basis of the asset. We drew £37 million (\$56 million) from our credit facility in order to fund the cash portion of the acquisition.

Additionally, during 2010, we disposed of two non-core properties where we believed the potential for profitability growth was low. Proceeds from these sales were approximately \$12 million.

While we continue to actively explore potential acquisitions, given the nature of the transactions, we cannot assure you that we will be successful in acquiring any one or more hotel properties that we may review, bid on or negotiate to purchase. We may acquire additional properties through various structures, including transactions involving single assets, portfolios, joint ventures and acquisitions of all or substantially all of the securities or assets of other REITs. We anticipate that future acquisitions will be funded primarily by proceeds from equity offerings of Host Inc., or issuance of OP units by Host L.P., but potentially also from the proceeds from sales of properties from our existing portfolio, the incurrence of debt, available cash or advances under our credit facility.

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The following table summarizes significant investment activities and dispositions that have been completed as of December 31, 2010 (in millions):

Transaction			(Investment)
Date		Description of Transaction	Sale Price
<b>Investments/</b>			
<b>Acquisitions</b>			
September	2010	Acquisition of the JW Marriott, Rio de Janeiro	\$ (47)
September	2010	Acquisition of a 90% ownership interest of the W New York, Union Square (1)	(169)
August	2010	Acquisition of the Westin Chicago River North	(165)
July	2010	Acquisition of the Le Méridien Piccadilly	(98)
April	2010	Purchase of a mortgage note on a portfolio of hotels	(53)
January	2009	Return of investment in European joint venture	39
		Total acquisitions	\$ (493)
<b>Dispositions</b>			
June	2010	Disposition of The Ritz-Carlton, Dearborn	\$ 3
February	2010	Disposition of Sheraton Braintree	9
August	2009	Sale of 3.6% investment in CBM Joint Venture Limited Partnership	13
August	2009	Disposition of Hanover Marriott Hotel	27
July	2009	Disposition of Boston Marriott Newton	28
July	2009	Disposition of Sheraton Stamford/Washington Dulles Marriott Suites	36
February	2009	Disposition of Hyatt Regency Boston (2)	113
		Total dispositions	\$ 229

(1) The investment price represents our 90% interest in the joint venture that acquired the hotel, including our portion of the assumption by the joint venture of a \$115 million mortgage loan (which was subsequently repaid in 2010) and other liabilities valued at \$8.5 million.

(2) Includes \$5 million of reserves which were returned by the hotel manager.

*Cash Provided by/Used in Financing Activities.* Net cash used in financing activities was \$343 million for 2010, as compared to cash provided by financing activities of \$698 million in 2009. During 2010, cash used consisted of debt repayments or repurchases and equity repurchases of approximately \$1.3 billion, while we received proceeds of approximately \$1.0 billion through the issuance of debt and equity securities.

*Debt Transactions.* During 2010, we completed several significant debt transactions that provided financial flexibility and extended our debt maturities.

The following table summarizes significant debt issuances and assumptions, net of deferred financing costs, that have been completed as of December 31, 2010 (in millions):

Transaction			Transaction
Date		Description of Transaction	Amount
October	2010	Proceeds from the issuance of 6%, \$500 million Series U senior notes (1)	\$ 492
September	2010	Assumption of the 6.385% mortgage debt on W New York, Union Square	115
July	2010	Draw on credit facility for the acquisition of the Le Méridien Piccadilly	56
July	2010	Assumption of the mortgage debt on the Le Méridien Piccadilly	51

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December	2009	Proceeds from issuance of 2.5%, \$400 million Exchangeable Senior Debentures (2)	391
May	2009	Proceeds from issuance of 9%, \$400 million Series T senior notes	380
March	2009	Proceeds from the mortgage loan secured by the JW Marriott, Washington, D.C.	117
Total debt issuances/assumptions			\$ 1,602

- (1) The 6% Series U senior notes were exchanged for the 6% Series V senior notes due in 2020 in February 2011.
- (2) Of the proceeds, \$82 million was allocated to additional paid-in capital to recognize for the equity component of the debentures.

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The following table presents significant debt repayments, including prepayment premiums, since the beginning of January 2009 (in millions):

Transaction			Transaction
Date		Description of Transaction	Amount
December	2010	Repayment of a portion of the mortgage loan secured by the Orlando World Center Marriott	\$ (54)
December	2010	Repayment of 9.8% mortgage loan secured by the JW Marriott, Desert Springs	(71)
November	2010	Redemption of \$250 million face amount of 7.125% Series K senior notes	(253)
October	2010	Defeasance of 6.385% mortgage debt on W New York, Union Square	(120)
August	2010	Redemption of \$225 million face amount of 7.125% Series K senior notes	(230)
February	2010	Repayment of 7.4% mortgage loan secured by the Atlanta Marriott Marquis	(124)
January	2010	Redemption of \$346 million face amount of 7% Series M senior notes	(352)
June-October	2009	Repurchase of approximately \$74 million face amount of 2.625% 2007 Exchangeable Senior Debentures	(66)
September	2009	Repayment of the credit facility term loan	(210)
September	2009	Repayment of the 5.08% mortgage loan secured by the Westin Kierland Resort & Spa	(135)
July	2009	Repayment of the 8.45% mortgage loan secured by the San Diego Marriott Hotel & Marina	(173)
June	2009	Repurchase of \$4 million face amount of 7% Series M senior notes	(4)
May	2009	Repayment of the revolving portion of the credit facility	(200)
March	2009	Repayment of the 9.214% mortgage loan secured by the Westin Indianapolis	(34)
March	2009	Repurchase of \$75 million face amount of the 3.25% 2004 Exchangeable Senior Debentures	(69)
2009/2010		Principal amortization	(27)
Total repayments/defeasance			\$ (2,122)

**Equity/Capital Transactions.** During 2010, Host Inc. issued the remaining 8.1 million shares of common stock available under the 2009 Sales Agency Financing Agreement with BNY Mellon Capital Markets, LLC at an average price of \$13.58 per share for proceeds of \$109 million, net of \$1 million of commissions. Under the 2009 program, Host Inc. issued a total of 36.1 million shares of common stock at an average price of \$11.09 per share for proceeds of \$396 million, net of \$4 million of commissions. On August 19, 2010, Host Inc. entered into a new Sales Agency Financing Agreement with BNY Mellon Capital Markets, LLC on similar terms, through which Host Inc. may issue and sell, from time to time, shares of common stock having an aggregate offering price of up to \$400 million. The sales are, and will continue to be, made in at the market offerings under SEC rules, including sales made directly on the NYSE. BNY Mellon Capital Markets, LLC is acting as sales agent. During the fourth quarter, Host Inc. issued approximately 15.1 million shares of common stock through this new program at an average price of \$16.52 per share for proceeds of \$248 million, net of \$2.5 million of commissions. Since the inception of the new program, Host Inc. has issued approximately 18.8 million shares of common stock at an average price of \$15.96 per share for proceeds of \$297 million, net of \$3 million of commissions. Host Inc. may continue to sell shares of common stock under its new program from time to time based on market conditions, although it is not under an obligation to sell any shares. In exchange for the cash proceeds of the shares issued by Host Inc., Host L.P. issued OP units to Host Inc. based on the conversion ratio of 1.021494 shares per unit. As of December 31, 2010, approximately \$100 million is remaining under the new program.

On June 18, 2010, Host Inc. redeemed 4,034,300 shares of its 8<sup>7</sup>/<sub>8</sub>% Class E cumulative redeemable preferred stock at a redemption price of \$25.00 per share, plus accrued dividends. Due to the redemption of the preferred stock, the original issuance costs for the Class E preferred stock have been treated as a deemed dividend and have been reflected as a deduction to net income available to common stockholders for the purpose of calculating Host Inc.'s basic and diluted earnings per share. As a result of the redemption, Host Inc. currently has no preferred stock outstanding. Simultaneously, Host L.P. redeemed its Class E preferred OP units, with the identical accounting treatment for the calculation of its basic and diluted earnings per unit.



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During 2010, Host Inc.'s cash common stock dividend payments decreased \$22 million from \$42 million in 2009 to \$20 million and Host L.P.'s cash common unit distribution decreased \$23 million from \$43 million in 2009 to \$20 million. The 2009 dividend and distribution payments included the fourth quarter 2008 distribution of \$.05 per common share or unit and the \$.025 per common share or unit cash portion of the fourth quarter 2009 distribution, while the 2010 dividend and distribution payments include the \$.01 per common share or unit distribution for each of the first three quarters of 2010. Subsequent to Host Inc.'s stock dividend in December of 2009, Host L.P.'s distributions on common OP units are based on the conversion factor used to convert common OP units into shares of Host Inc. common stock, which factor is 1.021494.

The following table summarizes significant equity transactions that have been completed as of December 31, 2010 (in millions):

Transaction			Transaction Amount
Date		Description of Transaction	
<b>Equity of Host Inc.</b>			
January-December	2010	Issuance of approximately 27 million common shares under Host Inc.'s continuous equity offering programs (1)	\$ 406
June	2010	Preferred stock redemption (2)	(101)
August-December	2009	Issuance of approximately 28 million common shares through Host Inc.'s continuous equity offering programs (3)	287
April	2009	Issuance of 75.75 million common shares (4)	480
Net proceeds from equity transactions			\$ 1,072

- (1) In exchange for the cash consideration received from the issuance of these shares, Host L.P. issued to Host Inc. approximately 26 million common OP units.
- (2) Host L.P. redeemed its equivalent preferred OP units.
- (3) In exchange for the cash consideration received from the issuance of these shares, Host L.P. issued to Host Inc. approximately 28 million common OP units.
- (4) In exchange for the cash consideration received from the issuance of these shares, Host L.P. issued to Host Inc. 75.75 million common OP units.

**Financial Condition**

As of December 31, 2010, our total debt was approximately \$5.5 billion of which 90% carried a fixed rate of interest. Total debt was comprised of (in millions):

	December 31, 2010	December 31, 2009
Series K senior notes, with a rate of 7 1/8% due November 2013	\$ 250	\$ 725
Series M senior notes, with a rate of 7% due August 2012		344
Series O senior notes, with a rate of 6 3/8% due March 2015	650	650
Series Q senior notes, with a rate of 6 3/4% due June 2016	800	800
Series S senior notes, with a rate of 6 7/8% due November 2014	498	498
Series T senior notes, with a rate of 9% due May 2017	388	387
Series U senior notes, with a rate of 6% due November 2020 (1)	500	
2004 Exchangeable Senior Debentures, with a rate of 3 1/4% due April 2024	325	323
2007 Exchangeable Senior Debentures, with a rate of 2 5/8% due April 2027	502	484
2009 Exchangeable Senior Debentures, with a rate of 2 1/2% due October 2029	329	316
Senior notes, with rate of 10.0% due May 2012	7	7
Total senior notes	4,249	4,534
Credit facility	58	

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Mortgage debt (non-recourse) secured by \$1.1 billion and \$1.5 billion of real estate assets, with an average interest rate of 4.7% and 5.1% at December 31, 2010 and 2009, respectively, maturing through December 2023 (2)

	1,025	1,217
Other	145	86
Total debt	\$ 5,477	\$ 5,837

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- (1) The Series U senior notes were exchanged for Series V senior notes in February 2011.
- (2) The assets securing mortgage debt represents the book value of real estate assets, net of accumulated depreciation. These amounts do not represent the current market value of the assets.

Aggregate debt maturities at December 31, 2010 are as follows (in millions):

	Senior notes and credit facility	Mortgage debt and other	Total
2011 (1)	\$ 58	\$ 134	\$ 192
2012 (2)(3)	533	55	588
2013	250	359	609
2014 (3)	825	467	1,292
2015 (3)	1,050	12	1,062
Thereafter	1,700	69	1,769
	4,416	1,096	5,512
Unamortized (discounts) premiums, net	(109)	14	(95)
Capital lease obligations		60	60
	\$ 4,307	\$ 1,170	\$ 5,477

- (1) The debt maturing in 2011 includes \$58 million outstanding on our credit facility, for which we have the option to extend the maturity for an additional year, subject to the satisfaction of certain financial covenants.
- (2) In January 2011, we extended the maturity of the \$50 million Le Méridien Piccadilly mortgage to January 20, 2012 and, therefore, have included it in the 2012 maturities. The mortgage loan can be extended for an additional one-year period, subject to the satisfaction of certain financial covenants.
- (3) The debt maturing in 2012, 2014 and 2015 includes \$526 million, \$325 million and \$400 million, respectively, of our exchangeable senior debentures that are subject to a put option by holders in those years.

**Senior Notes.** The following summary is a description of the material provisions of the indentures governing our various senior notes issued by Host L.P., which we refer to collectively as the senior notes indenture. We pay interest on each series of our outstanding senior notes at specified dates in arrears at the respective annual rates indicated on the table above. Under the terms of our senior notes indenture, our senior notes are equal in right of payment with all of Host L.P.'s unsubordinated indebtedness and senior to all subordinated obligations of Host L.P. The notes outstanding under our senior notes indenture are guaranteed by certain of our existing subsidiaries and are secured by pledges of equity interests in many of our subsidiaries. The guarantees and pledges ratably benefit the notes outstanding under our senior notes indenture, as well as our credit facility, certain other senior debt, and interest rate swap agreements and other hedging agreements with lenders that are parties to the credit facility. The pledges are permitted to be released in the event that our leverage ratio falls below 6.0x for two consecutive fiscal quarters. Because our leverage ratio is below this threshold, we have the right to release all pledges at any time. In October 2005, we exercised this right for pledges of capital stock that would have been otherwise required subsequent to this date.

**Restrictive Covenants.** Under the terms of the senior notes indenture, our ability to incur indebtedness and make distributions is subject to restrictions and the satisfaction of various conditions, including the achievement of an EBITDA-to-interest coverage ratio of at least 2.0x. This ratio is calculated in accordance with the terms of our senior notes indenture based on pro forma results for the four prior fiscal quarters giving effect to transactions such as acquisitions, dispositions and financings, as if they occurred at the beginning of the period. Under the terms of our senior notes indenture, interest expense excludes items such as the gains and losses on the extinguishment of debt, deferred financing charges related to the senior notes or the credit facility, amortization of debt premiums or discounts that were recorded at acquisition of a loan to establish the debt at fair value and approximately \$31 million of non-cash interest expense recorded in 2010 related to our exchangeable debentures, all of which are included in interest expense on our consolidated statements of operations. Our subsidiaries are subject to the restrictive covenants in the indenture, however, in certain circumstances, we are permitted to designate certain subsidiaries as unrestricted subsidiaries. These unrestricted subsidiaries are not subject to the restrictive covenants (unless they are guarantors) and may engage in transactions to dispose of or encumber their assets or otherwise incur additional indebtedness without complying with the restrictive covenants

in the indenture. If we were to designate additional subsidiaries as unrestricted subsidiaries, neither the EBITDA generated by nor the interest expense allocated to these

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entities would be included in our ratio calculations. Other covenants limiting our ability to incur indebtedness, Host Inc.'s ability to pay dividends and Host L.P.'s ability to make distributions include maintaining total indebtedness of less than 65% of adjusted total assets (using undepreciated real estate book values), excluding intangible assets, and secured indebtedness of less than 45% of adjusted total assets. So long as we maintain the required level of interest coverage and satisfy these and other conditions in the senior notes indenture, we may make preferred or common OP unit distributions and incur additional debt under the senior notes indenture, including debt incurred in connection with an acquisition. In addition, even if we are below the coverage levels otherwise required to incur debt and make distributions, we are still permitted to incur certain types of debt, including (i) credit facility debt, (ii) refinancing debt, (iii) up to \$300 million or \$400 million, depending on the series of senior notes, of mortgage debt whose proceeds would be used to repay debt under credit facility (and permanently reduce our ability to borrow under the credit facility by such amount), and (iv) up to \$100 million or \$150 million, depending on the series of senior notes, of other debt. We also are permitted to make distributions of estimated taxable income that are necessary to maintain Host Inc.'s REIT status.

Our senior notes indenture also imposes restrictions on customary matters, such as Host L.P.'s ability to make distributions on, redeem or repurchase its OP units; make investments; permit payment or dividend restrictions on certain of our subsidiaries; sell assets; guarantee indebtedness; enter into transactions with affiliates; create certain liens; and sell certain assets or merge with or into other companies. Our senior notes indenture also imposes a requirement to maintain unencumbered assets (as defined in the indenture as undepreciated property book value) of not less than 125% of the aggregate amount of senior note debt plus other debt not secured by mortgages. This coverage requirement must be maintained at all times and is distinct from the coverage requirements necessary to incur debt or make distributions discussed above (whose consequences, where we fall below the coverage level, are limited to restricting our ability to incur new debt or make distributions, but which would not otherwise cause a default under our senior notes indenture).

We are in compliance with all of our financial covenants under the senior notes indenture. The following table summarizes the financial tests contained in the senior notes indenture as of December 31, 2010:

	Actual Ratio	Covenant Requirement
Unencumbered assets tests	343%	Minimum ratio of 125%
Total indebtedness to total assets	31%	Maximum ratio of 65%
Secured indebtedness to total assets	6%	Maximum ratio of 45%
EBITDA-to-interest coverage ratio	2.9x	Minimum ratio of 2.0x

*Exchangeable Debentures.* As of December 31, 2010, we have three series of exchangeable senior debentures outstanding: \$400 million of 2 1/2% debentures that were issued on December 22, 2009 (the 2009 Debentures), \$526 million of 8% debentures that were issued on March 23, 2007 and \$325 million of 3 1/4% debentures that were issued on March 16, 2004 (the 2004 Debentures). We refer to these collectively as the Debentures. The Debentures are equal in right of payment with all of our other senior notes. Holders have the right to require us to purchase the Debentures at a price equal to 100% of the principal amount outstanding plus accrued interest (the put option) on certain dates subsequent to their respective issuances. Holders of the Debentures also have the right to exchange the Debentures prior to maturity under certain conditions, including at any time at which the closing price of Host Inc.'s common stock is more than 120% (for the 2004 Debentures) or 130% (for the 2007 and 2009 Debentures) of the exchange price per share for at least 20 of 30 consecutive trading days during certain periods or any time up to two days prior to the date on which the Debentures have been called for redemption. We can redeem for cash all, or part of, any of the Debentures at any time subsequent to each of their respective redemption dates at a redemption price of 100% of the principal amount plus accrued interest. If, at any time, we elect to redeem the Debentures and the exchange value exceeds the cash redemption price, we would expect the holders to elect to exchange the Debentures at the respective exchange value rather than receive the cash redemption price. The exchange value is equal to the applicable exchange rate multiplied by the price of Host Inc.'s common stock. Upon exchange, the 2004 Debentures would be exchanged for Host Inc.'s common stock, the 2007 Debentures would be exchanged for a combination of cash (for the principal balance of the debentures) and Host Inc.'s common stock (for the remainder of the exchange value) and the 2009 Debentures would be exchanged for Host Inc.'s common stock, cash or a combination thereof, at our option. Currently, none of the Debentures are exchangeable by holders.

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The following chart details our outstanding Debentures as of December 31, 2010:

	Maturity date	Next put option date	Redemption date	Outstanding principal amount (in millions)	Current exchange rate for each \$1,000 of principal (in shares)	Current equivalent exchange price	Exchangeable share equivalents (in shares)
2009 Debentures	10/15/2029	10/15/2015	10/20/2015	\$ 400	71.0101	\$ 14.08	28.4 million
2007 Debentures	4/15/2027	4/15/2012	4/20/2012	526	32.0239	31.23	16.8 million
2004 Debentures	4/15/2024	4/15/2014	4/19/2009	325	65.3258	15.31	21.2 million
Total				\$ 1,251			

We separately account for the liability and equity components of our exchangeable debentures to reflect the fair value of the liability component based on our non-convertible borrowing cost at the issuance date. Accordingly, for the Debentures, we record the liability components thereof at fair value as of the date of issuance and amortize the resulting discount as an increase to interest expense over the expected life of the debt; however, there is no effect on our cash interest payments. We measured the fair value of the debt components of the 2009 Debentures, 2007 Debentures and 2004 Debentures at issuance based on effective interest rates of 6.9%, 6.5% and 6.8%, respectively. As a result, we attributed \$247 million of the proceeds received to the conversion feature of the Debentures. This amount represents the excess proceeds received over the fair value of the debt at the date of issuance and is included in Host Inc.'s additional paid-in capital and Host L.P.'s partner's capital on the consolidated balance sheets. The following chart details the initial allocations between the debt and equity components of the debentures, net of the original issue discount, based on the effective interest rate at the time of issuance, as well as the debt balances at December 31, 2010:

	Initial Face Amount	Initial Liability Value	Initial Equity Value	Face Amount Outstanding at 12/31/2010 (in millions)	Debt Carrying Value at 12/31/2010	Unamortized Discount at 12/31/2010
2009 Debentures	\$ 400	\$ 316	\$ 82	\$ 400	\$ 329	\$ 71
2007 Debentures	600	502	89	526	502	24
2004 Debentures	500	413	76	325	325	
Total	\$ 1,500	\$ 1,231	\$ 247	\$ 1,251	\$ 1,156	\$ 95

Interest expense recorded for the Debentures for the periods presented consists of the following (in millions):

	2010	2009	2008
Contractual interest expense (cash)	\$ 34	\$ 26	\$ 32
Non-cash interest expense due to discount amortization	32	27	30
Total interest expense	\$ 66	\$ 53	62

**Credit Facility.** On May 25, 2007, we entered into a second amended and restated bank credit facility with Deutsche Bank AG New York Branch, as Administrative Agent, Bank of America, N.A., as Syndication Agent, Citicorp North America Inc., Société Générale and Calyon New York Branch, as Co-Documentation Agents and certain other agents and lenders. The credit facility provides aggregate revolving loan commitments in the amount of \$600 million. During any period in which our leverage ratio equals or exceeds 7.0x, new borrowings are limited to such amount as does not cause the aggregate outstanding principal amount under the credit facility to exceed \$300 million. The credit facility also includes subcommitments for (i) the issuance of letters of credit in an aggregate amount of \$10 million, and (ii) loans in certain foreign

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currencies in an aggregate amount of \$300 million, (A) \$150 million of which may be loaned to certain of our Canadian subsidiaries in Canadian Dollars, and (B) \$300 million of which may be loaned to us in Pounds Sterling and Euros. The credit facility has an initial scheduled maturity of September 2011. We have an option to extend the maturity for an additional year if certain conditions are met as of September 2011. These conditions include the payment of a fee to the lenders, that no default or event of default exists and the maintenance of a leverage ratio below 6.75x. Subject to certain conditions, we also have the option to increase the amount of the facility by up to \$190 million to the extent that any one or more lenders, whether or not currently party to the credit facility, commits to be a lender to the extent of such amount.

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On July 20, 2010, we drew £37 million (\$56 million) under our credit facility in order to fund the acquisition of the leasehold interest in the Le Méridien Piccadilly. Based on our leverage at December 31, 2010, we have \$542 million of available capacity under the revolver portion of our credit facility.

*Collateral and Guarantees.* The obligations under the credit facility are guaranteed by certain of our existing subsidiaries (which are the same subsidiaries that guarantee our senior notes) and are currently secured by pledges of equity interests in many of our subsidiaries. The pledges, but not the guarantees, are permitted to be released in the event that certain conditions are satisfied, including the requirement that our leverage ratio falls below 6.0x for two consecutive fiscal quarters. As a result of having satisfied such conditions, currently we are not required to pledge our equity interests in any newly acquired or newly formed subsidiary, and at our election, we may obtain a release of all existing pledges for so long as our leverage ratio remains below 6.0x. The guarantees and pledges ratably benefit our credit facility, as well as the notes outstanding under our senior notes indenture, interest rate swap agreements, and other hedging agreements with lenders that are parties to the credit facility.

*Prepayments.* The loans under the credit facility are required to be prepaid, subject to certain exceptions, with excess proceeds from certain asset sales. Voluntary prepayments of the loans under the credit facility are permitted in whole or in part without premium or penalty.

*Financial Covenants.* The credit facility contains covenants concerning allowable leverage, fixed charge coverage and unsecured interest coverage. Currently, we are permitted to make borrowings and maintain amounts outstanding under the credit facility so long as our leverage ratio does not exceed 7.25x and our unsecured coverage ratio is not less than 1.75x and our fixed charge coverage ratio is not less than 1.15x. If our leverage ratio equals or exceeds 7.0x, new borrowings are limited to such amount as does not cause the aggregate outstanding principal amount of the credit facility to exceed \$300 million. However, to the extent our borrowings under the credit facility revolver exceed \$300 million on the date that our leverage ratio exceeds 7.0x, we are not required to repay the excess for one year. The financial covenants for the credit facility do not apply when there are no borrowings under the credit facility. So long as there are no amounts outstanding, we would not be in default if we did not satisfy the financial covenants and we would not lose the potential to draw under the credit facility in the future if we were ever to regain compliance with the financial covenants. These calculations are performed in accordance with our credit facility based on pro forma results for the prior four fiscal quarters, giving effect to transactions such as acquisitions, dispositions and financings as if they occurred at the beginning of the period. Under the terms of the credit facility, interest expense excludes items such as the gains and losses on the extinguishment of debt, deferred financing charges related to the senior notes or the credit facility, amortization of debt premiums or discounts that were recorded at acquisition of a loan in order to establish the debt at fair value and non-cash interest expense recorded as a result of the adoption of accounting standards relating to our exchangeable debentures, all of which are included in interest expense on our consolidated statements of operations. Additionally, total debt used in the calculation of our leverage ratio is based on a net debt concept, under which cash and cash equivalents in excess of \$100 million is deducted from our total debt balance.

We are in compliance with all of our financial covenants under the credit facility. The following table summarizes the financial tests contained in the credit facility as of December 31, 2010:

	Actual Ratio	Covenant Requirement	2010		
			2010	2011	2012
Leverage ratio	5.0x	Maximum ratio of:	7.25x	7.25x	7.25x
Fixed charge coverage ratio	2.0x	Minimum ratio of:	1.10x	1.15x	1.15x
Unsecured interest coverage ratio (a)	3.0x	Minimum ratio of:	1.75x	1.75x	1.75x

(a) If at any time our leverage ratio is above 7.0x, our minimum unsecured interest coverage ratio will lower to 1.5x.

*Interest and Fees.* We pay interest on revolver borrowings under the credit facility at floating rates plus a margin that is set with reference to our leverage ratio. In the case of LIBOR-based borrowings in U.S. Dollars, as



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well as Euros and Pounds Sterling denominated borrowings, the rate of interest ranges from 65 basis points to 150 basis points over LIBOR. We also have the option to pay interest based on the higher of the overnight Federal Funds Rate plus 50 basis points and the Prime Lending Rate plus, in both cases, the applicable spread ranging from 0 to 50 basis points. Based on our leverage ratio at December 31, 2010 of 5.0x, we can borrow at a rate of LIBOR plus 90 basis points or Prime plus 0 basis points. To the extent that amounts under the credit facility remain unused, we pay a quarterly commitment fee on the unused portion of the loan commitment of 10 to 15 basis points, depending on our average revolver usage during the applicable period.

*Other Covenants and Events of Default.* The credit facility contains restrictive covenants on customary matters. Certain covenants become less restrictive at any time that our leverage ratio falls below 6.0x. In particular, at any time that our leverage ratio is below 6.0x, we will not be subject to limitations on capital expenditures, and the limitations on acquisitions, investments, dividends and distributions contained in the credit facility will be superseded by the generally less restrictive corresponding covenants in our senior notes indenture. Additionally, the credit facility's restrictions on incurrence of debt and the payment of dividends and distributions are generally consistent with our senior notes indenture. These provisions, under certain circumstances, limit debt incurrence to debt incurred under the credit facility or in connection with a refinancing, and limit dividend payments to those necessary to maintain Host Inc.'s tax status as a REIT.

The credit facility also includes usual and customary events of default for facilities of this nature, and provides that, upon the occurrence and continuance of an event of default, payment of all amounts due under the credit facility may be accelerated, the lenders' commitments may be terminated and the lenders may foreclose on the collateral. In addition, upon the occurrence of certain insolvency or bankruptcy related events of default, all amounts payable under the credit facility will automatically become due and payable and the lenders' commitments will automatically terminate.

*Mortgage and Other Debt.* As of December 31, 2010, we had 11 hotels that were secured by mortgage debt. Substantially all of our mortgage debt is recourse solely to specific assets, except in instances of fraud, misapplication of funds and other customary recourse provisions. As of December 31, 2010, secured debt represented approximately 19% of our total debt and our aggregate secured debt had an average interest rate of 4.7% and an average maturity of 2.7 years.

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The following table summarizes our outstanding debt and scheduled amortization and maturities related to mortgage and other debt as of December 31, 2010 (in millions):

	Balance as of						
	December 31, 2010	2011	2012	2013	2014	2015	Thereafter
<b>Mortgage Debt</b>							
Le Méridien Piccadilly, 1.91%, due 1/20/2012 (1)	\$ 50	\$ 50	\$ 50	\$	\$	\$	\$
JW Marriott, Washington, D.C., 7.50%, due 4/2/2013 (2)	117	\$ 3	3	111			
Orlando World Center Marriott, 4.75%, due 7/1/2013	246			246			
Harbor Beach Marriott Resort and Spa, 5.55%, due 3/1/2014	134				134		
The Ritz-Carlton, Naples and Newport Beach Marriott Hotel and Spa, 3.29%, due 3/1/2014 (3)	312				312		
The Westin Denver Downtown, 8.51%, due 12/11/2023 (4)	37	2	2	2			31
Other mortgage debt (5)	129	129					
<b>Total mortgage debt</b>	<b>1,025</b>	<b>134</b>	<b>55</b>	<b>359</b>	<b>446</b>		<b>31</b>
<b>Other Debt</b>							
Philadelphia Airport Marriott industrial revenue bonds, 7 <sup>3</sup> / <sub>4</sub> %, due 12/1/2017	40						40
Industrial revenue bonds and other (6)	105				33	12	60
<b>Total other debt</b>	<b>145</b>				<b>33</b>	<b>12</b>	<b>100</b>
<b>Total mortgage and other debt</b>	<b>\$ 1,170</b>	<b>\$ 134</b>	<b>\$ 55</b>	<b>\$ 359</b>	<b>\$ 479</b>	<b>\$ 12</b>	<b>\$ 131</b>

- (1) This floating rate mortgage is based on LIBOR plus 118 basis points. Beginning in January 2011, we have entered into an agreement that caps the LIBOR rate at 2%. The rate shown reflects the rate at December 31, 2010. We have the right to extend the maturity for one-year subject to certain conditions.
- (2) This floating rate mortgage is based on LIBOR plus 600 basis points, with a LIBOR floor of 1.5% and a LIBOR cap of 3%. The rate shown reflects the rate in effect at December 31, 2010.
- (3) During 2009, we entered into three interest rate swap agreements for the total notional amount outstanding on this loan. The rate shown reflects the weighted average interest rate in effect at December 31, 2010. The balance reflects the book value at December 31, 2010, as adjusted, due to the implementation of fair value hedge accounting. The face amount at December 31, 2010 was \$300 million.
- (4) Beginning in 2013, the interest rate on this loan increases a minimum of 500 basis points and all excess cash (as defined in the loan agreement) generated by the partnership that owns this property is applied to principal; however, the loan can be repaid without a premium or penalty on that date. The amortization presented is the minimum principal payment considering the increase in interest rate, but does not include additional principal payments based on excess cash flow.
- (5) Other mortgage debt consists of individual mortgage debt amounts that are less than \$40 million, have an average interest rate of 5.2% at December 31, 2010 and mature through 2011.
- (6) Industrial revenue bonds and other consist of loans with an average interest rate of 7.1% that mature through 2016, and capital leases with varying interest rates and maturity dates.

**Mortgage Debt of Consolidated and Unconsolidated Partner Interests.** For the entities that we consolidate in our financial statements that have third party non-controlling partnership interests, the portion of mortgage debt included in the above table that is attributable to the non-controlling interests, based on their percentage of ownership of the partnerships, is approximately \$68 million. Additionally, we have non-controlling interests in partnerships and joint ventures that are not consolidated and are accounted for under the equity method. The portion of the mortgage and other debt of these partnerships attributable to us, based on our percentage of ownership of the partnerships, was \$303 million at December 31, 2010. This debt balance is attributable to our 32.1% ownership interest in the European joint venture. The mortgage debt related to our European joint venture hotels contains operating covenants that could result in the joint venture being required to escrow cash from operations or make principal repayments without penalty. The debt of all of our unconsolidated partnerships is non-recourse to

us. See Off-Balance Sheet Arrangements and Contractual Obligations.

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***Distribution/Dividend Policy.*** Host Inc. is required to distribute at least 90% of its annual taxable income, excluding net capital gain, to its stockholders in order to maintain its qualification as a REIT, including taxable income recognized for federal income tax purposes but with regard to which we do not receive cash. Funds used by Host Inc. to pay dividends are provided through distributions from Host L.P. As of February 18, 2011, Host Inc. is the owner of approximately 98.4% of the common OP units. The remaining 1.6% of the common OP units are held by various third-party limited partners. Each OP unit may be redeemed by the holders thereof for cash or, at the election of Host Inc., Host Inc. common stock based on the then current conversion ratio. The current conversion ratio is 1.021494 shares of Host Inc. common stock for each OP unit.

Investors should take into account the 1.6% non-controlling position of Host L.P. OP units when analyzing dividend payments by Host Inc. to its stockholders, as these holders share, on a pro rata basis, in amounts being distributed by Host L.P. to holders of its corresponding OP units. For example, if Host Inc. paid a \$1 per share dividend on its common stock, it would be based on the payment of a \$1.021494 per common unit distribution by Host L.P. to Host Inc., as well as to other common OP unitholders.

Host Inc. reinstated its quarterly common dividend payment and paid a \$0.01 per share dividend with respect to its common stock beginning in the first quarter of 2010. Host Inc.'s policy on common dividends is generally to distribute, over time, 100% of its taxable income and to pay a dividend of at least \$0.01 per share per quarter even if we do not generate taxable income. Host Inc. intends to declare a dividend of \$0.02 per share in the first quarter of 2011. The amount of any future dividend will be determined by Host Inc.'s Board of Directors.

During 2010, Host Inc.'s Board of Directors declared dividends of \$0.04 per share (\$0.01 per share for each quarter) on Host Inc.'s common stock. Accordingly, Host L.P. made a distribution of \$0.04085976 per unit on its common OP units.

**Off-Balance Sheet Arrangements and Contractual Obligations**

***Off-Balance Sheet Arrangements.*** We are party to various transactions, agreements or other contractual arrangements with unconsolidated entities (which we refer to as off-balance sheet arrangements) under which we have certain contingent liabilities and guarantees. As of December 31, 2010, we are party to the following material off-balance sheet arrangements:

***European Joint Venture.*** In March 2006, we formed a joint venture, HHR Euro CV, to acquire hotels in Europe. We serve as the general partner for the European joint venture and have a 32.1% ownership interest (including our general and limited partner interests). Due to the ownership structure and unilateral right of the non-Host limited partners to cause the dissolution and liquidation of the European joint venture at any time, it is not consolidated in our financial statements. Our investment balance at December 31, 2010 in the joint venture is approximately 98 million (\$135 million). The initial term of the European joint venture is ten years (ending in 2016), subject to two one-year extensions with partner approval.

As of December 31, 2010, the aggregate size of the European joint venture was approximately 1.1 billion (\$1.4 billion), including total capital contributions of approximately 445 million (\$597 million), of which a total of approximately 144 million (\$193 million) was primarily from our contribution of cash and the Sheraton Warsaw Hotel & Towers. Under the joint venture's partnership agreement, the aggregate size can increase to approximately 540 million of equity (of which approximately 170 million would be contributed by Host L.P.) and, once all funds have been invested, and including debt, would represent approximately 1.5 billion of assets.

During 2010, the partners amended and restated the agreement. The amendments were (i) to extend the commitment period during which the European joint venture may make additional equity investments from May 2010 to May 2013, (ii) to reflect an internal restructuring of one of our joint venture partners, and (iii) to reflect changes as a result of the acquisition of the equity interests of subsidiaries previously owned by a separate TRS joint venture with the same partners, which subsidiaries currently lease, as tenant, five of the hotels owned by the European joint venture. After the partnership agreement was amended, the separate TRS joint venture was dissolved.

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The partners are currently negotiating the terms of an expansion to the European joint venture, which would extend the term for another ten years and involve the commitment of 450 million of new equity through the establishment of a fund of funds. While the terms and structure of the expansion have not been finalized, it is anticipated that each of the current partners in the joint venture, including Host, would own 33.3% of a new sub fund as limited partners, and a Host entity would own the remaining 0.1% as the general partner. We would anticipate transferring our leasehold interest in Le Méridien Piccadilly to the joint venture as part of the expansion. The negotiations for the expansion of the European joint venture are ongoing and there can be no assurances that the terms, if completed, will not differ materially from those outlined above.

The European joint venture has 706 million of mortgage debt, none of which is recourse to us. In 2010, we negotiated agreements with the lenders of a significant portion of this debt in order to cure actual or potential covenant defaults, cash sweeps or non-payment defaults. During the second quarter 2010, the European joint venture completed an agreement with the lender holding mortgages totaling 70.5 million on its portfolio of three hotels located in Brussels, under which the lender waived all breaches of financial covenants. Additionally, during the third quarter 2010, the European joint venture negotiated an agreement with the lenders of mortgage loans totaling 342 million due in 2013 to amend the loans financial covenants for two years in exchange for a deposit of approximately 10 million in escrow to fund debt service or, in certain cases, capital expenditures and commitments to fund planned incremental capital expenditures. These loans are secured by a portfolio of six hotels located in Spain, Italy, Poland and the United Kingdom. These mortgage loans are non-recourse to us and a default under these loans does not trigger a default under any of our debt.

We have entered into four foreign currency forward purchase contracts in order to hedge the foreign currency exposure resulting from the eventual repatriation of our net investment. We hedged 80 million (approximately \$114 million) of our investment and the forward purchase will occur between August 2011 and October 2014. During 2010 and 2009, we recorded approximately \$5 million and \$(4) million, respectively, related to the change in the fair value of the forward purchase contracts. The current value of the forward contracts of \$7 million is included in accumulated other comprehensive income in the accompanying balance sheet. The derivatives are considered a hedge of the foreign currency exposure of a net investment in a foreign operation, and, in accordance with applicable hedge accounting guidance, are marked-to-market with changes in fair value recorded to accumulated other comprehensive income within Host Inc.'s stockholders' equity portion and Host L.P.'s partners' capital portion of their balance sheets. For additional detail on the foreign currency forward purchase contracts and our exposure to changes in foreign currency exchange rates, see Item 7A. Quantitative and Qualitative Disclosures about Market Risk.

*Asian Joint Venture.* On March 25, 2008, we entered into a joint venture, structured as a Singapore Corporation, to explore investment opportunities in various markets throughout Asia, including China, Japan, India, Vietnam and Australia. We own a 25% interest in the Asian joint venture. The initial term of the Asian joint venture is for a period of seven years. Due to the ownership structure of the Asian joint venture, and our partner's rights to cause its dissolution and liquidation at any time, it is not consolidated in our financial statements. On July 20, 2010, the Asian joint venture reached a joint venture agreement with Accor S. A. and InterGlobe Enterprises Limited to develop seven properties totaling approximately 1,750 rooms in three major cities in India: Bangalore, Chennai and Delhi. The Asian joint venture will invest approximately \$50 million to acquire approximately 36% of the interest in the India joint venture. The properties will be managed by Accor under the Pullman, Novotel and ibis brands. Development of the properties is underway, and the first hotel, the ibis Bangalore, is expected to open in the second quarter of 2011.

*Hospitality Properties Trust Relationship.* During 2010, we owned leasehold interests in 53 Courtyard by Marriott properties and 18 Residence Inn by Marriott properties, which hotels were sold to HPT and leased back to us in 1995 and 1996. In conjunction with our conversion to a REIT we entered into subleases for these 71 properties with a third party. In late June 2010, HPT sent notices of default because the subtenants failed to meet certain net worth covenants, which would have triggered an event of default by us under the master leases between us and HPT. As a result, we terminated the subleases effective July 6, 2010 and resumed acting as owner under the management agreements. The subtenants remain obligated to us for outstanding rent payments to the extent that operating cash generated by the hotels is less than rent that would have been paid under the terminated subleases, although they have not funded this obligation since the termination of the subleases.

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Effective upon termination of the subleases, we recorded the operations of the hotels rather than rental income for the remaining portion of 2010. As a result, we recorded \$123 million of hotel revenues for the 71 properties, as well as \$44 million of rental income earned prior to the termination of the subleases in 2010, which are included in other revenues on the consolidated statements of operations. Additionally, we recorded \$96 million of hotel expenses related to the 71 properties, as well as \$84 million of rental expense due to HPT in 2010, which are included in other property-level expenses on the consolidated statements of operations. The property revenues and rental income recorded, less the hotel expenses and rental expenses, resulted in a loss of approximately \$13 million and \$1 million in 2010 and 2009, respectively, and a gain of \$4 million in 2008.

We terminated the master lease on the 18 Residence Inn properties in accordance with its terms effective December 31, 2010, at which time HPT paid us \$17.2 million of deferred proceeds related to the initial sale of these properties and additional amounts held in a tenant collection account. On November 23, 2010, we gave notice that we will not extend the term of the master lease on the 53 Courtyard by Marriott properties, which will result in the termination and expiration of that lease on December 31, 2012. At the expiration of that master lease, HPT is obligated to pay us deferred proceeds related to the initial sale of the 53 Courtyard properties of approximately \$51 million, subject to damages arising out of an event of default, if any, under the master lease, plus additional amounts held in a tenant collection account.

*Tax Sharing Arrangements.* Under tax sharing agreements with former affiliated companies (such as Marriott International, Inc., HMS Host and Barceló Crestline Corporation), we are obligated to pay certain taxes (federal, state, local and foreign, including any related interest and penalties) relating to periods in which the companies were affiliated with us. For example, a taxing authority could adjust an item deducted by a former affiliate during the period that this former affiliate was owned by us. This adjustment could produce a tax liability that we may be obligated to pay under the tax sharing agreement. Additionally, under the partnership agreement between Host Inc. and Host L.P., Host L.P. is obligated to pay certain taxes (federal, state, local and foreign, including any related interest and penalties) incurred by Host Inc., as well as any liabilities the IRS may successfully assert against Host Inc. We do not expect any amounts paid under the tax sharing arrangements to be material.

*Tax Indemnification Agreements.* For reasons relating to federal and state income tax considerations of the former and current owners of three hotels, we have agreed to restrictions on selling the hotels, or repaying or refinancing the mortgage debt for varying periods depending on the hotel. Two of these agreements expired in 2010 and were not renewed and the third will expire in 2028.

*Guarantees.* We have certain guarantees, which consist of commitments we have made to third parties for leases or debt, that are not on our books due to various dispositions, spin-offs and contractual arrangements, but that we have agreed to pay in the event of certain circumstances including default by an unrelated party. We consider the likelihood of any material payments under these guarantees to be remote. The largest guarantees (by dollar amount) are listed below:

We remain contingently liable for rental payments on certain divested non-lodging properties. These primarily represent certain divested restaurants that were sold subject to our guarantee of the future rental payments. The aggregate amount of these future rental payments is approximately \$18 million as of December 31, 2010.

In 1997, we owned Leisure Park Venture Limited Partnership, which owns and operates a senior living facility. We no longer have an ownership interest in the partnership, but we remain obligated under a guarantee of interest and principal with regard to \$14.7 million of municipal bonds issued by the New Jersey Economic Development Authority through their maturity in 2027. However, to the extent we are required to make any payments under the guarantee, we have been indemnified by Barceló Crestline Corporation, who, in turn, is indemnified by the current owner of the facility.

In connection with the sale of two hotels in January 2005, we remain contingently liable for the amounts due under the respective ground leases. The future minimum lease payments are approximately \$13 million through the full term of the leases, including renewal options. We believe that any liability related to these ground leases is remote, and in each case, we have been indemnified by the purchaser of the hotel.

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Information on other guarantees and other off-balance sheet arrangements may be found in Note 17 to our consolidated financial statements.

**Contractual Obligations.** The table below summarizes our obligations for principal and estimated interest payments on our debt, future minimum lease payments on our operating and capital leases, projected capital expenditures and other long-term liabilities, each as of December 31, 2010 (in millions):

	Payments due by period				
	Total	Less than 1 year	1 to 3 years	3 to 5 years	More than 5 years
Long-term debt obligations(1)	\$ 6,947	\$ 532	\$ 1,799	\$ 2,747	\$ 1,869
Capital lease obligations	159	3	5	4	147
Operating lease obligations	1,332	109	138	63	1,022
Purchase obligations(2)	397	327	70		
Other long-term liabilities reflected on the balance sheet(3)	15		5		10
Total	\$ 8,850	\$ 971	\$ 2,017	\$ 2,814	\$ 3,048

- (1) The amounts shown include amortization of principal, debt maturities and estimated interest payments. Interest payments have been included in the long-term debt obligations based on the weighted average interest rate.
- (2) Our only purchase obligations consist of commitments for capital expenditures at our hotels. Under our contracts, we have the ability to defer some of these expenditures into later years.
- (3) The amounts shown include deferred management fees and the estimated amount of tax expense. Under terms of our management agreements, we have deferred payment of management fees to our hotel managers for some of our properties that have not achieved the required income thresholds for payment of owner's priority to us. The timing of the payments, if any, is based on future operations, the termination of the management agreement or the sale of the hotel, and, is therefore, not determinable. The estimated amount of tax expense relates to uncertain tax liabilities from prior years.

**Critical Accounting Policies**

Our consolidated financial statements have been prepared in conformity with GAAP, which requires management to make estimates and assumptions that affect the reported amount of assets and liabilities at the date of our financial statements and the reported amounts of revenues and expenses during the reporting period. While we do not believe the reported amounts would be materially different, application of these policies involves the exercise of judgment and the use of assumptions as to future uncertainties and, as a result, actual results could differ from these estimates. We evaluate our estimates and judgments, including those related to the impairment of long-lived assets, on an ongoing basis. We base our estimates on experience and on various other assumptions that are believed to be reasonable under the circumstances. All of our significant accounting policies are disclosed in the notes to our consolidated financial statements. The following represent certain critical accounting policies that require us to exercise our business judgment or make significant estimates.

**Purchase Price Allocations to Hotels Acquired in a Business Combination.** Investments in hotel properties are stated at acquisition cost and allocated to land, property and equipment, identifiable intangible assets, other assets and assumed debt and other liabilities at fair value. Any remaining unallocated investment would be treated as goodwill. Property and equipment are recorded at fair value and allocated to buildings, improvements, furniture, fixtures and equipment using appraisals and valuations performed by management and independent third parties. Fair values are based on the exit price (i.e. the price that would be received to sell an asset or transfer a liability in an orderly transaction between market participants at the measurement date). We evaluate several factors, including market data for similar assets, expected cash flows discounted at risk adjusted rates and replacement cost for the assets, to determine an appropriate exit cost when evaluating the fair value of our assets.

Other items that we evaluate in a business combination include identifiable intangible assets, capital lease assets and obligations and goodwill. Identifiable intangible assets are typically assumed contracts, including ground and retail leases and management and franchise agreements, which are recorded at fair value, although no value is generally allocated to contracts which are at market terms. Above-market and below-market contract values are





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based on the present value of the difference between contractual amounts to be paid pursuant to the contracts acquired and our estimate of the fair value of contract rates for corresponding contracts measured over the period equal to the remaining non-cancelable term of the contract. Intangible assets are amortized using the straight-line method over the remaining non-cancelable term of the related agreements. Capital lease obligations that are assumed as a part of the acquisition of a leasehold interest are fair valued and included as debt on the accompanying balance sheet and we will record the corresponding right-to-use assets. Classification of a lease does not change if it is part of a business combination. In making estimates of fair values for purposes of allocating purchase price, we may utilize a number of sources that may be obtained in connection with the acquisition or financing of a property and other market data, including third-party appraisals and valuations. In certain situations, a deferred tax liability is created due to the difference between the fair value and the tax basis of the asset at the acquisition date, which also may result in a goodwill asset being recorded. The goodwill that is recorded as a result of this difference is not subject to amortization. Furthermore, acquisition-related costs, such as due diligence, legal and accounting fees, are not capitalized or applied in determining the fair value of the acquired assets.

**Impairment Testing.** We analyze our assets for impairment throughout the year when events or circumstances occur that indicate that the carrying values thereof may not be recoverable. We consider a property to be impaired when the sum of future undiscounted cash flows over our remaining estimated holding period is less than the carrying value of the asset. For impaired assets, we record an impairment charge equal to the excess of the property's carrying value over its fair value. To the extent that a property has a substantial remaining estimated useful life and management does not believe that it is more likely than not the property will be disposed of prior to the end of its useful life, it would be unusual for undiscounted cash flows to be insufficient to recover the property's carrying value. In the absence of other factors, we assume that the estimated life is equal to the GAAP depreciable life, because of the continuous property maintenance and improvement capital expenditures required under our management agreements. We adjust our assumptions with respect to the remaining useful life of the property if situations dictate otherwise, such as an expiring ground lease, or it is more likely than not that the asset will be sold prior to its previously expected useful life. We also consider the effect of regular renewal and replacement capital expenditures on the estimable life of our properties, including critical infrastructure, which is regularly maintained and then replaced at the end of its useful life.

We test for impairment in several situations, including when a property has a current or projected loss from operations, when it becomes more likely than not that a hotel will be sold before the end of its previously estimated useful life, or when other events, trends, contingencies or changes in circumstances indicate that a triggering event has occurred and an asset's carrying value may not be recoverable. In the evaluation of the impairment of our assets, we make many assumptions and estimates, including:

projected cash flows, both from operations and the eventual disposition;

expected useful life and holding period;

future required capital expenditures; and

fair values, including consideration of capitalization rates, discount rates and comparable selling prices.

While we consider all of the above indicators as a preliminary indicator to determine if the carrying value may not be recovered by undiscounted cash flows, we reviewed the actual year-to-date and the projected cash flows from operations to identify properties with actual or projected annual operating losses or minimal operating profit as of December 31, 2010. The projected cash flows are prepared by our third-party managers and consider items such as booking pace, occupancy, room rate and property-level operating costs. We review the projections and may adjust them as we deem appropriate. As a result of our review, we identified seven properties that required further consideration of property and market specific conditions or factors to determine if the property was impaired using an undiscounted cash flow analysis. Management considered a range of RevPAR and operating margins compared to prior years' operating results in evaluating the projected cash flows from operations. The operating results of our portfolio were significantly affected by the recessionary climate in 2009 and the first half of 2010. To appropriately evaluate if the assets carrying value was recoverable, we projected a growth rate such that the individual properties would return to normalized levels of operations within five years and thereafter grow at a stabilized rate of 3% over the remaining estimable lives of the properties. This stabilized growth rate is lower than the historical growth rate for the entire industry over the period from 1997 through 2007. Based on this test, no properties exhibited an impaired value at December 31, 2010. For purposes of this test, if we had assumed a growth rate of 0% after the return to normalized level of operations one of the seven properties identified above would have required further analysis. Management believes its assumptions and estimates reflect current market conditions.



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***Other-than-Temporary Impairment of an Investment.*** We review our equity method investments for other-than-temporary impairment based on the occurrence of any triggering events that would indicate that the carrying amount of the investment exceeds its fair value on an other-than-temporary basis. Triggering events can include a decline in distributable cash flows from the investment, a change in the expected hold period or other significant events which would decrease the value of the investment. Our investments primarily consist of joint ventures which own hotel properties; therefore, we will generally have few observable inputs and will determine the fair value based on a discounted cash flow analysis of the investment, as well as considering the impact of other elements (i.e. control premiums, etc.). We use certain inputs, such as available third-party appraisals and forecast net operating income for the hotel properties, to estimate the expected cash flows. If an equity method investment is impaired, a loss is recorded for the difference between the fair value and the carrying value of the investment.

***Classification of Assets as Held for Sale .*** Our policy for the classification of a hotel as held for sale is intended to ensure that the sale of the asset is probable prior to classifying it as such, will be completed within one year and that actions required to complete the sale are unlikely to change or that it is unlikely the planned sale will be withdrawn. This policy is consistent with our experience with real estate transactions under which the timing and final terms of a sale are frequently not known until purchase agreements are executed, the buyer has a significant deposit at risk and no financing contingencies exist which could prevent the transaction from being completed in a timely manner. Specifically, we will typically classify properties that we are actively marketing as held for sale when all of the following conditions are met:

Host Inc.'s Board of Directors has approved the sale (to the extent the dollar amount of the sale requires Board approval);

a binding agreement to purchase the property has been signed;

the buyer has committed a significant amount of non-refundable cash; and

no significant contingencies exist which could prevent the transaction from being completed in a timely manner.

To the extent that a property is classified as held for sale and its fair value less selling costs is lower than the net book value of the property, we will record an impairment loss.

***Depreciation and Amortization Expense.*** Depreciation expense is based on the estimated useful life of our assets and amortization expense for leasehold improvements is based on the shorter of the lease term or the estimated useful life of the related assets. The lives of the assets are based on a number of assumptions, including cost and timing of capital expenditures to maintain and refurbish the assets, as well as specific market and economic conditions. While management believes its estimates are reasonable, a change in the estimated lives could affect depreciation expense and net income (loss) or the gain or loss on the sale of any of our hotels.

***Valuation of Deferred Tax Assets.*** We have approximately \$117 million, net of a valuation allowance of \$44 million, of deferred tax assets as of December 31, 2010. The objective of financial accounting and reporting standards for income taxes is to recognize the amount of taxes payable or refundable for the current year and deferred tax liabilities and assets for the future tax consequences of events that have been recognized in a company's financial statements or tax returns. We have considered various factors, including future reversals of existing taxable temporary differences, future projected taxable income and tax planning strategies in determining a valuation allowance for our deferred tax assets, and we believe that it is more likely than not that we will be able to realize the \$117 million of net deferred tax assets in the future. When a determination is made that all, or a portion, of the deferred tax assets may not be realized, an increase in income tax expense would be recorded in that period.

***Valuation of Derivative Contracts.*** We will occasionally enter into derivative products, including interest rate and foreign currency swaps, caps and collars. Derivative instruments are subject to fair value reporting at each reporting date and the increase or decrease in fair value is recorded in net income (loss) or accumulated other comprehensive income, based on the applicable hedge accounting guidance. We estimate the fair value of these instruments through the use of third party valuations, which utilize the market standard methodology of netting the

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discounted future cash receipts and the discounted future expected cash payments. We incorporate credit valuation adjustments to appropriately reflect both our own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. In adjusting the fair value of our derivative contracts for the effect of nonperformance risk, we have considered the impact of netting any applicable credit enhancements, such as collateral postings, thresholds, mutual puts and guarantees. The variable cash flow streams are based on an expectation of future interest and exchange rates derived from observed market interest and exchange rate curves. The values of these instruments will change over time as cash receipts and payments are made and as market conditions change. Any event that impacts the level of actual and expected future interest or exchange rates will impact our valuations. The fair value of our derivatives is likely to fluctuate from year-to-year based on changing levels of interest and exchange rates and shortening terms to maturity.

**Stock Compensation.** We recognize costs resulting from Host Inc.'s share-based payment transactions over their vesting periods. We classify share-based payment awards granted in exchange for employee services as either equity awards or liability awards. The classification of Host Inc.'s restricted stock awards as either an equity award or a liability award is based upon cash settlement options. Equity classified awards are measured based on the fair value on the date of grant. Liability classified awards are remeasured to fair value each reporting period. These awards were classified as liability awards due to settlement features that allow the recipient to have a percentage of the restricted stock awards withheld to meet tax withholding requirements. The value of these restricted stock awards, less estimated forfeitures, is recognized over the period during which an employee is required to provide service in exchange for the award—the requisite service period (usually the vesting period). No compensation cost is recognized for awards for which employees do not render the requisite service.

During 2009, Host Inc. implemented an employee stock plan for our senior management that included the following awards:

*Restricted stock awards with vesting based on market conditions.* These awards vest based on the total shareholder return relative to other REITs and lodging companies. They are classified as liability awards due to their cash settlement features and are remeasured to fair value each reporting period. We utilize a simulation, or Monte Carlo model, to determine the fair value of Host Inc.'s restricted stock awards with vesting based on market conditions. The utilization of this model requires us to make certain estimates related to the volatility of the share price of Host Inc.'s common stock, risk-free interest rates, the risk profile of our common shares compared to our peer group and the amount of Host Inc.'s awards expected to be forfeited.

*Restricted stock awards with vesting based on performance conditions.* These awards are earned based on the employee achieving a specified performance target, which will be based on the employee's specific management business objectives. Compensation cost will be recognized when the achievement of the performance condition is considered probable of achievement. If a performance condition has more than one outcome that is probable of achievement, recognition of compensation cost will be based on the condition that is the most likely outcome. These awards classified as liability awards due to their cash settlement provisions. Therefore, the value of the shares to be issued by Host Inc. will be based on Host Inc.'s share price on the reporting date.

*Stock option awards.* The stock option awards are equity classified awards, as they do not include cash settlement features. Therefore, the value of the award is determined on the grant date using a binomial pricing model and is not adjusted for future changes in the fair value. Vesting for these awards is based on service conditions. The utilization of the binomial model requires us to make certain estimates related to the volatility of the share price of our common stock, risk-free interest rates and the amount of our awards expected to be forfeited.

*Other awards.* During 2009, Host Inc. granted restricted stock awards to all of its employees, with vesting based on service conditions. These awards are equity classified awards as they do not have cash settlement features similar to that for awards to senior management.

**Consolidation Policies.** Judgment is required with respect to the consolidation of partnership and joint venture entities in terms of the evaluation of control, including assessment of the importance of rights and privileges of the partners based on voting rights, as well as financial interests that are not controllable through voting interests. We consolidate subsidiaries when we have the ability to direct the activities that most significantly impact the economic performance of the entity. For those partnerships and joint ventures of which we are the general partner,

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we review the rights of the limited partners to determine if those rights would preclude the assumption of control as the general partner. Limited partner rights which would preclude presumption of control by the general partner include the substantive ability to dissolve (liquidate) the limited partnership or otherwise remove us, as the general partner, without cause and substantive participating rights, primarily through voting rights.

We also evaluate our subsidiaries to determine if they should be considered variable interest entities ( VIEs ). If a subsidiary is a VIE, it is subject to the consolidation framework specifically for VIEs. We consider an entity a VIE if equity investors own an interest therein that does not have the characteristics of a controlling financial interest or if such investors do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support. In accordance with ASC 810, we reviewed our subsidiaries to determine if (i) any of our subsidiaries or affiliates should be considered VIEs, and (ii) whether we should change our consolidation determination based on changes in the characteristics of these entities.

**Foreign Currency Translation.** The operations of foreign subsidiaries are maintained in their functional currency, which is generally the local currency, and then translated to U.S. dollars using the average exchange rates for the period. The assets and liabilities are translated to U.S. dollars using the exchange rate in effect at the balance sheet date. The resulting translation adjustments are reflected in accumulated other comprehensive income.

Foreign currency transactions are recorded in the functional currency for each entity using the exchange rates prevailing at the dates of the transactions. Assets and liabilities denominated in foreign currencies are translated at period end exchange rates. The resulting exchange differences on translation are recorded in gain (loss) on foreign currency transactions and derivatives, except when deferred in accumulated other comprehensive income as qualifying net investment hedges.

### **Comparable Hotel Operating Statistics**

We present certain operating statistics (i.e., RevPAR, average daily rate and average occupancy) and operating results (revenues, expenses and adjusted operating profit) for the periods included in this report on a comparable hotel basis. We define our comparable hotels as properties (i) that are owned or leased by us and the operations of which are included in our consolidated results, whether as continuing operations or discontinued operations for the entirety of the reporting periods being compared, and (ii) that have not sustained substantial property damage or business interruption, or undergone large-scale capital projects during the reporting periods being compared.

Of the 113 hotels that we owned on December 31, 2010, 108 have been classified as comparable hotels.

The operating results of the following hotels that we owned or leased as of December 31, 2010 are excluded from comparable hotel results for these periods:

Le Méridien Piccadilly (acquired leasehold interest in July 2010);

Westin Chicago River North (acquired in August 2010);

W New York, Union Square (acquired in September 2010);

JW Marriott, Rio de Janeiro (acquired in September 2010);

San Diego Marriott Hotel & Marina (business disruption due to significant renovations); and

53 Courtyard by Marriott properties leased from HPT (sublease was terminated in July 2010).

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The operating results of the eight hotels we disposed of in 2010 and 2009, as well as 18 Residence Inn properties we leased from HPT until December 31, 2010 are not included in comparable hotel results for the periods presented herein. Moreover, because these statistics and operating results are for our hotel properties, they exclude results for our non-hotel properties and other real estate investments.

We evaluate the operating performance of our comparable hotels based on both geographic region and property type. These divisions are generally consistent with groupings recognized in the lodging industry.

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Geographic regions consist of the following (only states in which we own hotels are listed):

Pacific California, Hawaii, Oregon and Washington;

Mountain Arizona and Colorado;

North Central Illinois, Indiana, Minnesota, Missouri and Ohio;

South Central Louisiana, Tennessee and Texas;

New England Connecticut, Massachusetts and New Hampshire;

Mid-Atlantic Pennsylvania, New Jersey and New York;

DC Metro Maryland, Virginia and Washington, D.C.;

Atlanta Georgia and North Carolina;

Florida Florida; and

International Brazil, Canada, Chile, Mexico, New Zealand and the United Kingdom.

Property types consist of the following:

Urban Hotels located in primary business districts of major cities;

Suburban Hotels located in office parks or smaller secondary markets;

Resort/conference Hotels located in resort/conference destinations such as Arizona, Florida, Hawaii and Southern California; and

Airport Hotels located at or near airports.

***Reporting Periods.***

*For Consolidated Statement of Operations.* The results we report are based on results of our hotels reported to us by our hotel managers. Our hotel managers use different reporting periods. Marriott, the manager of a significant percentage of our properties, uses a year ending on the Friday closest to December 31 and reports twelve weeks of operations for the first three quarters and sixteen or seventeen weeks for the fourth quarter of the year for its U.S. and Canadian Marriott-managed hotels. In contrast, other managers of our hotels, such as Hyatt and Starwood,

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report results on a monthly basis. Host Inc., as a REIT, is required by federal income tax law to report results on a calendar year basis. As a result, we elected to adopt the reporting periods used by Marriott, modified so that our fiscal year always ends on December 31 to comply with REIT rules. Our first three quarters of operations end on the same day as Marriott, but our fourth quarter ends on December 31 and our full year results, as reported in our statement of operations, always includes the same number of days as the calendar year.

Two consequences of the reporting cycle we have adopted are: (1) quarterly start dates will usually differ between years, except for the first quarter which always commences on January 1, and (2) our first and fourth quarters of operations and year-to-date operations may not include the same number of days as reflected in prior years. For example, set forth below are the quarterly start and end dates for 2011, 2010 and 2009. Note that the second and third quarters of each year both reflect twelve weeks of operations. In contrast, the first and fourth quarters reflect differing days of operations.

	2011			2010			2009		
	Start-End Dates		No. of Days	Start-End Dates		No. of Days	Start-End Dates		No. of Days
First Quarter	January 1	March 25	84	January 1	March 26	85	January 1	March 27	86
Second Quarter	March 26	June 17	84	March 27	June 18	84	March 28	June 19	84
Third Quarter	June 18	September 9	84	June 19	September 10	84	June 20	September 11	84
Fourth Quarter	September 10	December 31	113	September 11	December 31	112	September 12	December 31	111

While the reporting calendar we adopted is more closely aligned with the reporting calendar used by Marriott, another consequence of our calendar is that we are unable to report the month of operations that ends after our fiscal quarter-end until the following quarter because our hotel managers that use a monthly reporting period do not make mid-month results available to us. Hence, the month of operation that ends after our fiscal quarter-end is included in our quarterly results of operations in the following quarter for those hotel managers (covering approximately 43% of total revenues of our hotels). As a result, our quarterly results of operations include results from hotel managers



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reporting results on a monthly basis as follows: first quarter (January, February), second quarter (March to May), third quarter (June to August) and fourth quarter (September to December). While this does not affect full year results, it does affect the reporting of quarterly results.

*For Hotel Operating Statistics and Comparable Hotel Results.* In contrast to the reporting periods for our consolidated statement of operations, our hotel operating statistics (i.e., RevPAR, average daily rate and average occupancy) and our comparable hotel results are reported based on the reporting cycle used by Marriott for our Marriott-managed hotels. This facilitates year-to-year comparisons, as each reporting period will be comprised of the same number of days of operations as in the prior year. This means, however, that the reporting periods we use for hotel operating statistics and our comparable hotel results will typically differ slightly from the reporting periods used for our statements of operations for the first and fourth quarters and the full year. Set forth below are the quarterly start and end dates that are used for our hotel operating statistics and comparable hotel results reported herein. Results from hotel managers reporting on a monthly basis are included in our operating statistics and comparable hotel results consistent with their reporting in our consolidated statement of operations.

**Hotel Result Reporting Periods for Operating Statistics**

**and Comparable Hotel Results for Marriott Managed Properties**

	2011			2010			2009		
	Start-End Dates		No. of Days	Start-End Dates		No. of Days	Start-End Dates		No. of Days
First Quarter	January 1	March 25	84	January 2	March 26	84	January 3	March 27	84
Second Quarter	March 26	June 17	84	March 27	June 18	84	March 28	June 19	