

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Form 10-K**

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

For the fiscal year ended December 31, 2015

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)

Maryland (Host Hotels & Resorts, Inc.)  
Delaware (Host Hotels & Resorts, L.P.)  
(State or Other Jurisdiction of Incorporation or Organization)

6903 Rockledge Drive, Suite 1500 Bethesda, Maryland  
(Address of Principal Executive Offices)

53-0085950 (Host Hotels & Resorts, Inc.)  
52-2095412 (Host Hotels & Resorts, L.P.)  
(I.R.S. Employer Identification No.)

20817  
(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 (752,278,409 shares outstanding as of February 19, 2016)	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.  
Host Hotels & Resorts, L.P. Units of limited partnership interest (745,576,892 units outstanding as of February 19, 2016)

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 ☒ No ☐  
Host Hotels & Resorts, L.P. Yes ☐ No ☒

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

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

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

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 (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

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 (§ 229.405 of this chapter) 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):

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	(Do not check if a smaller reporting company) <input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Host Hotels & Resorts, L.P.			
Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	(Do not check if a smaller reporting company) <input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

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 30, 2015 was \$14,592,475,672.

**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, 2016 are incorporated by reference into Part III of this Form 10-K.

## **EXPLANATORY NOTE**

This report combines the annual reports on Form 10-K for the fiscal year ended December 31, 2015 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. owns properties and conducts operations through Host L.P., of which Host Inc. is the sole general partner and of which it holds approximately 99% of the partnership interests (“OP units”) as of December 31, 2015. The remaining 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 results in the following benefits:

- enhances 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;
- eliminates duplicative disclosure and provides a more streamlined presentation, since a substantial portion of our disclosure applies to both Host Inc. and Host L.P.; and
- creates 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 real estate investment trust, or REIT, and its 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 limited 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, or through the issuance of OP units.

The substantive difference between the filings of Host Inc. and Host L.P. is 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 primarily is 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 in the consolidated statements of operations and comprehensive income (loss) with respect to the manner in which income is allocated to non-controlling interests. Income allocable to the holders of approximately 1% of the OP units is reflected as income allocable to non-controlling interests at Host Inc. and within net income at Host L.P. Also, earnings per share generally will be slightly less than the earnings per OP unit, as each Host Inc. common share is the equivalent of .97895 OP units (instead of 1 OP unit). Apart from these differences, the financial statements of Host Inc. and Host L.P. are nearly identical.

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 is combined, except for a separate discussion of material differences, if any, in the liquidity and capital resources between Host Inc. and Host L.P.;
- Part II Item 7A - Quantitative and Qualitative Disclosures about Market Risk is combined, except for separate discussions of material differences, if any, between Host Inc. and Host L.P.; and
- Part II Item 8 - Consolidated Financial Statements and Supplementary Data. While the financial statements themselves are presented separately, the notes to the financial statements generally are combined, except for separate discussions of differences between equity of Host Inc. and capital of 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.

# HOST HOTELS & RESORTS, INC. AND HOST HOTELS & RESORTS, L.P.

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## PART I

### Forward Looking Statements

Our disclosure and analysis in this 2015 Form 10-K and in Host Inc.'s 2015 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 future operating or financial performance. In particular, these forward-looking statements include those relating to future actions, future acquisitions or dispositions, future capital expenditures 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 discussion of risk factors to be a complete discussion of all of the potential risks or uncertainties that could affect our business.

### Item 1. Business

Host Inc. was incorporated as a Maryland corporation in 1998 and operates as a self-managed and self-administered 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 99% of the partnership interests ("OP units") as of December 31, 2015. The remaining partnership interests are owned by various unaffiliated limited partners. Host Inc. has the exclusive and complete responsibility for Host L.P.'s day-to-day management and control.

As of February 19, 2016, our consolidated lodging portfolio consists of 105 primarily luxury and upper-upscale hotels containing approximately 57,000 rooms, with the majority located in the United States, and with 12 of the properties located outside of the U.S. in Australia, Brazil, Canada, Chile, Mexico and New Zealand. In addition, we own non-controlling interests in two international joint ventures: approximately a 33% interest in a joint venture in Europe, which owns 10 luxury and upper-upscale hotels with approximately 3,900 rooms in Belgium, France, Germany, Spain, Sweden, the Netherlands and the United Kingdom; and a 9% indirect interest, through joint ventures, in five operating hotels in India and two additional hotels in India currently under development. We also hold non-controlling investments in two domestic hotels and a timeshare joint venture in Hawaii.

### Business Strategy

Our goal is to be the preeminent owner of high-quality lodging real estate at the epicenter of dynamic, growing markets and to generate superior long-term risk-adjusted returns for our stockholders throughout all lodging cycles, through a combination of appreciation in asset values, growth in earnings, and dividend distributions. Our strategy to achieve this objective includes:

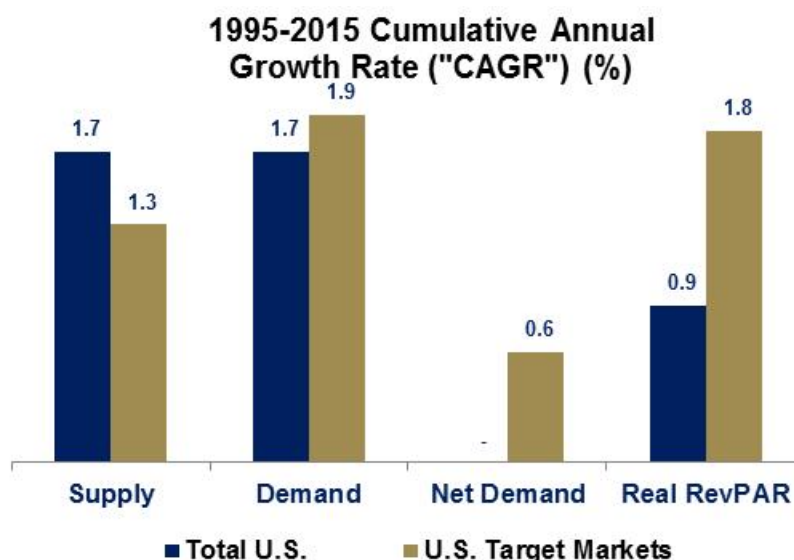
- **Superior Portfolio** - Own a geographically-diverse portfolio of hotels located in major urban centers and resort destinations with relatively higher barriers to entry;
- **Disciplined Capital Allocation** - Allocate and recycle capital to earn returns that exceed our cost of capital and actively return capital to stockholders;
- **Strong Asset Management Capabilities** - Create value in our existing portfolio through intelligent asset management and capital investment;
- **Powerful and Flexible Capital Structure** - A flexible capital structure that allows us to execute our strategy throughout the lodging cycle; and

- **Employer of Choice and Responsible Corporate Citizen** - Our organizational structure is aligned with our business objectives to be an employer of choice and a responsible corporate citizen.

**Portfolio.** We will focus on refining our portfolio to include multiple types of hotels in locations which we believe have strong demand generators that appeal to multiple customer segments, achieve premium rates, and have relatively higher barriers to entry. While we will continually evaluate and refine our portfolio, we generally focus on the following types of assets:

- **Resorts** in locations with strong airlift and limited supply growth. These assets feature superior amenities and are operated by premier operators;
- **Convention destination hotels** that are group oriented in urban/resort markets. These assets feature extensive, high-caliber meeting facilities and are often connected to prominent convention centers;
- **City-center hotels** in urban and coastal markets with high barriers to entry. Positioned in prime locations, these assets possess multiple demand drivers for both business and leisure travelers; and
- **Suburban and airport hotels** that either are market leaders in prime suburban commercial locations, or connected to airport terminals or conveniently located on airport ground.

We also will seek to have a **well-balanced portfolio within select major markets**. Our general goal is that 80% to 90% of our portfolio revenues will be generated by hotels located within these markets, which will allow us the flexibility to make opportunistic investments in alternative locations that we expect will perform well over time. Domestically, these markets include Los Angeles, San Francisco, San Diego, Seattle, Hawaii, New York, Washington, D.C., Boston, Florida, and Chicago. These markets historically have outperformed the overall U.S. lodging industry in terms of real revenue per available room ("RevPAR") growth, although there can be no assurances that this outperformance will continue for any number of reasons, including changes in travel patterns or supply in these markets. The following chart details the long-term performance of our domestic major markets over the past 20 years:



We will strive for **diversified exposure** within multiple brands, focused asset classes, and favorable location types. As one of the largest owners of Marriott, Starwood and Hyatt properties, our hotels primarily are operated under brand names that are among the most respected and widely recognized in the lodging industry. Within these diversified brands, we have focused predominately on the upper-upscale and luxury asset classes, as we believe they have a broad appeal for both the individual and group leisure and business customers.

Internationally, our focus is on premium assets in major Western European markets through our European Joint Venture platform like London, Paris and Berlin. At the same time, we plan to reduce our exposure to markets in the Asia-Pacific region and in South and Central America.

**Capital Allocation.** Guided by a **disciplined approach to capital allocation**, we are positioned to make capital decisions around delivering the greatest value and returning capital to stockholders. Our goal is to allocate and recycle capital to earn returns that exceed our risk-adjusted cost of capital.

We will look to **refine our portfolio through our disposition strategy**. Generally, our dispositions will be focused on non-core assets where we believe the potential for growth is constrained or on properties with significant capital expenditures requirements that we do not believe would generate a return on the investment. Prior to the sale of assets, we will look for opportunities to increase

the sale price, which may include value-added capital expenditures projects and ground lease extensions. We also will look to take advantage of opportunities to capture attractive pricing for hotels that have management contract flexibility. In robust transaction markets, we also may opportunistically dispose of higher-quality assets through direct sales or through the creation of joint ventures to capitalize on value enhancement strategies and prices that are in excess of our estimated long-term value of holding the asset.

Through our **disciplined approach to acquisitions and new development**, we seek investments that we believe can achieve unlevered returns that exceed our cost of capital in locations that we expect to outperform in the long-term. Generally, we will look to invest capital early in the lodging cycle and benefit from the subsequent industry-wide increase in values. As we move further into the lodging cycle, we will increase our focus on opportunities where we believe we can add value through redevelopment, repositioning or new development, or pursue a portfolio or larger redevelopment asset where our scale is a competitive advantage.

We focus on **creating and mining value from our existing portfolio through capital investments and value enhancement initiatives**. These projects may include significant changes to guest rooms, public space and meeting space, as well as a repositioning of the property under a different operator or brand. We work closely with our managers to attempt to time these projects so as to minimize disruption to operations and the impact to the environment.

- **Value Enhancement Initiatives** seek to achieve the highest and best use of our properties. These projects may include the development of timeshare, office space or condominium units on excess land, redevelopment or expansion of existing retail space, and the acquisition of air rights or development entitlements.
- **Redevelopment and Return on Investment Projects** are designed to take advantage of changing market conditions and the favorable location of our properties and seek to increase profitability and enhance customer satisfaction. Our capital expenditures projects generally fall into the following categories:

*Redevelopment projects.* These projects are designed to improve the positioning of our hotels within their markets and competitive set. Redevelopment projects include extensive renovations of guest rooms and bathrooms, lobbies, food and beverage outlets; expanding and/or extensive renovation of ballroom and meeting rooms; major mechanical system upgrades, and green building initiatives and certifications.

*Targeted Return on Investment (ROI) projects.* These projects often are smaller and focused on increasing space profitability or lowering net operating costs. Typical ROI projects include converting unprofitable or underutilized space into meeting space, adding guestrooms, and implementing energy and water conservation measures such as LED lighting, guestroom water efficient fixtures, and building automation systems.

**Renewal and Replacement Capital Expenditures** are designed to maintain the quality and competitiveness of our hotel properties. Typically, room renovations occur at intervals of approximately seven years, but the timing may vary based on the type of property and equipment being renovated. These renovations generally are divided into the following types: soft goods, case goods, bathroom 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; which generally are not replaced as frequently. Bathroom renovations include the replacement of tile, vanity, lighting and plumbing fixtures. Infrastructure includes the physical plant of the hotel, including the roof, elevators/escalators, façade, heating, ventilation, and air conditioning systems and fire systems.

Throughout the lodging cycle, to the extent that we are unable to find appropriate investment opportunities that meet our return requirements, we will focus on **returning capital to stockholders** through dividends or common stock repurchases. Significant factors we review to determine the level and timing of the returns to stockholders include the current stock price compared to our determination of the underlying value of our assets, current and forecasted operating results and the completion of hotel sales.

**Asset Management.** As the owner of a large and diverse portfolio, we believe we are in a unique position to work with our managers to drive operating performance and implement value-added real estate decisions. The size and composition of our portfolio and our affiliation with most of the leading brands and operators in the industry allow our asset managers to benchmark similar hotels and identify best practices and efficiencies that can improve long-term profitability. Our asset managers are supported by a feasibility team that provides independent underwriting of ROI and value-enhancement projects, as well as dedicated resources around business intelligence, revenue management and restaurant and bar operations. We also carefully evaluate and monitor our property agreements, including our management and franchise agreements, in an effort to obtain flexibility and drive overall value. Ultimately, our goal is to differentiate our assets within their competitive market, drive operating performance and enhance the value of the real estate.

- **Enhance profitability** by using our proprietary business intelligence system to benchmark and monitor hotel performance and cost controls and complete deep-dive analytic reviews across brands and properties to identify new opportunities that could increase profit.
- **Drive revenue growth** by conducting detailed strategic reviews with our managers on market pricing and segment mix in order to develop the appropriate group/transient mix and market share targets for each property. We also work with

our managers to ensure that their brands' on-line presence addresses a broad customer base, including group customers and overseas travelers.

- **Strategically position food & beverage outlets** through initiatives such as combining bars and restaurants to create a more relevant experience for consumers throughout the day or outsourcing outlets when a viable partnership may improve profitability and increase our customer base.
- **Work with leading brands, as well as independent operators**, in the lodging industry and actively seek to diversify operators within our portfolio. We will look to capitalize on situations where we have management agreement flexibility to appropriately match a hotel and its operator, brand and contract terms. This will include new relationships with independent operators that may be an improved fit for smaller or unbranded products.
- **Improve contract flexibility** through the extension or purchase of ground leases or the restructuring of management agreements to enhance overall value.

**Financing Strategy.** Our goal is to maintain a flexible capital structure that allows us to execute our strategy throughout the lodging cycle. In order to maintain its qualification as a REIT, Host Inc. is required to distribute 90% of its taxable income (other than net capital gain, including taxable income recognized for federal income tax purposes but with regard to which we do not receive cash) to its stockholders and, as a result, generally relies on external sources of capital, as well as cash from operations, to finance growth. We use a variety of debt and equity instruments to fund our external growth, including senior notes and mortgage debt, exchangeable debentures, common and preferred stock offerings, issuances of OP units and joint ventures/limited partnerships to take advantage of the prevailing market conditions.

- Management believes that a **strong balance sheet** is a key competitive advantage that affords us a lower cost of capital and positions us for external growth. While we may issue debt at any time, generally we will target a net debt-to-earnings before interest, taxes, depreciation and amortization ("EBITDA") ratio, (or "Leverage Ratio," as defined in our credit facility) of 2.5x to 3.0x and seek to maintain an investment grade rating on our senior unsecured debt. We believe the investment grade rating and lower leverage will deliver the most consistent access to capital, thereby providing us with the necessary flexibility to take advantage of opportunities throughout the lodging cycle.
- We seek to structure our debt profile to **maintain financial flexibility and a balanced maturity schedule** with access to different forms of financing; primarily senior notes and exchangeable debentures, as well as mortgage debt. Generally, we look to minimize the number of assets that are encumbered by mortgage debt, minimize near-term maturities and maintain a balanced maturity schedule. We may issue debt in foreign currencies to match the proceeds thereof with their intended use in order to reduce the potential costs of investing in foreign properties in terms of foreign currency fluctuation and local taxes. Depending on market conditions, we also may utilize variable rate debt which can provide greater protection during a decline in the lodging industry. Generally we will target our floating rate debt to be 20% to 35% of total debt, in part depending on our outlook on future interest rates.
- 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, which helps to diversify exposure to market risk.

**Corporate Responsibility.** Our corporate responsibility program focuses on the management of the environmental, social and governance risks and opportunities for our business and is organized around the following themes and objectives:

- **Responsible Investment:** We incorporate sustainability into our asset management approach. During the acquisition of new properties, we assess both sustainability opportunities and climate change related risks as part of our due diligence process. During the ownership of our properties, we seek to invest in proven sustainability practices in our redevelopment and ROI projects that can enhance asset value while also improving environmental performance.
- **Environmental Stewardship:** We seek to improve the environmental footprint of our properties. We have established goals to reduce energy use and carbon emissions from across our portfolio and will continue to report on actual performance in our environmental disclosures. As part of our asset management approach, we work closely with our hotel managers to monitor environmental performance and support implementation of operational best practices. In our redevelopment and ROI projects, we target specific environmental efficiency projects, equipment upgrades and replacements that reduce energy and water consumption and offer appropriate returns on investment.
- **Corporate Citizenship:** We are committed to being a responsible corporate citizen and strengthening our local communities. We do this through financial support, community engagement, volunteer service, and industry collaboration. Our approach to corporate citizenship is reinforced by our Code of Business Conduct and Ethics and periodic engagement with key stakeholders to understand their corporate responsibility priorities.



## 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 by an independent hotel manager.
- *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 or operated under the owner's brand. We are prohibited 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 hotels with brand recognition, marketing support and centralized reservation systems for the franchised hotels.
- *Franchisor/Managers*—own a brand or brands and also operate hotels on behalf of the hotel owner or franchisee.
- *Managers*—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.

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

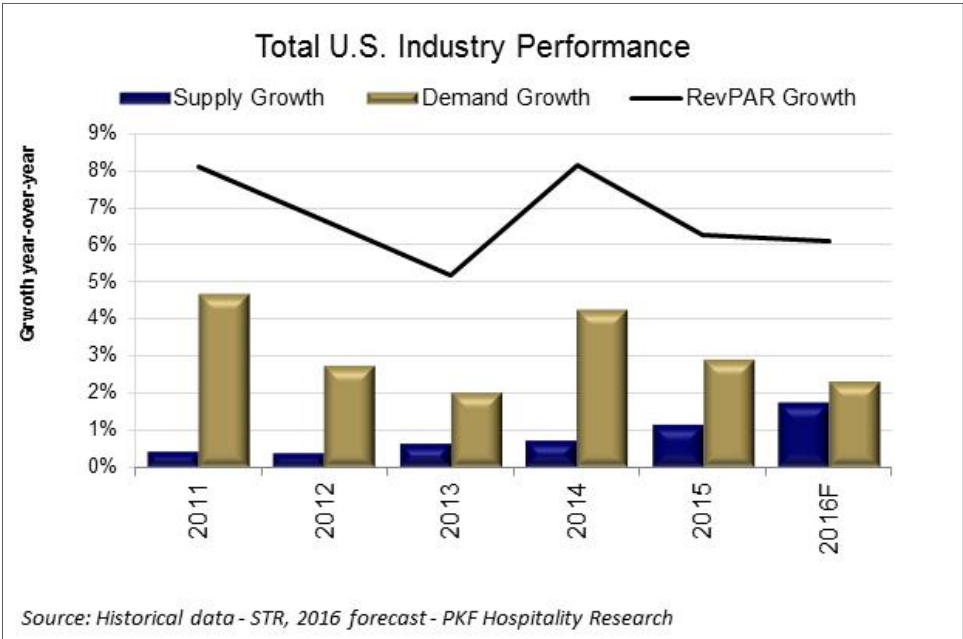
***Supply and Demand Trends.*** Our industry is influenced by the cyclical relationship between the supply of and demand for hotel rooms. Lodging demand growth typically is related to the vitality of the overall economy, in addition to local market factors that stimulate travel to specific destinations. In particular, trends in economic indicators such as GDP growth, business investment and employment growth are key indicators of the relative strength of lodging demand. Lodging demand also will be affected by changes to international travel.

Lodging supply growth generally is 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 easier to forecast than demand growth, but increases the volatility of the cyclical behavior of the lodging industry. As illustrated in the charts below for the U.S. lodging industry, at different points in the cycle, demand may increase when there is no new supply or supply may grow when demand is declining.

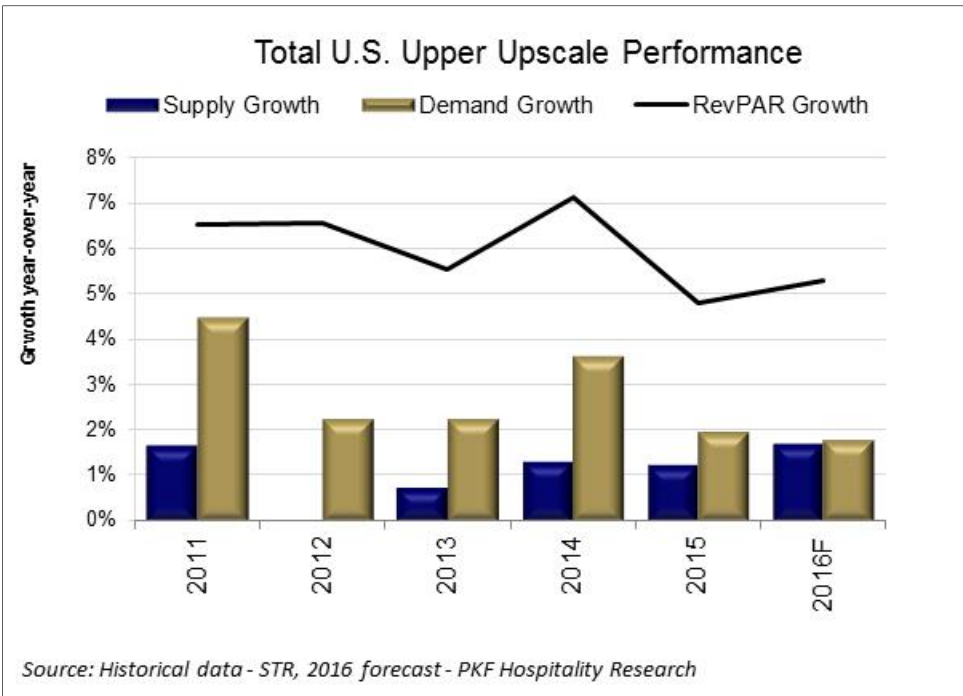
Additionally, the rapid growth of on-line short-term rentals has added a new source of supply for the industry; however, the overall impact on the hotel industry has been difficult to track. Additionally, the availability of these outlets is more variable than typical changes in supply and tends to be very market specific.

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. Since the market downturn in 2008 and 2009, new supply of this segment has been limited and has remained well below historic levels and, as a result, demand has increased at a greater rate than supply, leading to RevPAR growth. However, as the market has continued to strengthen, supply has increased and for 2016 is expected to be commensurate with its historic cumulative average growth rate from 1988 to 2015 of approximately 2% for the industry. However, for the upper-upscale segments in which the majority of our properties compete, we continue to have a lower level of supply growth of approximately 1.5%. The charts below detail the historical supply, demand and RevPAR growth for the U.S. lodging industry and for the U.S. upper upscale segment for 2011 to 2015 and forecast data for 2016:

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



*U.S. Upper Upscale Supply, Demand and RevPAR Growth*



## Managers and Operational Agreements

All of our hotels are managed by third parties pursuant to management or operating agreements, with some of such hotels also subject to separate franchise or license agreements addressing matters pertaining to operation under the designated brand. Under these agreements, the managers generally have sole responsibility and exclusive authority for all activities necessary for the day-to-day operation of the hotels, including establishing room rates, securing and 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 managers provide all managerial and other employees for the hotels, review the operation and maintenance of the hotels, prepare reports, budgets and projections, and provide other administrative and accounting support services to the hotels. These support services include planning and policy services, divisional financial services, product planning and development, employee staffing and training, corporate executive management and certain in-house legal services. We have certain approval rights over budgets, capital expenditures, significant leases and contractual commitments, and various other matters.

As of February 19, 2016, our hotels are managed by the following hotel management companies:

<u>Manager</u>	<u># of hotels</u>	<u>Brands</u>
Marriott International, Inc.	53	Ritz-Carlton <sup>®</sup> , JW Marriott <sup>®</sup> , Marriott Marquis <sup>®</sup> , Marriott <sup>®</sup> , Courtyard by Marriott <sup>®</sup> , Residence Inn by Marriott <sup>®</sup>
Starwood Hotels and Resorts Worldwide, Inc.	23	W <sup>®</sup> , Westin <sup>®</sup> , Sheraton <sup>®</sup> , Luxury Collection <sup>®</sup> , St. Regis <sup>®</sup>
Hyatt Hotels Corporation	8	Grand Hyatt <sup>®</sup> , Hyatt Regency <sup>®</sup>
AccorHotels	5	ibis <sup>®</sup> , Novotel <sup>®</sup>
Hilton Hotels & Resorts	2	Hilton <sup>®</sup> , Embassy Suites <sup>®</sup>
Crestline Hotels & Resorts	2	Marriott <sup>®</sup> , Hilton <sup>®</sup>
Sage Hospitality	2	Marriott <sup>®</sup> , Curio - A Collection by Hilton <sup>®</sup>
Kokua Hospitality	2	Axiom Hotel <sup>®</sup> , Hyatt Place <sup>®</sup>
Destination Hotels	2	Autograph Collection by Marriott <sup>®</sup> , YVE Hotel Miami <sup>®</sup>
HEI Hotels & Resorts	2	Westin <sup>®</sup> , Sheraton <sup>®</sup>
Davidson Hotels & Resorts	2	Marriott <sup>®</sup> , Sheraton <sup>®</sup>
FRHI Hotels & Resorts	2	Fairmont <sup>®</sup> , Swissôtel <sup>®</sup>
	<u>105</u>	

These management agreements can affect the value of the property associated with it based on the pricing and flexibility of the agreement. We often will seek to negotiate the terms of an agreement to provide greater value to the associated asset. See “*Performance Termination Rights*” and “*Special Termination Rights*” described below. Currently, 32 of our management agreements have termination rights, subject to certain conditions detailed below, that can lend to the flexibility of the agreement. We have an additional eight properties currently operating under agreements that will end within the next 20 years, with no further extension options exercisable by the manager.

*General Terms and Provisions* – Agreements governing our hotels managed by brand owners (Marriott, Starwood, Hyatt, Hilton and AccorHotels, above) typically include the terms described below:

- *Term and fees for operational services.* The initial term of our management and operating agreements generally is 10 to 25 years, with one or more renewal terms at the option of the manager. The majority of our management agreements condition the manager's right to exercise options for specified renewal terms upon the satisfaction of specified economic performance criteria. The manager typically receives compensation in the form of a base management fee, which is calculated as a percentage (generally 2-3%) of annual gross revenues, and an incentive management fee, which typically is calculated as a percentage (generally 10-20%) of operating profit after the owner has received a priority return on its investment in the hotel. In the case of our Starwood-managed hotels, the base management fee is only 1% of annual gross revenues, but that amount is supplemented by license fees payable to Starwood under a separate license agreement (as described below).
- *License services.* In the case of our Starwood-managed hotels, the operation of the hotels is governed by separate license agreements addressing matters pertaining to the designated brand, including rights to use trademarks, service marks and logos, matters relating to compliance with certain brand standards and policies, and the provision of certain system programs and centralized services. Although the term of these license agreements with Starwood generally is coterminous with the corresponding operating agreements, the license agreements contemplate the potential for continued brand affiliation even in the event of a termination of the operating agreement. As noted above, the Starwood licensors receive compensation in the form of license fees (generally 5% of gross revenues attributable to room sales and 2% of gross revenues attributable to food and beverage sales), which amounts supplement the lower base management fee of 1% of gross revenues received by Starwood under the operating agreements.

- *Chain or system programs and services.* Managers are required to provide chain or system programs and services generally that are furnished on a centralized basis. Such services include the development and operation of certain computer systems and reservation services, regional or other centralized management and administrative services, marketing and sales programs and services, training and other personnel services, and other centralized or regional services as may be determined to be more efficiently performed on a centralized, regional or group basis rather than on an individual hotel basis. Costs and expenses incurred in providing these chain or system programs and services generally are allocated on a cost reimbursement basis among all hotels managed by the manager or its affiliates or that otherwise 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 working capital are insufficient to meet the financial requirements of the hotels. For certain hotels, the working capital accounts which would otherwise be maintained by the managers for each of such hotels are maintained on a pooled basis, with managers being authorized to make withdrawals from such pooled account as otherwise contemplated with respect to working capital in accordance with the provisions of the management or operating agreements.
- *Furniture, fixtures and equipment replacements.* We are required to provide the managers with all furniture, fixtures and equipment (“FF&E”) necessary for the operation of the hotels (including funding any required FF&E replacements). On an annual basis, the managers prepare budgets for FF&E to be acquired and certain routine repairs and maintenance to be performed in the next year and an estimate of the necessary funds, which budgets are subject to our review and approval. For purposes of funding such expenditures, a specified percentage (typically 5%) of the gross revenues of each hotel is deposited by the manager into an escrow or reserve account in our name, to which the manager has access. In the case of our Starwood-managed hotels, our operating agreements contemplate that this reserve account also may be used to fund the cost of certain major repairs and improvements affecting the hotel building (as described below). For certain of our Marriott-managed hotels, we have entered into an agreement with Marriott to allow for such expenditures to be funded from one pooled reserve account, rather than funds being deposited into separate reserve accounts at each hotel, with the minimum required balance maintained on an ongoing basis in that pooled reserve account being significantly below the amount that would have been maintained otherwise in such separate hotel reserve accounts. For certain of our Starwood-managed hotels, the periodic reserve fund contributions, which otherwise would be deposited into reserve accounts maintained by managers for each hotel, are distributed to us and, as to this pool of hotels, we are responsible for providing funding of expenditures which otherwise would be funded from reserve accounts for each of the subject hotels.
- *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, along with 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 that is consistent with brand standards. We generally have approval rights as to such budgets and expenditures, which we review and approve based on our manager’s recommendations and on our judgment. Expenditures for these major repairs and improvements affecting the hotel building typically are funded directly by owners, although (as noted above) our agreements with Starwood contemplate that certain such expenditures may be funded from the reserve account.
- *Treatment of additional owner funding.* As additional owner funding becomes necessary either for expenditures generally funded from the FF&E replacement funds, or for any major repairs or improvements to the hotel building which may be required to be funded directly by owners, most of our agreements provide for an economic benefit to us through an impact on the calculation of incentive management fees payable to our managers. One approach frequently utilized at our Marriott-managed hotels is to provide such owner funding through loans which are repaid, with interest, from operational revenues, with the repayment amounts reducing operating profit available for payment of incentive management fees. Another approach that is used at our Starwood-managed hotels, as well as with certain capital expenditures projects at our Marriott-managed hotels, is to treat such owner funding as an increase to our investment in the hotel, resulting in an increase to owner’s priority return with a corresponding reduction to the amount of operating profit available for payment of incentive management fees. For our Starwood-managed hotels that are subject to the pooled arrangement described above, the amount of any additional reserve account funding is 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 such pooled hotels for the most recent operating year.
- *Territorial protections.* Certain management and operating agreements impose restrictions for a specified period which limit the manager and its affiliates from owning, operating or licensing a hotel of the same brand within a specified area. The area restrictions vary with each hotel, from city blocks in urban areas to up to a multi-mile radius from the hotel in other areas.
- *Sale of the hotel.* Subject to specific agreements as to certain hotels (see below under ‘Special Termination Rights’), we generally are limited in our ability to sell, lease or otherwise transfer the hotels by the requirement 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.

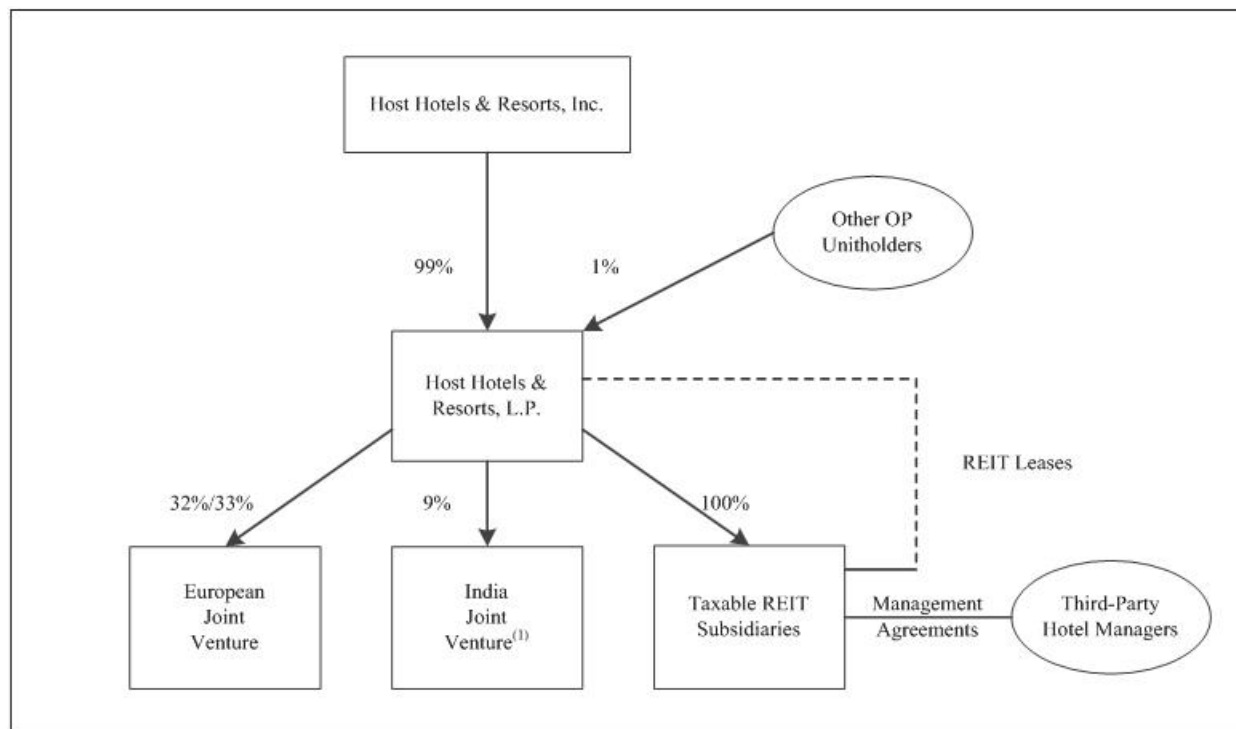
- *Performance Termination Rights.* In addition to any right to terminate that may arise as a result of a default by the manager, most of our management and operating agreements include reserved rights by us to terminate on the basis of the manager's failure to meet certain performance-based metrics, typically including a specified threshold return on owner's investment in the hotel, along with a failure of the hotel to achieve a specified RevPAR performance threshold established with reference to other competitive hotels in the market. Typically, such performance-based termination rights arise in the event the operator fails to achieve specified performance thresholds over a consecutive two-year period, and are subject to the manager's ability to 'cure' and avoid termination by payment to us of specified deficiency amounts (or, in some instances, waiver of the right to receive specified future management fees). We have agreed in the past, and may agree in the future, to waive certain of these termination rights in exchange for consideration from a manager or its affiliates, which consideration may include cash compensation or amendments to management agreements.
- *Special Termination Rights.* In addition to any performance-based or other termination rights set forth in our management and operating agreements, we have specific negotiated termination rights as to certain management and operating agreements. While the brand affiliation of a property may increase the value of a hotel, the ability to dispose of a property unencumbered by a management agreement, or even brand affiliation, also can increase the value for prospective purchasers. These termination rights can take a number of different forms, including termination of agreements upon sale that leave the property unencumbered by any agreement; termination upon sale provided that the property continues to be operated under a license or franchise agreement with continued brand affiliation; as well as termination without sale or other condition, which may require the payment of a fee. These termination rights also may restrict the number of agreements that may be terminated over any annual or other period; impose limitations on the number of agreements terminated as measured by EBITDA; require that a certain number of properties continue to maintain the brand affiliation; or be restricted to a specific pool of assets.

In addition to hotels managed by brand owners, we have ten branded hotels and two non-branded hotels operated by independent managers. Our management agreements with independent managers, while similar in operational scope to agreements with our brand managers, typically have shorter initial terms, no renewal rights, more flexible termination rights, and more limited system-wide services. However, while we have additional flexibility with regard to these operators, all but two of those hotels remain subject to the underlying franchise or licensing agreements.

## Operating Structure

Host Inc. operates through an umbrella partnership structure in which substantially all of its assets are held by Host L.P., of which Host Inc. is the sole general partner and holds approximately 99% of the OP units as of December 31, 2015. A REIT is a corporation that has elected to be treated as a REIT under the Internal Revenue Code of 1986, as amended (the "Code"), and that meets certain ownership, organizational and operating requirements set forth under the Code. In general, through payments of dividends to stockholders, a REIT is permitted to reduce or eliminate federal income taxes at the corporate level. Each OP unit owned by holders other than Host Inc. is 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 the current conversion factor of 1.021494. Host Inc. has the right 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. in exchange for the consideration received from the issuance of the common stock. As of December 31, 2015, non-controlling limited partners held 9.1 million OP units, which were convertible into 9.4 million Host Inc. common shares. Assuming that all OP units held by non-controlling limited partners were converted into common shares, there would have been 759.7 million common shares of Host Inc. outstanding at December 31, 2015.

Our operating structure is as follows:



(1) We own a 25% interest in a joint venture in Asia, which owns a 36% non-controlling interest in a separate joint venture in India.

As a REIT, certain tax laws limit the amount of “non-qualifying” income that Host Inc. and Host L.P. 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 not limited as to the amount of non-qualifying income they can generate, but they are limited in terms of their value as a percentage of the total value of our assets. 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, a portion of the net operating cash flow from our properties is subject to federal, state and, if applicable, foreign income tax.

## Our Consolidated Hotel Portfolio

As of February 19, 2016, we owned a portfolio of 105 hotel properties, of which 93 are located in the United States and 12 are located in Australia, Brazil, Canada, Chile, Mexico and New Zealand. Our consolidated hotels located outside the United States collectively contain approximately 3,200 rooms. Approximately 4% of our revenues were attributed to the operations of these foreign properties in 2015, and 5% in each of 2014 and 2013. See Note 15 Geographic and Business Segment Information in our Notes to Consolidated Financial Statements for more information on revenues in the geographic regions in which we operate.

The lodging industry is 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. Our portfolio primarily consists of luxury and upper upscale properties, which are operated under internationally recognized brand names such as Marriott, Hyatt, Starwood and Accor Hotels. There also has been a trend towards specialized, smaller boutique hotels that are customized towards a particular customer profile. Generally, these properties will be operated by an independent third party and either will have no brand affiliation, or will be associated with a major brand, while maintaining the majority of its independent identity (which we refer to as “soft-branded” properties). We have expanded our investments to include independent and soft-branded properties where we believe it is the best fit for the hotel.

Revenues earned at our hotels consist of three broad categories: rooms, food and beverage, and other revenues. While approximately 64% of our revenue is generated from room sales, many of our properties feature a variety of amenities that help drive demand and profitability. Our hotels 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-one of our consolidated hotels, representing approximately 66% of our revenues, have in excess of 500 rooms. The average age of our properties is 30 years, although substantially all of the properties have benefited from significant renovations or major additions, as well as regularly scheduled renewal and replacement expenditures and other capital improvements.

**By Brand.** The following table details our consolidated hotel portfolio by brand as of February 19, 2016:

<b>Brand</b>	<b>Number of Hotels</b>	<b>Rooms</b>	<b>Percentage of Revenues <sup>(1)</sup></b>
<b>Marriott:</b>			
Marriott	43	25,145	41.8%
Autograph Collection	1	281	0.3
JW Marriott	6	3,105	5.5
Residence Inn	1	299	0.3
Ritz-Carlton	6	2,403	7.6
<b>Starwood:</b>			
Westin	13	6,912	11.8
Sheraton	7	5,797	9.3
W	3	1,390	3.1
St. Regis	1	232	0.5
The Luxury Collection	2	782	1.2
<b>Hyatt:</b>			
Grand Hyatt	2	1,336	2.3
Hyatt Place	1	426	0.5
Hyatt Regency	6	5,049	10.1
<b>Hilton:</b>			
Curio	1	357	0.3
Hilton	2	598	1.0
Embassy Suites	1	455	0.6
<b>FRHI Hotels &amp; Resorts</b>			
Swissôtel	1	661	1.1
Fairmont	1	450	2.0
<b>AccorHotels:</b>			
ibis	3	612	0.3
Novotel	2	304	0.2
Other/Independent	2	394	0.2
	<b>105</b>	<b>56,988</b>	<b>100</b>

(1) Percentage of revenues is based on 2015 revenues (revenues of \$5,338 million excludes properties owned by our joint ventures in the United States, Europe and the Asia/Pacific region, and sold hotels). No individual property contributed more than 7% of total revenues in 2015.

**By Location.** The following table details the location and number of rooms at our consolidated hotels as of February 19, 2016:

Location	Rooms	Location	Rooms
<b>Arizona</b>		<b>Illinois</b>	
Scottsdale Marriott Suites Old Town	243	Chicago Marriott Suites Downers Grove	254
Scottsdale Marriott at McDowell Mountains	266	Chicago Marriott Suites O'Hare	256
The Phoenician, A Luxury Collection Resort	643	Courtyard Chicago Downtown/River North	337
The Camby Hotel	281	Embassy Suites by Hilton Chicago Downtown	
The Westin Kierland Resort & Spa	732	Magnificent Mile	455
<b>California</b>		Swissôtel Chicago	661
Axiom Hotel	151	The Westin Chicago River North	429
Coronado Island Marriott Resort & Spa <sup>(1)</sup>	300	<b>Indiana</b>	
Costa Mesa Marriott	253	Sheraton Indianapolis Hotel at Keystone Crossing	395
JW Marriott Desert Springs Resort & Spa	884	The Westin Indianapolis	575
Hyatt Regency San Francisco Airport	789	<b>Louisiana</b>	
Manchester Grand Hyatt San Diego <sup>(1)</sup>	1,628	New Orleans Marriott	1,333
Manhattan Beach Marriott <sup>(1)</sup>	385	<b>Maryland</b>	
Marina del Rey Marriott <sup>(1)</sup>	370	Gaithersburg Marriott Washingtonian Center	284
Marriott Marquis San Diego Marina <sup>(1)</sup>	1,360	<b>Massachusetts</b>	
Newport Beach Marriott Hotel & Spa	532	Boston Marriott Copley Place	1,144
Newport Beach Marriott Bayview	254	Hyatt Regency Cambridge, Overlooking Boston	470
San Francisco Marriott Fisherman's Wharf	285	Sheraton Boston Hotel	1,220
San Francisco Marriott Marquis <sup>(1)</sup>	1,500	The Westin Waltham Boston	351
San Ramon Marriott <sup>(1)</sup>	368	<b>Minnesota</b>	
Santa Clara Marriott <sup>(1)</sup>	759	Minneapolis Marriott City Center	583
Sheraton San Diego Hotel & Marina <sup>(1)</sup>	1,053	<b>New Jersey</b>	
The Ritz-Carlton, Marina del Rey <sup>(1)</sup>	304	Newark Liberty International Airport Marriott <sup>(1)</sup>	591
The Westin Los Angeles Airport <sup>(1)</sup>	740	Sheraton Parsippany Hotel	370
The Westin Mission Hills Resort & Spa	512	<b>New York</b>	
The Westin South Coast Plaza, Costa Mesa <sup>(2)</sup>	390	New York Marriott Downtown	513
<b>Colorado</b>		New York Marriott Marquis	1,966
Denver Marriott Tech Center	605	Sheraton New York Times Square Hotel	1,780
Denver Marriott West <sup>(1)</sup>	305	The Westin New York Grand Central	774
The Westin Denver Downtown	430	W New York	696
<b>Florida</b>		W New York – Union Square	270
Tampa Airport Marriott <sup>(1)</sup>	298	<b>Ohio</b>	
Fort Lauderdale Marriott Harbor Beach Resort & Spa <sup>(1)(3)</sup>	650	The Westin Cincinnati <sup>(1)</sup>	456
Hilton Singer Island Oceanfront/Palm Beaches Resort	222	<b>Pennsylvania</b>	
Miami Marriott Biscayne Bay <sup>(1)</sup>	600	The Logan	357
Orlando World Center Marriott	2,004	Philadelphia Airport Marriott <sup>(1)</sup>	419
The Ritz-Carlton, Amelia Island	446	<b>Tennessee</b>	
The Ritz-Carlton, Naples	450	Sheraton Memphis Downtown	600
The Ritz-Carlton Golf Resort, Naples	295	<b>Texas</b>	
YVE Hotel Miami	243	Houston Airport Marriott at George Bush Intercontinental <sup>(1)(3)</sup>	573
<b>Georgia</b>		Houston Marriott at the Texas Medical Center <sup>(1)</sup>	394
Atlanta Marriott Suites Midtown <sup>(1)</sup>	254	JW Marriott Houston	516
Atlanta Marriott Perimeter Center	341	San Antonio Marriott Rivercenter <sup>(1)</sup>	1,001
Grand Hyatt Atlanta in Buckhead	439	San Antonio Marriott Riverwalk <sup>(1)</sup>	512
JW Marriott Atlanta Buckhead	371	The St. Regis Houston	232
The Ritz-Carlton, Buckhead	510	<b>Virginia</b>	
The Westin Buckhead Atlanta	365	Hyatt Regency Reston	518
<b>Hawaii</b>		Key Bridge Marriott <sup>(1)</sup>	582
Hyatt Regency Maui Resort & Spa	806	Residence Inn Arlington Pentagon City	299
Fairmont Kea Lani, Maui	450	The Ritz-Carlton, Tysons Corner <sup>(1)</sup>	398
Hyatt Place Waikiki Beach	426	Washington Dulles Airport Marriott <sup>(1)</sup>	368
		Westfields Marriott Washington Dulles	336



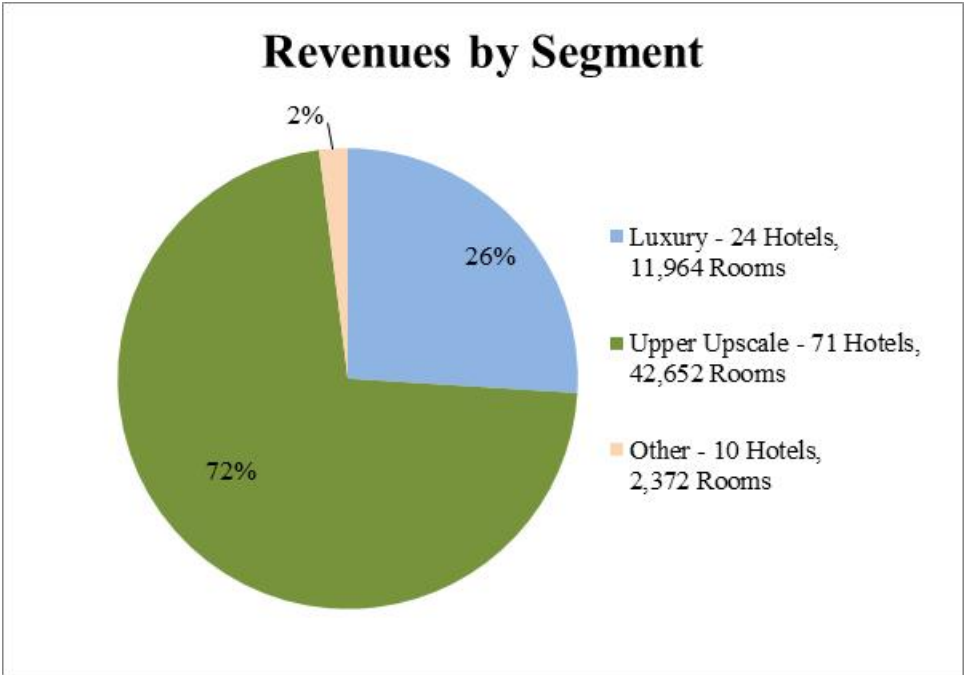
<b>Washington</b>		<b>Brazil (continued)</b>	
Seattle Airport Marriott	459	Novotel Rio de Janeiro Parque Olimpico	150
The Westin Seattle	891	<b>Canada</b>	
W Seattle	424	Calgary Marriott Downtown	388
<b>Washington, D.C.</b>		Toronto Marriott Downtown Eaton Centre Hotel <sup>(1)</sup>	461
Grand Hyatt Washington	897	<b>Chile</b>	
Hyatt Regency Washington on Capitol Hill	838	San Cristobal Tower, Santiago	139
JW Marriott Washington DC	777	Sheraton Santiago Hotel and Convention Center	379
The Westin Georgetown, Washington, D.C.	267	<b>Mexico</b>	
Washington Marriott at Metro Center	459	JW Marriott Hotel Mexico City <sup>(3)</sup>	312
<b>Australia</b>		<b>New Zealand</b>	
Hilton Melbourne South Wharf <sup>(1)(3)</sup>	376	ibis Wellington	200
<b>Brazil</b>		Novotel Christchurch Cathedral Square <sup>(1)</sup>	154
ibis Rio de Janeiro Parque Olimpico	257	ibis Christchurch <sup>(1)</sup>	155
JW Marriott Hotel Rio de Janeiro	245	<b>Total</b>	<u>56,988</u>

- (1) The land on which this hotel is built is leased from a third party under one or more 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.

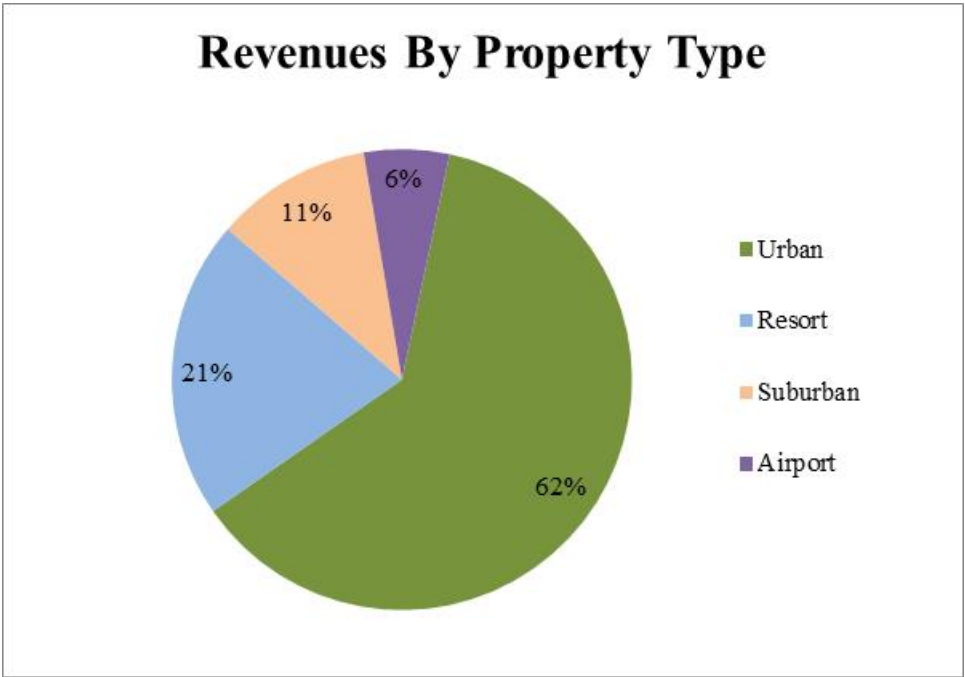
**By Market:** In 2015, our major markets in the U.S. and internationally represent 90% of our revenues. The following table summarizes the composition of our consolidated hotels as of February 19, 2016 by market based on percentage of 2015 revenues (percentages are based on revenues of \$5,338 million, which exclude sold hotels and properties owned by our joint ventures in the United States, Europe and the Asia/Pacific region):

	Number of Hotels	Percentage of Revenues
<b>Northeast</b>		
Boston	4	6%
New York	8	17%
	12	23%
<b>Midatlantic/Southeast</b>		
Washington, D.C.	12	10%
Atlanta	6	3%
Florida	9	12%
	27	25%
<b>Central</b>		
Chicago	6	3%
Denver	3	1%
Houston	4	2%
	13	6%
<b>West</b>		
Seattle	3	3%
San Francisco	6	7%
Phoenix	5	4%
Los Angeles	8	5%
San Diego	4	8%
Hawaii	3	5%
	29	32%
<b>Other Domestic</b>	12	10%
<b>International</b>		
Asia-Pacific	4	1%
Canada	2	1%
Latin America	6	2%
	12	4%
	105	100%

**By Class:** We have focused on investing in the upper-upscale and luxury asset classes, as we believe they have broad appeal for both the leisure and business customer. We also may invest in other property types which we believe have the potential for strong demand growth, including urban select service. The following graph summarizes the composition of the 105 hotels in our consolidated portfolio based on the percentage of 2015 revenues represented by our luxury, upper upscale and other categories (percentages are based on revenues of \$5,338 million, which exclude sold hotels and properties owned by our joint ventures in the United States, Europe and the Asia/Pacific region):



**By Type:** Our focus has been on gateway markets in urban and resort/conference destinations. The following graph summarizes the composition of the 105 hotels in our consolidated portfolio based on the percentage of 2015 revenues represented by our property type categories (percentages are based on revenues of \$5,338 million, which exclude sold hotels and properties owned by our joint ventures in the United States, Europe and the Asia/Pacific region):



## Other Real Estate Interests

We own non-controlling interests in several entities that, as of February 19, 2016, owned, or owned an interest in 17 hotel properties, as detailed below. The operations of the properties owned by these entities are not consolidated and are included in equity in earnings in our consolidated results of operations. See Part II Item 8. “Financial Statements and Supplementary Data – Note 3. Investments in Affiliates.”

**European Joint Venture.** We own a general and limited partnership interest in a joint venture in Europe (“Euro JV”) with APG Strategic Real Estate Pool NV, an affiliate of 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 Euro JV consists of two funds, which we refer to as Euro JV Fund I and Euro JV Fund II. We hold a 32.0% limited partner interest and a 0.1% general partner interest in Euro JV Fund I and a 33.3% limited partner interest and a 0.1% general partner interest in Euro JV Fund II. A subsidiary of Host L.P. acts as the asset manager for the hotels owned by the Euro JV, as well as for one hotel in Paris, France, in exchange for a fee. As of February 19, 2016, the Euro JV owns the following hotels:

Hotel	City	Country	Rooms/Units
<b>Fund I:</b>			
Hotel Arts Barcelona	Barcelona	Spain	483
The Westin Palace, Madrid	Madrid	Spain	467
Brussels Marriott Hotel Grand Place	Brussels	Belgium	221
<b>Fund I total rooms</b>			1,171
<b>Fund II:</b>			
Paris Marriott Rive Gauche Hotel & Conference Center	Paris	France	757
Renaissance Paris La Defense Hotel	Paris	France	327
Renaissance Paris Vendome Hotel	Paris	France	97
Renaissance Amsterdam Hotel	Amsterdam	The Netherlands	402
Le Méridien Piccadilly	London	United Kingdom	280
Sheraton Stockholm Hotel	Stockholm	Sweden	465
Sheraton Berlin Grand Hotel Esplanade	Berlin	Germany	394
<b>Fund II total rooms</b>			2,722
<b>Total European joint venture rooms</b>			<u>3,893</u>

**Asia/Pacific Joint Venture.** We own a 9% indirect interest through joint ventures (the “Asia/Pacific JV”), which own five operating hotels in India and two additional hotels in India currently under development, totaling 1,750 rooms. The seven hotels in India are or will be operated under the Pullman, Novotel and ibis brands.

**Other U.S. Real Estate Investments.** Our other domestic real estate investments include the following:

- We have a non-controlling 50% interest in a joint venture with White Lodging Services that owns the 255-room Hyatt Place Nashville Downtown in Tennessee.
- We have a non-controlling 67% interest in a joint venture with HV Global Group, a subsidiary of Interval Leisure Group, to develop, sell and operate the Hyatt Ka’anapali Beach, A Hyatt Residence Club, a 131-unit vacation ownership project in Maui, Hawaii adjacent to our Hyatt Regency Maui Resort & Spa. The project opened in December 2014.
- We have a non-controlling 11% interest in a joint venture that owns the Philadelphia Marriott Downtown following our January 10, 2014 sale of an 89% interest in the property.

## Competition

The lodging industry is highly competitive. Competition often is 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 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 Fairmont®, Grand Hyatt®, JW Marriott®, Ritz-Carlton®, St. Regis®, Autograph Collection®, Curio – A Collection by Hilton®, The Luxury Collection® and W®, or as upper upscale properties under such brand names as Embassy Suites®, Hilton®, Hyatt®, Le Méridien®, Marriott Marquis®, Marriott Suites®, Pullman®, Renaissance®, Sheraton®, Swissôtel® and Westin®. We also may selectively invest in upscale and midscale properties such as Courtyard by Marriott®, Hyatt Place®, ibis®, Novotel® or Residence Inn by Marriott®, particularly in international markets. <sup>(1)</sup> 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. In addition, 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 compete with other hotels that our managers may own, invest in, manage or franchise.

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.

We also compete with other REITs and other public and private investors for the acquisition of new properties and investment opportunities, both in domestic and international markets, as we attempt to position our portfolio to best take 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 property and the region. Hotel sales for our consolidated portfolio averaged approximately 24%, 27%, 24% and 25% for the first, second, third and fourth calendar quarters, respectively, in 2015.

## 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 hazardous or toxic materials, and third parties may seek recovery from owners or operators of real properties for personal injury associated with exposure to released hazardous or toxic 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 potentially may be liable for various environmental costs or liabilities. Although currently we are 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.

## Employees

As of February 19, 2016 we had 240 employees, of which 226 work in the United States, including our regional offices in Miami and San Diego. We opened our regional offices in 2015 to establish a localized asset management, design and construction and investment presence. We had 8 employees located in our offices in London and Amsterdam. None of Host's employees are covered by collective bargaining agreements. The number of employees referenced above does not include the hotel employees of our 7 hotels in Brazil, New Zealand and Australia, which, while technically Host employees, are under the direct supervision and control of our third-party hotel managers. Our third-party managers are responsible for hiring and maintaining the labor force at each of our hotels. Although we do not manage employees at our consolidated hotels, we still are subject to many of the costs and risks generally associated with the hotel labor force, particularly those hotels with unionized labor. We believe relations with the employees of these third party managers are positive. For a discussion of these relationships, see Part I Item 1A. "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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<sup>(1)</sup> 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.

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 Part I Item 1A. “Risk Factors—We are subject to risks associated with the employment of hotel personnel, particularly with hotels that employ unionized labor.”

## **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 filed electronically 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”). The public also may read and copy any materials we file with the SEC at the SEC’s Public Reference Room at 100 F Street, NE, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at <http://www.sec.gov>.

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 to our earnings releases. We also post to our website copies of investor presentations and we update those presentations periodically, which also contain important information about us. The website has a Corporate Governance page in the Our Company 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 include 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 also are 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.

## **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 performance of the lodging industry traditionally has been affected by the strength of the general economy and, specifically, growth in gross domestic product (“GDP”). Changes in travel patterns of both business and leisure travelers, particularly during periods of economic contraction or low levels of economic growth, may create difficulties for the industry over the long-term and adversely affect our results of operations. The majority of our hotels are classified as luxury or upper upscale and generally target business and high-end leisure travelers. In periods of economic difficulties, business and leisure travelers may seek to reduce travel costs by limiting travel or seeking to reduce costs of their trips. Consequently, our luxury or upper upscale hotels may be more susceptible to a decrease in revenue during an economic downturn, as compared to hotels in other categories that have lower room rates. For instance, reductions in overall travel during the recession in 2008 and 2009 significantly affected our results of operations. Other circumstances affecting the lodging industry which may affect our performance and the forecasts we make include:

- the effect on lodging demand of (i) changes in national and local economic and business conditions, including concerns about the duration and strength of U.S. economic growth, global economic prospects and the value of the U.S. dollar, and (ii) other factors such as natural disasters, weather, pandemics, changes in the international political climate, and the occurrence or potential occurrence of terrorist attacks, all of which will affect occupancy rates at our hotels and the demand for hotel products and services;
- the impact of geopolitical developments outside the U.S., such as the pace of the economic recovery in Europe, the slowing of growth in emerging markets such as China and Brazil, or unrest in the Middle East, which could affect the relative volatility of global credit markets generally, global travel and lodging demand, including with respect to our foreign hotel properties;
- the continuing volatility in global financial and credit markets, and the impact of budget deficits and pending and future U.S. governmental action to address such deficits through reductions in spending and similar austerity measures, which

could materially adversely affect U.S. and global economic conditions, business activity, credit availability, borrowing costs, and lodging demand;

- operating risks associated with the hotel business, including the effect of increasing labor costs or changes in workplace rules that affect labor costs;
- the ability of our hotels to compete effectively in areas such as access, location, quality of accommodations and room rate structures; and
- supply growth in markets where we own hotels, which may adversely affect demand at our properties.

We cannot assure you that adverse changes in the general economy or other circumstances that affect the lodging industry will not have an adverse effect on the hotel revenue or earnings at our properties. A reduction in our revenue or earnings as a result of the above risks may reduce our working capital and revenue, 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. In addition, we may incur impairment charges in the future, which charges will affect negatively our results of operations. We can provide no assurance that any impairment loss recognized would not be material to our results of operations.

***We depend on external sources of capital for future growth; therefore, any disruption to our ability to access capital at times, and on terms reasonably acceptable to us, may affect adversely our business and results of operations.***

Unlike C corporations that do not elect REIT status, Host Inc. must finance its growth and fund debt repayments largely with external sources of capital because it 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 by 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:

- price volatility, dislocations and liquidity disruptions in the U.S. and global equity and credit markets such as occurred during 2008 and 2009;
- changes in market perception of our growth potential, including rating agency downgrades by Moody's Investors Service, Standard & Poor's Ratings Services or Fitch Ratings;
- decreases in our current and estimated future earnings;
- decreases or fluctuations in the market price of the common stock of Host Inc.;
- increases in interest rates; and
- the terms of our existing indebtedness which, under certain circumstances, restrict our incurrence of debt.

The occurrence of any of these factors, individually or in combination, could prevent us from being able to obtain the external capital we require 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 and on our results of operations and financial condition. Potential consequences of disruptions in U.S. and global equity and credit markets and, as a result, an inability for us to access external capital at times, and on terms, reasonably acceptable to us could include:

- a need to seek alternative sources of capital with less attractive terms, such as more restrictive covenants and shorter maturity;
- adverse effects on our financial condition and liquidity, and our ability to meet our anticipated requirements for working capital, debt service and capital expenditures;
- higher costs of capital;
- an inability to enter into derivative contracts in order to hedge risks associated with changes in interest rates and foreign currency exchange rates; or
- an inability to execute on our acquisition strategy.

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

As of December 31, 2015, we and our subsidiaries had total indebtedness of approximately \$4 billion. Our indebtedness requires us to commit a significant portion of our annual 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 be required to raise additional funds through:

- sales of Host L.P.'s OP units or Host Inc.'s common stock;
- the incurrence of additional permitted indebtedness by Host L.P.; or
- sales 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 generated by any or all of the events described above to repay other indebtedness.

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

We are, and may in the future become, party to agreements and instruments that place restrictions on us and our subsidiaries. For instance, the covenants in the documents governing the terms of our senior notes and our credit facility 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;
- incur 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;
- pay dividends on classes and series of Host Inc. capital stock and pay distributions on Host L.P.'s classes of units without satisfying certain financial metrics concerning leverage, fixed charge coverage and unsecured interest coverage; 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.

In addition, certain covenants in our credit facility also require us and our subsidiaries to meet financial metrics. 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. In addition, 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 may apply the escrowed amount to the outstanding balance of the mortgage debt. If such provisions are triggered, the amounts required to be escrowed may affect negatively our liquidity from these mortgaged properties by limiting our access to cash flow after debt service. For a detailed description of the covenants and restrictions imposed by the documents governing our indebtedness, see Part II Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations—Financial Condition."

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

Interest payments for borrowings on our credit facility and the mortgages on certain properties 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. As of December 31, 2015, approximately 35% of our debt is subject to floating interest rates and we generally target our floating rate debt to be 20% to 35% of our total debt.

Rising interest rates also 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. Currently, the majority of our mortgages with floating rates are fully or partially hedged through the use of floating-to-fixed interest rate swaps or interest rate caps. 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 as part of our business strategy.

***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. They do not necessarily decrease directly with a reduction in revenue at the hotels and may be subject to increases that are not tied to the performance of our hotels or the increase in the rate of inflation generally. Also, as of December 31, 2015, 31 of our hotels are subject to third-party ground leases, which generally require periodic increases in ground rent payments. Our ability to pay these rents could be affected adversely if our hotel revenues do not increase at the same or a greater rate than the increases in rental payments under the ground leases.

Additionally, 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, our hotel managers 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 fixed or increased expenses with higher room rates. Any of our efforts to reduce operating costs 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.***

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 ownership entities. We anticipate that our acquisitions will be financed with a combination of methods and a variety of sources of external capital, 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 sale of assets. Our inability to access external sources of capital may limit our ability to finance acquisitions. For a discussion of factors that may limit our access to sources of capital, see “—We depend on external sources of capital for future growth; therefore, any disruption to our ability to access capital at times, and on terms reasonably acceptable to us, may affect adversely our business and results of operations.” In addition, certain of these factors, such as disruption in the global capital markets, may limit the ability of purchasers to finance their acquisition of our hotels and therefore our ability to use disposition proceeds to finance our acquisitions.

We routinely are actively engaged 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 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. These adverse effects may occur because the performance of the property does not support the additional indebtedness and related interest expense that we incurred as a result of the acquisition. In addition, 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 to seek recourse against our sellers and indemnification covering representations and warranties often is 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 liabilities associated with acquired hotels and entities may exceed our expectations, plus we may experience other unanticipated adverse effects, all of which may affect adversely 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 generally are 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 may not achieve the value we anticipate from new hotel developments or value enhancement projects at our existing hotels.***

We currently are, and in the future may be, involved in the development of hotel properties, timeshare units or other alternate uses of portions of our existing properties, including the development of retail, office or apartments, including through joint ventures. There are risks inherent in any new development, including:

- We may not obtain the zoning, occupancy and other required governmental permits and authorizations necessary to complete the development. A delay in receiving these approvals could affect adversely the returns we expect to receive.
- Any new construction involves the possibility of construction delays and cost overruns that may increase project costs.
- Defects in design or construction may result in delays and additional costs to remedy the defect or require a portion of a property to be closed during the period required to rectify the defect.
- We may not be able to meet the loan covenants in any financing obtained to fund the new development, creating default risks.
- The development of timeshare units could become less attractive due to decreases in demand for residential, fractional or interval ownership, increases in mortgage rates and/or decreases in mortgage availability, market absorption or oversupply, with the result that we may not be able to sell the timeshares for a profit or at the prices or selling pace we initially anticipated.

In addition, to the extent that developments are conducted through joint ventures, this creates additional risks, including the possibility that our partners may not meet their financial obligations or develop business interests, policies or objectives that are inconsistent with ours. See “—We may acquire hotel properties through joint ventures with third parties that could result in conflicts.”

Any of the above factors could affect adversely our and our partners’ ability to complete the developments on schedule and along the scope that currently is contemplated, or to achieve the intended value of these projects. For these reasons, there can be no assurances as to the value to be realized by the company from these transactions or any future similar transactions.

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

To maintain our status as a REIT, we are not permitted to operate any of our hotels. As a result, we have entered into management agreements with third-party managers to operate our hotel properties. For this reason, we are unable to directly implement strategic business decisions with respect to the daily operation and marketing of our hotels, such as decisions with respect to the setting of room rates, food and beverage pricing and certain similar matters. Although we consult with our hotel operators with respect to strategic business plans, the hotel operators are under no obligation to implement any of our recommendations with respect to these matters. While we monitor the hotel managers’ performance, we have limited recourse under our management agreements if we believe that the hotel managers are not performing adequately. The cash flow from our hotels may be affected adversely if our managers fail to provide quality services and amenities or if they or their affiliates fail to maintain a quality brand name. Because our management agreements are long-term in nature, we also may not be able to terminate these agreements if we believe the manager is not performing adequately.

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 or the failure of our managers to adequately manage the risks associated with hotel operations could affect adversely our results of operations.

In addition, 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.

Furthermore, our management agreements for our brand managed properties generally have provisions that can restrict our ability to sell, lease or otherwise transfer our hotels, unless the transferee is not a competitor of the manager and the transferee assumes the related management 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. Similarly, decisions with respect to the repositioning of a hotel, such as the outsourcing of food and beverage outlets, may require the manager’s consent.

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

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 employing, but not managing or supervising, the employees at our properties in Brazil, New Zealand and Australia), we still are subject to many of the costs and risks generally associated with the hotel labor force, particularly at 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 involving our third-party managers and their labor force or other events. The resolution of labor disputes or re-negotiated labor contracts could lead to increased labor costs, a significant component of our hotel operating costs, either by increases in wages or benefits or by changes in work rules that raise hotel operating costs. As we are not the employer nor bound by any collective bargaining agreement, we do not negotiate with any labor organization, and it is the responsibility of each property's manager to enter into such labor contracts. Our ability, if any, to have any meaningful impact on the outcome of these negotiations is restricted by and dependent on the individual management agreement covering a specific property and we may have little 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.***

We are required by our loan agreements or agreements with our hotel managers to make agreed upon capital expenditures. In addition, we will need to make further 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 closure 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 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, they 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.

***Our hotels are geographically concentrated in a limited number of large urban gateway cities and, accordingly, we could be disproportionately harmed by adverse changes to these markets, a natural disaster or threat of a terrorist attack.***

The concentration of our hotels in a limited number of large urban gateway cities exposes us to greater risk to local economic or business conditions, changes in hotel supply in these cities, and other conditions than more geographically diversified hotel companies. Hotels in New York, Washington, D.C., San Diego, San Francisco, Boston, Florida, Hawaii, Atlanta, and Los Angeles represented approximately 73% of our 2015 revenues. An economic downturn, an increase in hotel supply in these cities, a natural disaster, a terrorist attack or similar disaster in any one of these cities likely would cause a decline in the hotel market and adversely affect occupancy rates, the financial performance of our hotels in these cities and our overall results of operations. For example, in October 2012, our operations in New York City and other East Coast properties were impacted negatively by Hurricane Sandy. In 2013, decreased U.S. government demand for hotel rooms (approximately 5% of our business) in markets such as Washington, D.C. had a negative impact on our results of operations for the year.

In addition, certain of our hotels are located in markets that are more susceptible to natural disasters than others, which could adversely affect those hotels, the local economies, or both. For instance, our hotels in Florida may be susceptible to hurricanes, while our hotels in California may be susceptible to earthquakes.

The threat of terrorism also may negatively impact hotel occupancy and average daily rate, due to resulting disruptions in business and leisure travel patterns and concerns about travel safety. Hotels in major metropolitan areas, such as the gateway cities that represent our target markets, may be particularly adversely affected due to concerns about travel safety. The possibility of future attacks may hamper business and leisure travel patterns and, accordingly, the performance of our business and our operations.

***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 related to owning hotels in those international markets.***

As of December 31, 2015, we own directly 13 hotels located outside of the United States. We also are party to a joint venture that owns 10 hotels in Europe and to a joint venture that owns a non-controlling interest in five hotels currently open and two hotels under development in India. 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 outside of the United States, which include:

- risks of non-compliance with varied and unfamiliar 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 tax requirements or other restrictions and which may affect our ability to repatriate non-U.S. earnings in a tax efficient manner;
- compliance with and unexpected changes in regulatory requirements or monetary policy;
- the willingness of domestic or international lenders to provide financing and changes in the availability, cost and terms of such financing;
- adverse changes in local, political, economic and market conditions;
- the ability to obtain insurance coverage related to terrorist events;
- changes in interest rates and/or currency exchange rates and difficulties in hedging these risks;
- regulations regarding the incurrence of debt;
- difficulties involved in managing an organization doing business in many different countries; and
- difficulties in complying with U.S. rules governing REITs while operating outside of the United States.

Any of these factors could affect adversely our ability to obtain all of the intended benefits of our international expansion. If we do not effectively manage this expansion and successfully integrate the international 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 investments in joint ventures and are exploring further investment opportunities in the United States and internationally. We may, from time to time, invest as a co-venturer in other entities holding hotel properties instead of purchasing hotel properties directly. We also may sell interests in existing properties to a third party as part of forming a joint venture with such third party. Investments in joint ventures may involve risks not present were a third party not involved, including the possibility that partners or co-venturers might become bankrupt or fail to fund their share of required capital contributions. Co-venturers often share control over the operation of a joint venture. Actions by a co-venturer also could subject the assets to additional risks 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.

For certain joint ventures, we might not be able to take action without the approval of our joint venture partners. Disputes between us and our partners or co-venturers may result in litigation or arbitration that would increase our expenses and may negatively impact operations.

***Full insurance recovery for terrorist acts may not be possible.***

We generally obtain terrorism insurance to cover property damage caused by acts of terrorism under separate standalone policies of insurance as well as policies on U.S. properties which currently are subject to U.S. federal government cost sharing as provided in the Terrorism Risk Insurance Program Reauthorization Act ("TRIPRA"), which has been extended through December 31, 2020. We also have terrorism insurance under our general liability program and in our program for directors' and officers' coverage. We also obtain terrorism insurance to cover some of our foreign properties through insurance programs involving or administered by foreign governments. We may not be able to recover fully under our existing terrorism insurance policies for losses caused by some types of terrorist acts, and neither U.S. nor foreign terrorism insurance legislation or regulations ensure that we will be able to obtain terrorism insurance in adequate amounts or at acceptable premium levels in the future.

While TRIPRA allows direct insurers to be reimbursed for certain losses they incur on U.S. properties resulting from nuclear, biological, chemical and radiological ("NBCR") 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 reimbursement. Any damage related to war and to NBCR incidents, therefore, is excluded under policies covering our U.S. properties. Moreover, many of our foreign properties are not

covered against NBCR perils. We obtain a certain amount of property insurance coverage on our U.S. properties for NBCR perils through our wholly-owned subsidiary that acts as our direct insurer against such perils to the extent of reimbursement under TRIPRA. We ultimately are responsible for any loss borne by our insurance subsidiary.

As a result of the above, there remains uncertainty regarding the adequacy and cost of terrorism coverage that will be available to protect our interests in the event of terrorist attacks that impact our properties.

***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 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, Florida, Chile and New Zealand, 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 manager, 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 only may 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.

***Cyber threats and the risk of data breaches or disruptions of our managers’ or our own information technology systems could materially adversely affect our business.***

Our third party hotel managers are dependent on information technology networks and systems, including the internet, to access, process, transmit and store proprietary and customer information. These complex networks include reservation systems, vacation exchange systems, hotel management systems, customer databases, call centers, administrative systems, and third party vendor systems. These systems require the collection and retention of large volumes of personally identifiable information of hotel guests, including credit card numbers. Our hotel managers may store and process such proprietary and customer information both on systems located at the hotels we own and other hotels operated by our third party managers, their corporate locations and at third-party owned facilities, including for example, in a third-party hosted cloud environment. These information networks and systems can be vulnerable to threats such as system, network or internet failures; computer hacking or business disruption; cyber-terrorism; viruses, worms or other malicious software programs; and employee error, negligence or fraud. These threats can be introduced in any number of ways, including through third parties accessing our hotel managers’ information networks and systems. The risks from these cyber threats are significant. We rely on the security systems of our managers to protect proprietary and customer information from these threats. Any compromise of our managers’ networks could result in a disruption to operations, such as disruptions in fulfilling guest reservations, delayed bookings or sales, or lost guest reservations. Any of these events could, in turn, result in disruption of the operations of the hotels we own that our managed by them, in increased costs and in potential litigation and liability. In addition, public disclosure, or loss of customer or proprietary information could result in damage to the manager’s reputation and a loss of confidence among hotel guests and result in reputational harm for the hotels owned by us and managed by them, which may have a material adverse effect on our business, financial condition and results of operations.

In addition to the information technologies and systems of our managers used to operate our hotels, we have our own corporate technologies and systems that are used to access, store, transmit, and manage or support a variety of business processes. There can be no assurance that the security measures we have taken to protect the contents of these systems will prevent failures, inadequacies or interruptions in system services or that system security will not be breached through physical or electronic break-ins, computer viruses, and attacks by hackers. Disruptions in service, system shutdowns and security breaches in the information technologies and systems we use, including unauthorized disclosure of confidential information, could have a material adverse effect on our business, our financial reporting and compliance, and subject us to liability claims or regulatory penalties which could be significant.

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

We are involved in various legal proceedings in the ordinary 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 depend on our key personnel.***

Our continued success depends on the efforts and abilities 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. These individuals are important to our business and strategy and to the extent that any of them departs and is not replaced with a qualified substitute, such person's departure could harm our operations and financial condition.

***Exchange rate fluctuations could affect adversely 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 generate revenue and expenses in such foreign currencies as the Euro, the Canadian dollar, the Mexican peso, the Australian dollar, the New Zealand dollar, the British pound sterling, the Swedish krona, the Brazilian real, the Indian rupee and the Chilean peso. 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 entirely that risk. To the extent that we are unable to match revenue received in foreign currencies with expenses paid in that 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 to U.S. dollars can result in an increase or decrease in the amount of our revenues or earnings.

Similarly, changes in the exchange rates of foreign currencies against the U.S. dollar can result in increases or decreases in demand at our U.S. properties from international travelers coming to the United States. Because of the concentration of our hotels in U.S. gateway cities, we may have more exposure to fluctuations in international travel to the United States than other lodging companies not located as heavily in these markets.

***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 restricted 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.

***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. Additionally, even after we have sold a property, we may be liable for environmental liabilities that occurred during our ownership. 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 toxic or hazardous substances. These laws require that owners or operators of buildings properly manage and maintain these substances and notify and train those who may come into contact with them and undertake special precautions. 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 toxic or hazardous materials.

***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 (“ADA”), building codes and regulations pertaining to fire and life safety. Under the ADA, all public accommodations are required to meet certain federal rules related to access and use by disabled persons. These laws and regulations may be changed from time-to-time, or new regulations adopted, resulting in additional costs of compliance, including potential litigation. For example, the ADA was revised substantially in September 2010 and our facilities were required to comply with the new regulations by March 15, 2012. A determination that we are not in compliance with the ADA could result in a court order to bring the hotel into compliance, imposition of civil penalties in cases brought by the Justice Department, or an award of attorneys’ fees to private litigants. Compliance with the ADA and other laws and regulations could require substantial capital expenditures. Any increased costs could have a material adverse effect on our business, financial condition or results of operations.

In addition, the operations of our international properties are subject to a variety of United States and international laws and regulations, including the United States Foreign Corrupt Practices Act (“FCPA”). We have policies and procedures designed to promote compliance with the FCPA and other anti-corruption laws, but we cannot assure you that we will continue to be found to be operating in compliance with, or be able to detect violations of, any such laws or regulations. In addition, we cannot predict the nature, scope or effect of future regulatory requirements to which our international properties might be subject and the manner in which existing laws might be administered or interpreted.

**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 by-laws, the partnership agreement of Host L.P., and the Maryland General Corporation Law (the “MGCL”) 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, 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, 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 Code, may include certain entities. In addition, if Host Inc., or one or more owners of 10% or more of Host Inc., actually or constructively owns 10% or more of a tenant of Host Inc. or a tenant of any partnership in which Host Inc. is a partner, the rent received by Host Inc. either directly or through any such partnership from such tenant generally will not be qualifying income for purposes of the REIT income qualification tests of the Code, and, therefore, could jeopardize Host Inc.’s qualification as a REIT, unless the tenant qualifies as a TRS and certain other requirements are met.

Accordingly, 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.”

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 acquirer 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 will not apply if Host Inc.’s Board of Directors determines that it no longer is in Host Inc.’s best interests to continue to qualify as a REIT or that compliance with the restrictions on transfer and ownership no longer is required for Host Inc. to qualify as a REIT.

- *Removal of members of the 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 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, at any regular meeting or at any special meeting called for that purpose, 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. Any vacancy resulting from the removal of a director by the stockholders may be filled by the affirmative vote of holders of at least two-thirds of the 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 into other classes or series of stock, and to establish the terms, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications and terms or conditions of redemption for each class or series. Because Host Inc.'s Board of Directors has this power, it may give the holders of any class or series of stock terms, preferences, powers and rights, including voting rights, senior to the rights of holders of existing stock.
- *Certain provisions of Maryland law may limit the ability of a third-party to acquire control of Host Inc. Certain provisions of the MGCL may have the effect of inhibiting a third-party from acquiring Host Inc., including:*
  - "business combination" provisions that, subject to limitations, prohibit certain business combinations between a corporation and an "interested stockholder" (defined generally as any person who beneficially owns 10% or more of the voting power of the corporation's then outstanding shares of voting stock or an affiliate or associate of the corporation who, at any time within the two-year period immediately prior to the date in question, was the beneficial owner of 10% or more of the voting power of the then outstanding stock of the corporation) or an affiliate of any interested stockholder for five years after the most recent date on which the stockholder becomes an interested stockholder, and thereafter imposes two super-majority stockholder voting requirements on these combinations; and
  - "control share" provisions that provide that holders of "control shares" of a corporation (defined as voting shares of stock that, if aggregated with all other shares of stock owned or controlled by the acquirer, would entitle the acquirer to exercise one of three increasing ranges of voting power in electing directors) acquired in a "control share acquisition" (defined as the direct or indirect acquisition of issued and outstanding "control shares") have no voting rights except to the extent approved by the stockholders by the affirmative vote of at least two-thirds of all of the votes entitled to be cast on the matter, excluding all interested shares.

Host Inc. is subject to the Maryland business combination statute. Our by-laws contain a provision exempting us from the control share provisions of the MGCL. There can be no assurance that this by-law 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, convert, consolidate with one or more other entities, participate in a share exchange or transfer Host Inc.'s assets within the meaning of the MGCL if approved (1) by Host Inc.'s Board of Directors in the manner provided in the MGCL, 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 MGCL, specified mergers may be approved without a vote of stockholders and a share exchange only is 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 by-law 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 MGCL, Host Inc.'s charter and by-laws provide that the Board of Directors has the exclusive right to amend Host Inc.'s by-laws. These provisions may make it more difficult to amend Host Inc.'s charter and by-laws 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.***

We have in the past and may in the future issue additional shares of common stock to raise the capital necessary to finance hotel acquisitions, fund capital expenditures, refinance debt or for other corporate purposes. Sales of a substantial number of shares of Host Inc.'s common stock, or the perception that sales could occur, could affect adversely 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, 2015, there are approximately 9.1 million OP units outstanding owned by third parties that are redeemable, which represents approximately 1% of all outstanding units. 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 currently 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, 2015, there were approximately 16 million shares of Host Inc.'s common stock reserved and available for issuance under the comprehensive stock plan and employee stock purchase plan and 1 million outstanding options exercisable with a weighted average exercise price of \$19.37 per share.

***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 secondarily is 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 impact negatively 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 likely would affect adversely the market price of Host Inc.'s common stock.

**Federal Income Tax Risks**

***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 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 or will continue to 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 change significantly 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 its 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 could not qualify as a REIT for the four taxable years following the year during which REIT qualification was lost.

To qualify as a REIT, Host Inc. is required to satisfy several asset and income tests. Our ability to satisfy the asset tests depends upon our analysis of the characterization and fair market values of our assets, some of which assets are not susceptible to a precise determination of fair market value, and for which we will not obtain independent appraisals. Our compliance with the REIT income and quarterly asset test requirements also depends upon our ability to successfully manage the composition of our income and assets on an ongoing basis. Accordingly, there can be no assurance that the IRS will not contend that our hotel leases, interests in subsidiaries, or interests in securities of other issuers will not cause a violation of the REIT requirements.

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 reduce materially 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 does not qualify as a REIT would reduce its net earnings available for investment, debt service or distributions to stockholders. Furthermore, the entity not qualifying as a REIT no longer would be required to make distributions to its stockholders as a condition to REIT qualification and any distributions made 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 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 hotel managers do not qualify as “eligible independent contractors,” or if our hotels are not “qualified lodging facilities,” Host Inc. will fail to qualify as a REIT.***

Each hotel with respect to which our TRS lessee pays rent must be a “qualified lodging facility.” A “qualified lodging facility” is a hotel, motel, or other establishment more than one-half of the dwelling units in which are used on a transient basis, including customary amenities and facilities, provided that no wagering activities are conducted at or in connection with such facility by any person who is engaged in the business of accepting wagers and who legally is authorized to engage in such business at or in connection with such facility. We believe that all of the hotels leased to our TRS are qualified lodging facilities. Although we intend to monitor future acquisitions and improvements of hotels, the REIT provisions of the Code provide only limited guidance for making determinations with respect to the requirements for qualified lodging facilities, and there can be no assurance that these requirements will be satisfied in all cases.

If our hotel managers do not qualify as “eligible independent contractors”, Host Inc. and each subsidiary REIT likely will fail to qualify as a REIT for federal income tax purposes. Each of the hotel management companies that enters into a management contract with our TRS must qualify as an “eligible independent contractor” under the REIT rules in order for the rent paid to us by our TRS to be qualifying income for the REIT income test requirements. Among other requirements, in order to qualify as an eligible independent contractor, a hotel manager cannot own more than 35% of our outstanding shares (by value) and no person or group of persons can own more than 35% of our outstanding shares and the ownership interests of the hotel manager, taking into account only owners of more than 5% of our shares and, with respect to ownership interests in such hotel managers that are publicly traded, only owners of more than 5% of such ownership interests. Complex ownership attribution rules apply for purposes of these 35% thresholds. Although we monitor ownership of our shares by our hotel managers and their owners, and certain provisions of our charter are designed to prevent ownership of our shares in violation of these rules, there can be no assurance that these ownership levels will not be exceeded.

***The size of our TRS will be limited and our transactions with our TRS will cause us to be subject to a 100% penalty tax on certain income or deductions if such transactions are not conducted on arm's-length terms.***

A REIT may own up to 100% of the equity interests of an entity that is a corporation for federal income tax purposes if the entity is a TRS. A TRS may hold assets and earn income that would not be considered as qualifying assets or as qualifying income if held or earned directly by a REIT, including gross operating income from hotel operations pursuant to hotel management agreements. Both the REIT and its corporate subsidiary must jointly elect to treat such corporate subsidiary as a TRS. A corporation of which a TRS directly or indirectly owns more than 35% of the voting power or value of the stock automatically will be treated as a TRS. Overall, no more than 25% (20% for tax years beginning after December 31, 2017) of the value of a REIT's assets may consist of stock or securities of one or more TRS. In addition, the TRS rules limit the deductibility of interest paid or accrued by a TRS to its parent REIT in order to assure that the TRS is subject to an appropriate level of corporate taxation.

Our TRS will pay federal income tax and applicable state and local income tax and, if applicable, foreign income tax on its taxable income. Its after-tax net income will be available for distribution to us, but it is not required to be distributed by such TRS to us. We believe that the aggregate value of the stock and securities of our TRS has been and will be less than 25% (20% for tax years beginning after December 31, 2017) of the value of our total assets (including our TRS stock and securities). Furthermore, we monitor the value of our investments in our TRS for the purpose of ensuring compliance with TRS ownership limitations. There can be no assurance, however, that we will be able to comply with the 25% (20% for tax years beginning after December 31, 2017) limitation discussed above.

Rents paid to us by our TRS may not be based on net income or profits in order for such rents to qualify as “rents from real property.” We receive “percentage rents” that are calculated based on gross revenues of the hotels subject to leases from our TRS - not on net income or profits. If the IRS determines that the rents charged under our leases with our TRS are excessive, the deductibility thereof may be challenged at the TRS level, and we could be subject to a 100% excise tax on “re-determined rent” or “re-determined deductions” to the extent rents exceed an arm's length amount. Recently enacted legislation has expanded the items subject to this 100% excise tax for tax years beginning on or after January 1, 2016. We believe that our rents and other transactions between our REITs and their TRS are based on arm's-length amounts and reflect normal business practices, but there can be no assurance that the IRS will agree with our belief.

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

Notwithstanding Host Inc.'s status as a REIT, Host Inc. and our subsidiaries (including our subsidiary REITs) are subject to federal, state, local and foreign taxes on their income and property in certain cases. Host L.P. is obligated under its partnership agreement to pay all such taxes (and any related interest and penalties) incurred by Host Inc.

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

*A holder who offers its OP units for redemption may have adverse tax consequences.*

A holder who elects to redeem their 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 (1) the value of the common stock or cash the holder receives, and (2) the amount of Host L.P.'s nonrecourse liabilities allocated 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 tax basis in the OP units redeemed (which tax basis includes the amount of Host L.P.'s nonrecourse liabilities allocated to the redeemed OP units). It is possible that the amount of gain and/or the tax liability related thereto that the holder recognizes and pays could exceed the value of the common stock or cash that the holder receives.

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

If a holder elects to redeem their OP units, 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 Host L.P. OP units, there are some differences. These differences include form of organization, management structure, voting rights, liquidity and federal and state income taxation, some of which differences may be material to investors.

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

None.

### **Item 2. Properties**

See Part 1 Item 1. "Business—Our Consolidated Hotel Portfolio" above for a discussion of our hotels.

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

We are involved in various legal proceedings in the ordinary course of business including, but not limited to, disputes involving hotel-level contracts, employment litigation, compliance with laws such as the Americans with Disabilities Act, tax disputes and other general matters. We 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 record a liability when a loss is considered probable and the amount can be reasonably estimated.

### **Item 4. Mine Safety Disclosures**

Not Applicable.

## 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 19, 2016. As a partnership, Host L.P. does not have executive officers.

Name and Title	Age	Business Experience Prior to Becoming an Executive Officer of Host Inc.
Richard E. Marriott <i>Chairman of the Board</i>	77	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>	60	W. Edward Walter joined our company in 1996 as Senior Vice President for Acquisitions and was later named Treasurer and Chief Operating Officer before becoming our Chief Financial Officer in 2003 and President, Chief Executive Officer and Director in October 2007.
Elizabeth A. Abdoo <i>Executive Vice President, General Counsel and Secretary</i>	57	Elizabeth A. Abdoo 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 B. Abji <i>Executive Vice President, Asset Management</i>	62	Minaz B. 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.
Joanne G. Hamilton <i>Executive Vice President, Human Resources</i>	58	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.
Gregory J. Larson <i>Executive Vice President, Chief Financial Officer</i>	51	Gregory J. Larson joined our company in 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 business and promoted to Executive Vice President. In May 2013 he was named Chief Financial Officer.
James F. Risoleo <i>Executive Vice President, Managing Director Investments – Europe &amp; West Coast</i>	60	James F. Risoleo joined our company in 1996 as Senior Vice President for Acquisitions, and he was elected Executive Vice President and Chief Investment Officer in 2000. In 2012, he became managing director of the company's European business activities. In 2015, Mr. Risoleo also assumed leadership for all of the company's West Coast investment activities.
Nathan S. Tyrrell <i>Managing Director, Investments – East Coast</i>	43	Nathan S. Tyrrell joined our finance department in 2005. He became Treasurer in February 2010. In 2015 he was named Managing Director of investment activities for the East Coast.
Brian G. Macnamara <i>Senior Vice President, Corporate Controller</i>	56	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.

## 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 Declared Per Share
	High	Low	
2014			
1 <sup>st</sup> Quarter	\$ 20.47	\$ 18.00	\$ 0.14
2 <sup>nd</sup> Quarter	22.77	20.05	0.15
3 <sup>rd</sup> Quarter	23.09	21.20	0.20
4 <sup>th</sup> Quarter	24.33	20.23	0.26
	Stock Price		Dividends Declared Per Share
	High	Low	
2015			
1 <sup>st</sup> Quarter	\$ 24.14	\$ 20.04	\$ 0.20
2 <sup>nd</sup> Quarter	20.73	19.40	0.20
3 <sup>rd</sup> Quarter	21.29	15.39	0.20
4 <sup>th</sup> Quarter	17.85	15.20	0.20

Under the terms of certain of our senior notes 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 Part II Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations—Financial Condition" and Part I Item 1A. "Risk Factors—Financial Risks and Risks of Operation— The terms of our indebtedness and preferred units place restrictions on us and our subsidiaries and these restrictions reduce our operational flexibility and create default risks."

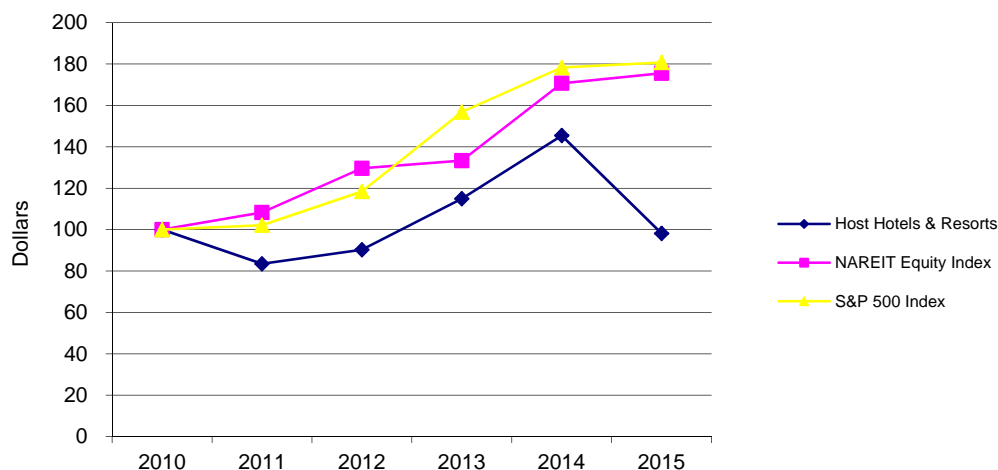
As of February 19, 2016, there were 20,162 holders of record of Host Inc.'s common stock. However, because many of the shares of our common stock are held by brokers and other institutions on behalf of stockholders, we believe that there are considerably more beneficial holders of our common stock than record holders. As of February 19, 2016, there were 1,600 holders of OP units (in addition to Host Inc.). OP units are redeemable for cash, or, at our election, for 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 class of 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 beneficially could own in the aggregate more than 49.5% of the outstanding capital stock. See Part I Item 1A. "Risk Factors—Risks of Ownership of Host Inc.'s Common Stock—There are limitations on the acquisition of Host Inc. common stock and changes in control."

## 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 2010 – 2015**



	2010	2011	2012	2013	2014	2015
Host Hotels & Resorts, Inc.	\$ 100.00	\$ 83.48	\$ 90.26	\$ 114.93	\$ 145.41	\$ 98.16
NAREIT Equity Index	\$ 100.00	\$ 108.28	\$ 129.62	\$ 133.32	\$ 170.68	\$ 175.51
S&P 500 Index	\$ 100.00	\$ 102.11	\$ 118.45	\$ 156.80	\$ 178.28	\$ 180.75

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, except as shall be expressly set forth by specific reference in such filing.

## Fourth Quarter 2015 Host Inc. Purchases of Equity Securities

Period	Total Number of Host Inc. 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)
October 1, 2015 – October 31, 2015	2,960,300	\$16.53	2,960,300	\$599.5
November 1, 2015 – November 30, 2015	11,050,000	\$16.84	11,050,000	\$413.4
December 1, 2015 – December 31, 2015	5,550,000	\$16.03	5,550,000	\$324.5
Total	19,560,300	\$16.57	19,560,300	\$324.5

\* On April 30, 2015, Host Inc. announced a program to repurchase up to \$500 million of its common stock, which was utilized in full through repurchases finishing in November 2015. On October 29, 2015, Host Inc. announced a second program to repurchase up to an additional \$500 million of common stock. The October program will expire on December 31, 2016, unless fully utilized prior to such date. The common stock may be purchased in the open market or through private transactions, including principal transactions with various financial institutions, like accelerated share repurchases, forwards, options and similar transactions, from time to time depending upon market conditions. The programs do not obligate us to repurchase any specific number of shares or any specific dollar amount and may be suspended at any time at our discretion.

## Fourth Quarter 2015 Host Inc. Sales of Unregistered Securities

In October 2015 we issued approximately 31.3 million shares of Host Inc. common stock to holders of our 2.50% Exchangeable Senior Debentures (the “Debentures”) due 2029 who had elected to exchange their debentures pursuant to their terms. At our election,

the settlement was made all in shares at the then current exchange rate of 80.3053 shares of Host Inc. common stock per \$1,000 principal amount of debentures (which is equivalent to a Host Inc. share price of \$12.45). The shares were issued in reliance upon the private placement exemption from registration under Section 4(2) of the Securities Act of 1933, as amended. We received no proceeds from the issuance of common stock in these exchanges. Together with the approximately 0.7 million shares issued in July 2015, a total of approximately 32 million shares were issued in connection with the exchange of our 2.50% Exchangeable Senior Debentures.

In addition, on November 16, 2015, Host Inc. issued 6,170 shares of common stock to the John Z. Kukral 1998 Long-Term Trust upon redemption of 6,041 OP units of Host L.P. held by the fund, and on December 2, 2015 Host Inc. issued 702 shares of common stock to Timothy Coleman upon redemption of 688 OP units of Host L.P. All shares were issued pursuant to the private placement exemption from registration provided by Section 4(2) of the Securities Act. The number of shares issued was based on the current conversion factor of 1.021494 shares per OP unit.

**Item 5. 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. The following table sets forth, for the fiscal periods indicated, Host L.P.’s distributions declared per common OP unit:

	Distributions Declared Per Common Unit	
	2014	2015
1 <sup>st</sup> Quarter	\$ 0.1430	\$ 0.2043
2 <sup>nd</sup> Quarter	0.1532	0.2043
3 <sup>rd</sup> Quarter	0.2043	0.2043
4 <sup>th</sup> Quarter	0.2656	0.2043

The number of holders of record of Host L.P.’s common OP units on February 19, 2015 was 1,600. The number of outstanding common OP units as of February 19, 2015 was 745,576,892 of which 736,449,007 were owned by Host Inc. Under the terms of certain of our senior notes 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 Part II Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Financial Condition” and Part I Item 1A. “Risk Factors—Financial Risks and Risks of Operation— The terms of our indebtedness and preferred units place restrictions on us and our subsidiaries and these restrictions reduce our operational flexibility and create default risks.”

**Fourth Quarter 2015 Host L.P. Purchases of Equity Securities**

Period	Total Number of OP Units Purchased	Average Price Paid Per Unit	Total Number of OP Units Purchased as Part of Publicly Announced Plans or Programs	Maximum number (or Approximate Dollar Value) of Units that May Yet Be Purchased Under the Plans or Programs (in millions)
October 1, 2015 — October 31, 2015	2,914,903*	1.021494 shares of Host Inc. Common Stock	—	—
November 1, 2015 — November 30, 2015	10,824,779**	1.021494 shares of Host Inc. Common Stock	—	—
December 1, 2015 — December 31, 2015	5,437,580***	1.021494 shares of Host Inc. Common Stock	—	—
Total	19,177,262		—	—

\* Reflects (1) 2,898,010 common OP units repurchased to fund the repurchase by Host Inc. of 2,960,300 shares of common stock as part of its publicly announced share repurchase program, and (2) 16,893 common OP units redeemed by holders in exchange for shares of Host Inc.’s common stock.

\*\* Reflects (1) 10,817,488 common OP units repurchased to fund the repurchase by Host Inc. of 11,050,000 shares of common stock as part of its publicly announced share repurchase program, and (2) 7,291 common OP units redeemed by holders in exchange for shares of Host Inc.’s common stock.

\*\*\* Reflects (1) 5,433,218 common OP units repurchased to fund the repurchase by Host Inc. of 5,550,000 shares of common stock as part of its publicly announced share repurchase program, and (2) 4,362 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 of Host Hotels & Resorts, Inc. for the five years ended December 31, 2015 and should be read in conjunction with the consolidated financial statements and related notes and Part II Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations”:

	Calendar year				
	2015	2014	2013	2012	2011
	(in millions, except per share amounts)				
Income Statement Data:					
Revenues	\$ 5,387	\$ 5,354	\$ 5,166	\$ 5,059	\$ 4,714
Income (loss) from continuing operations	571	747	210	(8)	(27)
Income from discontinued operations, net of tax (1)	—	—	115	71	11
Net income (loss)	571	747	325	63	(16)
Net income (loss) attributable to Host Hotels & Resorts, Inc.	558	732	317	61	(15)
Basic earnings (loss) per common share:					
Continuing operations	.74	.97	.27	(.01)	(.04)
Discontinued operations <sup>(1)</sup>	—	—	.16	.09	.02
Basic earnings (loss) per common share	.74	.97	.43	.08	(.02)
Diluted earnings (loss) per common share:					
Continuing operations	.74	.96	.27	(.01)	(.04)
Discontinued operations (1)	—	—	.15	.09	.02
Diluted earnings (loss) per common share	.74	.96	.42	.08	(.02)
Dividends declared per common share	.80	.75	.46	.30	.14
Balance Sheet Data:					
Total assets	\$ 11,784	\$ 12,172	\$ 12,772	\$ 12,941	\$ 13,035
Debt	4,017	3,957	4,717	5,358	5,698

- (1) Prior to 2014, discontinued operations reflects the operations of properties classified as held for sale, the results of operations of properties prior to their disposition and the gain or loss on those dispositions. We adopted ASU 2014-08 as of January 1, 2014, pursuant to which we only report discontinued operations if a disposal represents a strategic shift. No prior year restatements are permitted for this change in policy.

**Item 6. 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 of Host Hotels & Resorts, L.P. for the five years ended December 31, 2015 and should be read in conjunction with the consolidated financial statements and related notes and Part II Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations”:

	Calendar year				
	2015	2014	2013	2012	2011
	(in millions, except per unit amounts)				
Income Statement Data:					
Revenues	\$ 5,387	\$ 5,354	\$ 5,166	\$ 5,059	\$ 4,714
Income (loss) from continuing operations	571	747	210	(8)	(27)
Income from discontinued operations, net of tax (1)	—	—	115	71	11
Net income (loss)	571	747	325	63	(16)
Net income (loss) attributable to Host Hotels & Resorts, L.P.	565	741	321	62	(15)
Basic earnings (loss) per common unit:					
Continuing operations	.76	.99	.28	(.01)	(.04)
Discontinued operations (1)	—	—	.15	.10	.02
Basic earnings (loss) per common unit	.76	.99	.43	.09	(.02)
Diluted earnings (loss) per common unit:					
Continuing operations	.76	.99	.28	(.01)	(.04)
Discontinued operations (1)	—	—	.15	.10	.02
Diluted earnings (loss) per common unit	.76	.99	.43	.09	(.02)
Distributions declared per common unit	.817	.766	.470	.306	.143
Balance Sheet Data:					
Total assets	\$ 11,784	\$ 12,172	\$ 12,772	\$ 12,941	\$ 13,035
Debt	4,017	3,957	4,717	5,358	5,698

- (1) Prior to 2014, discontinued operations reflects the operations of properties classified as held for sale, the results of operations of properties prior to their disposition and the gain or loss on those dispositions. We adopted ASU 2014-08 as of January 1, 2014, pursuant to which we only report discontinued operations if a disposal represents a strategic shift. No prior year restatements are permitted for this change in policy.

## 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 that owns properties and conducts operations through Host L.P., of which Host Inc. is the sole general partner and in which it holds approximately 99% of its common OP units as of December 31, 2015. The remainder of Host L.P.'s common OP units are owned by various unaffiliated limited partners. Host Inc. has the exclusive and complete responsibility for Host L.P.'s day-to-day management and control.

Host Inc. is the largest lodging REIT in NAREIT's composite index and one of the largest owners of luxury and upper upscale hotel properties. As of February 19, 2016, we own 105 hotels in the United States and internationally and have minority ownership interests in an additional 17 hotels through joint ventures in the United States, Europe and the Asia/Pacific region. These hotels are operated primarily under brand names that are among the most respected and widely recognized in the lodging industry. The majority 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. We have a targeted focus for acquisitions in these locations, and have disposed of non-core assets outside of these locations or with lower growth prospects. While hotels in these markets still are subject to competitive pressures, we believe this strategy of combining quality assets with superior locations provides opportunities to achieve room rate and occupancy premiums in excess of our competitors.

Our customers fall into three broad groups: transient business, group business and contract business, which accounted for approximately 60%, 35%, and 5%, respectively, of our 2015 room sales. 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 significantly more affected by trends in business travel than trends in leisure demand. For a discussion of our customer categories, see "– Our Customers".

### 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 month, which distribution reflects hotel-level sales less property-level operating expenses (excluding depreciation).

Operations from our domestic portfolio account for approximately 96% of our total revenues and 4% relate to our international hotels. The following table presents the components of our hotel revenue as a percentage of our total revenue:

	<u>% of 2015 Revenues</u>
<ul style="list-style-type: none"><li>• <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 retail versus discount business) is a significant driver of room rates.</li></ul>	64%
<ul style="list-style-type: none"><li>• <i>Food and beverage revenue.</i> Food &amp; beverage revenues consist of revenues from group functions, which may include banquet revenue and audio and visual revenues, as well as outlet revenues from the restaurants and lounges at our properties.</li></ul>	29%
<ul style="list-style-type: none"><li>• <i>Other revenue.</i> Occupancy, the nature of the property (e.g., 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. This category also includes retail and apartment rental revenue.</li></ul>	7%

Hotel operating expenses represent approximately 98% 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 2015 Operating Costs and Expenses</b>
<ul style="list-style-type: none"> <li>• <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 on the level of service and amenities that are provided.</li> </ul>	19%
<ul style="list-style-type: none"> <li>• <i>Food and beverage expense.</i> These expenses primarily include food, beverage and the associated labor costs and will correlate closely with food and beverage revenues. Group functions with banquet sales and audio and visual components generally will have lower overall costs as a percentage of revenues than outlet sales.</li> </ul>	24%
<ul style="list-style-type: none"> <li>• <i>Other departmental and support expenses.</i> These expenses include labor and other costs associated with other ancillary revenue, 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.</li> </ul>	27%
<ul style="list-style-type: none"> <li>• <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.</li> </ul>	5%
<ul style="list-style-type: none"> <li>• <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.</li> </ul>	8%
<ul style="list-style-type: none"> <li>• <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.</li> </ul>	15%

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 56% 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, parking, or other guest service revenues generated by the property. Although RevPAR does not include these ancillary revenues, it is considered the key indicator of core revenues for many hotels.

RevPAR changes that are driven by occupancy have different implications on overall revenue levels, as well as incremental operating profit, than do changes that are driven by average room rate. For example, increases in occupancy at a hotel will lead to increases in rooms revenues and ancillary revenues, such as food and beverage revenue, as well as additional incremental costs (including housekeeping services, utilities and room amenity costs). RevPAR increases due to higher room rates, however, will not result in additional room-related costs, with the exception of those charged as a percentage of revenue. As a result, changes in RevPAR driven by increases or decreases in average room rates have a greater effect on profitability than do 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 periods being compared and which operations have been included in our consolidated results. Comparable hotels do not include the results of properties acquired or sold, or that incurred business interruption due to significant property damage or large scale capital improvements. We also present RevPAR separately for our comparable consolidated domestic and international (both on a nominal and constant dollar basis) hotels, as well as for our joint venture in Europe. We provide RevPAR results in constant currency due to the number of consolidated properties we have internationally and the effect that exchange rates have on our reporting. We use constant currency because we believe it is useful to investors as it provides clarity on how the hotels are performing in their local markets. For all other measures (net income, operating profit, EBITDA, FFO, etc.) our discussion refers to nominal US\$, which is consistent with our financial statement presentation under U.S. generally accepted accounting principles (“GAAP”).

We also evaluate the performance of our business through certain non-GAAP financial measures. Each of these non-GAAP financial 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:

- *NAREIT Funds From Operations (“FFO”) and Adjusted FFO per diluted share.* We use NAREIT FFO and Adjusted FFO per diluted share as supplemental measures of company-wide profitability. NAREIT adopted FFO in order to promote an industry-wide measure of REIT operating performance. We also adjust NAREIT FFO for gains and losses on extinguishment of debt, acquisition costs and litigation gains or losses outside the ordinary course of business.
- *Comparable Hotel EBITDA.* Hotel EBITDA measures property-level results before debt service, depreciation and corporate expenses (as this is a property level measure) and is a supplemental measure of aggregate property-level profitability. We use Hotel EBITDA and associated margins to evaluate the profitability of our comparable hotels.
- *EBITDA and Adjusted EBITDA.* Earnings before interest expense, income taxes, depreciation and amortization (“EBITDA”) is a supplemental measure of our operating performance and facilitates comparisons between us and other lodging REITs, hotel owners who are not REITs and other capital-intensive companies. We also adjust EBITDA for gains and losses related to real estate transactions, impairment losses and litigation gains or losses outside the ordinary course of business (“Adjusted EBITDA”).

### Summary of 2015 Operating Results

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

#### Historical Income Statement Data:

	2015	2014	Change 2014 to 2015	2013	Change 2013 to 2014
Total revenues	\$ 5,387	\$ 5,354	0.6%	\$ 5,166	3.6%
Net income	571	747	(23.6)%	325	129.8%
Operating profit	650	710	(8.5)%	512	38.7%
Operating profit margin under GAAP	12.1%	13.3%	(120bps)	9.9%	340bps
Adjusted EBITDA	\$ 1,409	\$ 1,402	0.5%	\$ 1,306	7.4%
Diluted earnings per share	\$ .74	\$ .96	(22.9)%	\$ .42	128.6%
NAREIT FFO per diluted share	1.49	1.57	(5.1)%	1.26	24.6%
Adjusted FFO per diluted share	1.54	1.50	2.7%	1.31	14.5%

#### Comparable Hotel Data:

	2015 Comparable Hotels <sup>(1)</sup>			2014 Comparable Hotels <sup>(1)</sup>		
	2015	2014	Change 2014 to 2015	2014	2013	Change 2013 to 2014
Comparable hotel revenues	\$ 5,076	\$ 4,915	3.3%	\$ 4,973	\$ 4,740	4.9%
Comparable hotel EBITDA	1,373	1,319	4.1%	1,318	1,200	9.8%
Comparable hotel EBITDA margin	27.05%	26.85%	20bps	26.5%	25.3%	120bps
Change in comparable hotel RevPAR - Constant US\$ <sup>(2)</sup>	3.8%			5.7%		
Change in comparable hotel RevPAR - Nominal US\$ <sup>(2)</sup>	2.9%			5.3%		
Change in comparable domestic RevPAR	3.8%			5.4%		
Change in comparable international RevPAR - Constant US\$ <sup>(2)</sup>	2.2%			10.2%		

- (1) Comparable hotel operating statistics for 2015 and 2014 are based on 96 comparable hotels as of December 31, 2015, while the comparable hotel operating statistics for 2014 and 2013 are based on 106 comparable hotels as of December 31, 2014.
- (2) For a discussion of our constant US\$ and nominal US\$ presentation, see “—Comparable Hotel Operating Statistics.”

## **Revenue per Available Room**

In 2015, on a constant US\$ basis, RevPAR at our comparable hotels increased 3.8% compared to 2014. For the first half of the year, solid lodging fundamentals drove RevPAR gains, particularly for our domestic portfolio, where RevPAR increased 4.4%. However, growth was constrained by disruption from on-going renovations at several of our comparable properties. As the year progressed, general uncertainty around the world economic outlook due to significantly depressed oil prices, a slowdown of the Chinese economy and the continued relative strength of the U.S. dollar put downward pressure on US GDP and lodging demand growth. At the same time, supply growth, which had remained at historic lows since the financial crisis of 2008/2009, now is closer to the historic cumulative average growth rate of approximately 2%, and higher in certain of our major markets, including New York. The effects of the uncertain economic outlook, coupled with new supply, had the largest impact on the fourth quarter operating results.

RevPAR growth in 2015 was primarily rate driven, as room rates improved 3.3% on a constant US\$ basis and occupancy improved 40 basis points to 77.4%. Group revenue increased 4.1%, driven by a 1.1% increase in room nights coupled with a 3.0% increase in rates. Meanwhile, transient demand was hampered by reduced international travel and softening business travel. Transient revenues increased 4.0% for the year driven by a 3.5% increase in average rate and a 0.5% increase in room nights sold. Additionally, RevPAR was impacted negatively by 20 basis points due to the adoption on January 1, 2015 of the 11<sup>th</sup> Edition of the Uniform System of Accounts for the Lodging Industry (“USALI”), which reclassifies certain revenue and expense items. The 2014 results were not restated for this adoption of USALI and therefore impact our comparative operating results.

Comparable RevPAR at our domestic portfolio increased 3.8% for the year, driven by a 3.2% improvement in room rates. Our West coast properties in Seattle, San Francisco, Los Angeles and San Diego led our domestic portfolio with average RevPAR increases of 8.5%, as already high levels of demand and solid group business allowed for average room rate increases of approximately 7.2% and average occupancy exceeded 80%. Our New York market lagged the portfolio with a RevPAR decrease of 1.7% during the year primarily due to a recent influx of new supply, the impact of which will continue into 2016.

On a constant US\$ basis, RevPAR at our comparable consolidated international hotels increased 2.2% in 2015, led by our Latin American properties, with a 9.1% increase in RevPAR, despite very difficult comparisons at the JW Marriott, Rio de Janeiro due to the World Cup in 2014. However, our Canadian properties underperformed as the Calgary Marriott was significantly impacted by the decline in oil prices and extensive renovations. Comparable RevPAR in constant euros for the Euro JV properties, which are unconsolidated, increased 4.2% for the full year, driven by a 4.1% increase in average rate.

## **Rooms**

Rooms revenues increased 3.0% for the full year on a comparable hotel basis, reflecting the 3.8% increase in comparable RevPAR on a constant dollar basis, partially offset by currency translation effects for our international properties. At the same time, comparable rooms expenses remained constant, as the improvements in RevPAR were primarily rate driven, as opposed to occupancy, which will typically allow our operators to limit the growth in departmental costs, particularly wages and benefits, and improve overall profitability.

## **Food and Beverage**

Food and beverage revenues at our comparable hotels increased 5.2% for 2015. The increase was driven primarily by a 5.9% growth in banquet and audio visual revenues, which provide higher overall operating margins than outlet revenue, as catered functions generally are more profitable. In addition, the adoption of the updated edition of USALI increased comparable food and beverage revenues by approximately 270 basis points. Overall food and beverage profitability strengthened in 2015 as food and beverage cost as a percentage of revenues decreased 140 basis points.

## **Operating Profit**

Operating margins (calculated based on GAAP operating profit as a percentage of GAAP revenues) decreased 120 basis points for the full year 2015. These operating margins are affected significantly by several items, including operations from recently acquired hotels, dispositions, depreciation, impairments, and corporate expenses. In particular, for 2014, operating margins reflect a \$69 million litigation gain due to the reversal of previously accrued expenses. Our comparable hotel EBITDA margins, which exclude these items,

increased 20 basis points to 27.05%. The improvements were driven by the increase in average room rate, as well as the 10.3% increase in comparable food and beverage profit described above.

### **Net Income and Adjusted FFO per Diluted Share**

Net income for Host Inc. decreased \$176 million in 2015 to \$571 million as the improvements in operations were offset by a \$141 million decline in gains on dispositions, an increase of \$37 million of debt extinguishment costs, and the \$69 million litigation reversal recognized in 2014. As a result, Host Inc.'s diluted income per common share declined \$0.22 to \$0.74. Adjusted FFO per Diluted Share, which excludes gains on dispositions, debt extinguishment costs, the reversal of the litigation accrual, as well as other real estate transactions, including depreciation, increased 2.7% to \$1.54 per share. Net income, NAREIT and Adjusted FFO and the related per share measures benefited from the following:

- Adjusted EBITDA increased \$7 million to \$1.4 billion, reflecting improvement in hotel operations, partially offset by a decline due to the net effect of acquisitions and dispositions;
- a decrease in our weighted average interest rate which lowered our interest expense by \$17 million (excluding debt extinguishment costs); and
- per share measures improved due to the purchase of 31.8 million shares during the second half of 2015. The anti-dilutive effect of these purchases is computed on a weighted average basis.

The trends and transactions described above for Host Inc. affected similarly 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 income decreased \$176 million to \$571 million, and the diluted income per common unit decreased \$0.23 to \$0.76 per common unit.

### **2016 Outlook**

For the lodging industry overall, several divergent factors have led to significant uncertainty for 2016. In the U.S., we continue to experience steady, albeit modest, GDP and business investment growth and a strong labor market. At the same time, inflation is expected to be constrained despite what is considered near-full employment due to significantly depressed oil prices and the relative strength of the U.S. dollar. Additionally, the slowdown in the Chinese economy, which had been the driving force for growth in emerging markets, has significantly hampered international growth, as well as dampening growth in the overall U.S. economy. We believe that the stronger growth in the U.S. economy will offset the slower international growth, leading to a modest improvement in demand for the lodging industry in 2016.

At the same time, we anticipate that supply growth will increase compared to recent years, and will be commensurate with historical levels of approximately 2% for the industry overall, although growth in the top 20 domestic markets is likely to exceed 3%. The higher growth rate is primarily driven by properties in the upscale and midscale segments, which, while not directly competitive with our portfolio, will have some effect on our portfolio. We continue to believe that our hotels in strong gateway markets will drive value in the long-term; however, supply growth is expected to cause some of these markets to continue to underperform in 2016. The increase in supply, coupled with low inflation expectations, is expected to constrain overall rate growth in the industry; therefore, despite occupancy being at near-peak levels, we anticipate only modest RevPAR growth in 2016.

Based on these factors, we anticipate year-over-year growth in RevPAR for our comparable hotels in constant dollars to increase 3% to 4% in 2016. We expect that 13 of our top 17 markets will exceed the high-end of this forecast based on advanced group bookings, less capital expenditure disruption and lower supply growth. However, other markets, particularly New York, will continue to be affected by increasing supply and a decrease in demand from international travel and are expected to underperform the portfolio.

While year-over-year RevPAR growth is difficult to project for 2016, we do anticipate that several of our strategic initiatives completed in 2015 will strengthen our bottom-line operating results. For 2016, we will benefit from a full year of operating results for our new acquisitions and significant hotel redevelopments, including The Phoenician, The Camby, The Axiom, The Logan, and the Houston Airport Marriott at George Bush Intercontinental. While the earnings growth partially will be offset by the loss of earnings from our recent sales, we anticipate that the overall impact of our capital allocation initiatives will be accretive to earnings, EBITDA and NAREIT and Adjusted FFO in 2016. Additionally, in 2015 we disposed of investments in 13 international properties (including non-controlling interests through our European and Asia/Pacific joint ventures). We also took advantage of the capital markets in 2015 to aggressively buy back our stock and refinance our debt, thereby lowering our weighted average annual interest rate by 110 basis points, further strengthening our balance sheet and investment grade rating.

As noted above, the current outlook for the lodging industry is uncertain; therefore, 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 Part I Item 1A. "Risk Factors."

## **Strategic Initiatives**

During 2015, acquisition opportunities were limited, as the extended recovery of the lodging industry and continued low interest rate environment led to premium pricing for lodging properties in our major markets. Conversely, this environment allowed us to execute on approximately \$930 million of asset dispositions in 2015, and another \$98 million through February 18, 2016 (including dispositions by our Asia/Pacific and European joint ventures), to further focus our portfolio on our major markets. We also were able to complete several value enhancement, redevelopment and return on investment initiatives, with targeted returns well in excess of our cost of capital. The proceeds generated from our hotel dispositions, coupled with cash from operations, allowed us to distribute \$646 million to our stockholders through common dividends and to repurchase \$675 million of our common stock.

During 2016, we intend to simplify our portfolio through the divestiture of certain international properties, while we focus on U.S. and European gateway markets. While we will continue to actively monitor single asset or portfolio acquisition opportunities, we believe that transactions that meet our investment criteria will continue to be restrained; therefore, our near-term priorities will be to continue to dispose of non-core assets and to opportunistically sell core assets, if appropriate. We also will explore our existing portfolio for capital investments that we believe will enhance the overall profitability and improve asset values over the long term. Depending on market conditions, we also intend to deliver value to our stockholders through a meaningful dividend and the continued execution of our stock repurchase program, while we expect to maintain our targeted leverage ratio of between 2.5x to 3.0x.

## ***Portfolio***

*Acquisitions.* On June 8, 2015, we acquired The Phoenician, a 643-room Luxury Collection resort, in Scottsdale, Arizona for \$400 million. Located in a premium resort market with multiple demand generators for both transient and group business, the property features nine food and beverage outlets and approximately 83,500 square feet of indoor meeting space. The purchase also included two adjacent parcels of land totaling over nine acres that are zoned for residential development. We plan to undertake a comprehensive renovation over the next several years during the hotel's seasonal, low-occupancy summer periods in order to minimize disruption. In connection with the acquisition, we entered into a long-term management agreement with Starwood to operate the hotel. During 2015, we also acquired the land under the Minneapolis Marriott City Center for \$34 million.

*Dispositions.* We disposed of five non-core properties during 2015 for proceeds of approximately \$180 million that were located in secondary or tertiary markets and were not consistent with our overall portfolio goals. We recorded gains on sale of approximately \$60 million. In February 2016, subsequent to year end, we sold the San Diego Marriott Mission Valley for \$76 million and recorded a gain on sale of approximately \$48 million.

In September 2015, we announced our strategy to exit the Asia-Pacific market. During the fourth quarter 2015, and on February 4, 2016 we completed the sales of the Novotel Auckland Ellerslie, ibis Auckland Ellerslie, Novotel Queenstown Lakeside and Novotel Wellington hotels, New Zealand for NZ\$180 million (\$120 million), including the repayment of NZ\$66 million (\$44 million) of mortgage debt. We recorded gains on sale of approximately \$30 million and \$8 million in 2015 and the first quarter 2016, respectively. Additionally, our joint venture in Asia, in which we own a 25% interest, completed the sale of the Four Points by Sheraton Perth in Perth, Australia for A\$91.5 million, including the repayment of A\$43 million of mortgage debt. The Asia/Pacific JV recorded a gain on sale of approximately A\$11 million (\$8 million). We expect to sell our remaining properties in New Zealand



(three) and Australia (one) over the next six months but can provide no assurance on the timing or completion of such sales, due to the inherent uncertainty involved in the sales process.

On October 28, 2015, the Euro JV sold a portfolio of eight hotels, including the Sheraton Roma Hotel & Conference Center, The Westin Palace Milan, The Westin Europa & Regina, the Sheraton Warsaw Hotel & Towers, the Pullman Bercy Paris, the Le Méridien Grand Hotel Nuremberg, the Renaissance Brussels Hotel and the Brussels Marriott Executive Apartments, for approximately €420 million and repaid €185 million of mortgage debt secured by those properties. Additionally, in June 2015, the Euro JV Fund I sold the Crowne Plaza Hotel Amsterdam City Centre for €106 million, which included €3 million of FF&E reserve, and repaid the €44 million mortgage loan associated with the property. The Euro JV recorded gains on sale of approximately €121 million (\$133 million). Our pro rata share of the gain is recorded in equity in earnings of affiliates.

### ***Capital Investments***

***Value Enhancement.*** We seek to enhance the value of our portfolio by identifying and executing strategies to achieve the highest and best use of all aspects of our properties and matching each hotel within its specific market with the appropriate operator and brand, in order to optimize operating performance. This initiative may include new relationships with independent operators that may be an improved fit for smaller or unique properties, extending ground leases, and developing or disposing of underutilized land connected to our properties. We believe that the successful execution of these projects will create significant value for the company. During 2015, we successfully negotiated new franchise or management agreements at six properties, and currently have a total of 14 third-party managed hotels in our consolidated and joint venture portfolio. This included the following:

- We repositioned the Powell Hotel, acquired in January 2014, as the Axiom Hotel, operated by Kokua Hospitality. The hotel was closed during 2015 for extensive renovations and reopened in January 2016.
- We converted The Ritz-Carlton, Phoenix to an independent hotel operated by Destination Hotels. The property closed in July 2015 for extensive renovation work and reopened as The Camby Hotel in December 2015, as part of Marriott's Autograph Collection.
- We rebranded the Four Seasons Philadelphia as an independent luxury hotel operated by Sage Hospitality. The property was closed in June 2015 in order to expedite the renovation and opened in December 2015 as The Logan Philadelphia, Curio – A Collection by Hilton.
- We selected Sage Hospitality as the operator for the Denver Marriott Tech Center Hotel. In the fourth quarter 2015, we began a transformational redevelopment that will include an extensive renovation of all guestrooms, a new lobby and lounge, and upgrades to the meeting space and food and beverage platforms. The renovation is expected to be completed in the fourth quarter of 2016.
- We selected HEI Hotels & Resorts as the operator for the Sheraton Parsippany Hotel and The Westin Indianapolis and Davidson Hotels & Resorts as the operator for the Chicago Marriott Suites O'Hare.

***Capital Expenditures Projects.*** We continue to pursue opportunities to enhance asset value through select capital improvements, including projects that are designed specifically to increase the eco-efficiency of our hotels, incorporate elements of sustainable design and replace aging equipment and systems with more efficient technology. Capital expenditures have totaled approximately \$2.7 billion over the past five years and, as a result, we believe that our properties are in a strong competitive position relative to their market competitors. During 2015, we completed renovations to 8,000 guestrooms, approximately 419,000 square feet of meeting space and approximately 208,000 square feet of public space.

- ***Redevelopment, Return on Investment and Acquisition Capital Expenditures.*** Redevelopment and ROI projects primarily consist of large-scale redevelopment projects that are designed to increase cash flow and improve profitability by capitalizing on changing market conditions and the favorable location of our properties. Additionally, in conjunction with the acquisition of a property, we prepare capital and operational improvement plans designed to maximize profitability, which we refer to as acquisition capital expenditures. Approximately \$275 million was spent on redevelopment and return on investment projects, including acquisition capital expenditures, during 2015 compared to \$112 million in 2014. Significant redevelopment and ROI capital expenditures during the year, in addition to the projects discussed above, included the following:
  - ***Marriott Marquis San Diego Marina*** – In December 2014, the demolition of the existing conference center commenced in order to begin construction of the new \$106 million Marriott Marquis San Diego Marina Exhibit Hall. Development is approximately 75% complete and is expected to be open in June 2016. Upon completion, the hotel will provide approximately 280,000 square feet of expanded and modernized space for conferences and events.

- *Houston Airport Marriott* – This \$56 million project included the complete repositioning of the hotel and was substantially completed in December 2015. Guestrooms received a renovation of the soft and case goods and bathroom. We also closed two restaurants and created a new food and beverage outlet and lobby experience.
- *Grand Hyatt Washington* – A public space repositioning project completed in May 2015, which included the structural reconfiguration of the lobby, retail space, restaurant space and the atrium and added 14,000 square feet of meeting and public space.
- *Newark Liberty International Airport Marriott* – the renovation of all 591 rooms, which completed a multi-year redevelopment at the property that included the renovation of the lobby, meeting spaces and ballroom in previous years.
- We completed several sustainability projects, including the installation of an energy-efficient chiller plant at the Westin Los Angeles Airport, a steam to gas conversion at the New York Marriott Marquis, in which the hotel operates its own boiler plant rather than utilizing the local utility, and the installation of rooftop solar panels at the Hyatt Regency Maui Resort & Spa.

For 2016, we expect to spend between \$180 million and \$195 million for redevelopment and ROI projects, including acquisition capital expenditures, representing a 32% decrease from 2015. The projects for 2016 include:

- *The Phoenician* – We will begin a comprehensive two year renovation, which includes the renovation of all guestrooms in 2016, while the renovation of public space, spa and restaurants is scheduled for 2017.
- *Hyatt Regency San Francisco Airport* – The renovation commenced in November 2015 and includes the renovations of the guestrooms and bathrooms, the repositioning of the atrium into a new restaurant and lounge and conversion of existing restaurant and sports bar to approximately 15,000 square feet of additional meeting space.
- ***Renewal and Replacement Capital Expenditures.*** We spent \$388 million and \$324 million on renewal and replacement expenditures during 2015 and 2014, respectively. These expenditures are designed to ensure that our standards for product quality are maintained and to enhance the overall competitiveness of our properties in the marketplace. These projects included the renovation of nearly 6,400 rooms, 75,000 square feet of public space and 327,000 square feet of meeting space in 2015. Projects that were completed during 2015 included guestrooms at The Ritz-Carlton Golf Resort, Naples; guestrooms at Chicago Marriott Suites Downers Grove; the lobby and 3030 Ocean Restaurant and Bar at the Harbor Beach Marriott Resort & Spa; the Ritz-Carlton Amelia Island restaurant, lobby and lobby lounge; the View Lounge at the San Francisco Marriott Marquis; the Spa at the Orlando World Center Marriott; the Manchester Grand Hyatt San Diego 24 hour convenience “Market Place”; and the Pinot Restaurant at the Westin South Coast Plaza, Costa Mesa. Operations in the first half of 2015 also were significantly affected by the following major projects:
  - Rooms renovations at the JW Marriott Washington D.C., San Antonio Marriott Riverwalk, JW Marriott Houston, New Orleans Marriott, The Westin Chicago River North and The Westin South Coast Plaza, Costa Mesa.
  - A comprehensive lobby and room renovation at the Calgary Marriott Downtown Hotel.
  - Lobby and meeting space renovations at The Westin Seattle, Boston Marriott Copley Place, and Hyatt Regency Cambridge

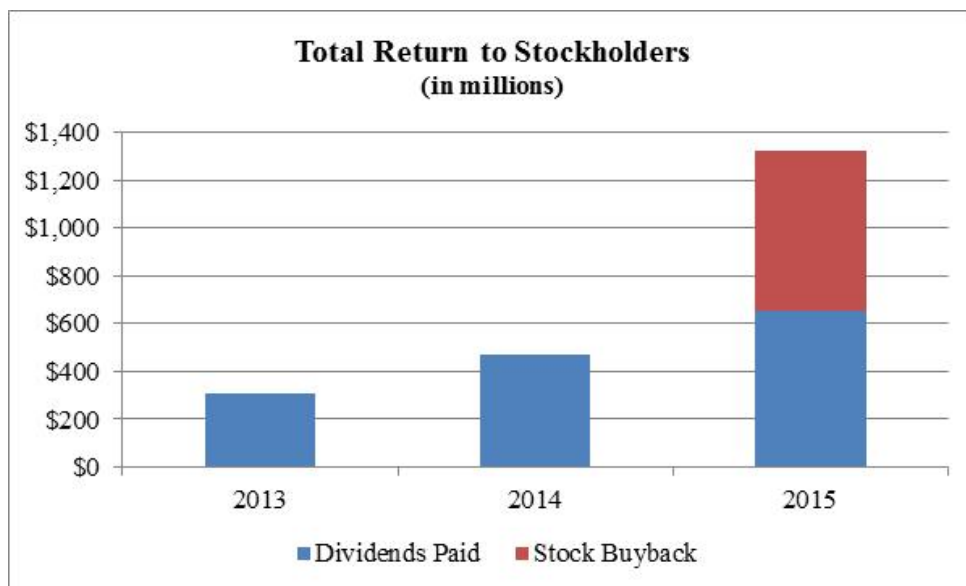
We expect that our investment in renewal and replacement expenditures in 2016 will total approximately \$310 million to \$325 million, representing an 18% decrease from 2015. These projects will include room renovations at The Ritz-Carlton, Tysons Corner, Harbor Beach Marriott Resort & Spa, and W Seattle and the renovation of the ballroom and event lawn at the Hyatt Regency Maui Resort and Spa.

### ***Return of capital***

***Stock Repurchase Program and Dividends.*** As we have achieved our long term balance sheet objectives and expect to continue to generate cash from operations and sales of assets, Host Inc.’s Board of Directors announced a program to repurchase up to \$500 million of common stock on April 30, 2015, and again on October 29, 2015, to repurchase up to an additional \$500 million of common stock. The common stock may be purchased in the open market or through private transactions, including principal transactions with various financial institutions, like accelerated share repurchases, forwards, options and similar transactions, from time to time depending upon market conditions. The level of purchases also will depend upon operating results, funds generated by sales activity, dividends that may be required by tax gains generated by such sales and other investment options that may be available, including reinvesting in our portfolio or acquiring new hotels. The program does not obligate us to repurchase any specific number or any specific dollar amount of shares and may be suspended at any time at our discretion. During 2015, we repurchased 38.3 million

shares at an average price of \$17.64 for a total purchase price of approximately \$675 million. Approximately \$325 million of the purchases were in the fourth quarter at an average price of \$16.57 per share. At December 31, 2015, we have \$325 million of repurchase capacity remaining under the second program.

During 2015, Host Inc.'s Board of Directors declared dividends of \$0.80 per share with respect to Host Inc.'s common stock, an increase of 6.7% over the prior year. Accordingly, Host L.P. made a distribution of \$0.8171952 per unit with respect to its common OP units for 2015. On February 16, 2016, the Board of Directors authorized a regular quarterly cash dividend of \$0.20 per share on its common stock. The dividend will be paid on April 15, 2016, to stockholders of record on March 31, 2016. The amount of any future dividend will be determined by Host Inc.'s Board of Directors.



There can be no assurances that any future dividends or stock buybacks will match or exceed those set forth above for any number of reasons, including a decline in operations or an increase in liquidity needs. We believe that we have sufficient liquidity and access to the capital markets in order to meet our near-term debt maturities, fund our capital expenditures programs and take advantage of investment opportunities.

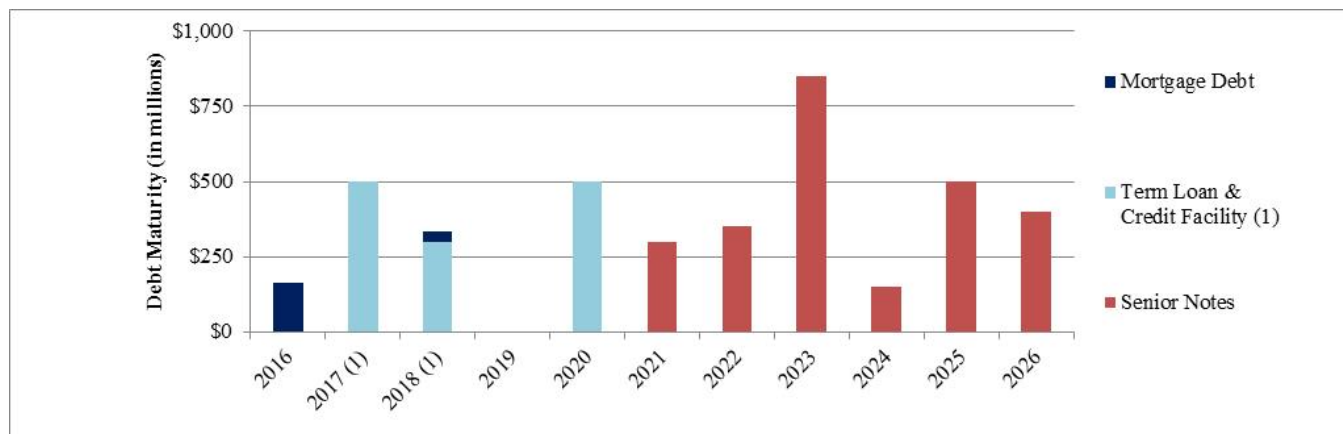
### ***Financing transactions***

As operations have improved in the past several years, we have executed successfully on our strategy to decrease our leverage as measured by our net debt to EBITDA ratio and to reduce our debt service obligations, leading to an increase in our interest coverage and fixed charge coverage ratios and an investment grade rating for Host L.P.'s senior notes. These improvements were due to stronger operations, successful acquisitions and other investments, the majority of which were completed with available cash and proceeds from equity issuances, and the repayment and refinancing of debt in order to extend maturity dates and obtain lower interest rates.

During 2015, we continued to take advantage of favorable market conditions and our investment grade rating to decrease our weighted average interest rate and extend our weighted average debt maturity. We issued \$900 million of senior notes at an average interest rate of 4.2% and used the net proceeds, along with an additional draw on the revolver portion of our credit facility, to repay \$1 billion of senior notes with an average interest rate of 5.9%. Additionally, in September 2015, we entered into a new \$500 million term loan ("2015 Term Loan Facility") by exercising the accordion feature of our existing credit facility. At closing, we drew \$300 million under the 2015 Term Loan Facility, and drew the remaining \$200 million on December 29, 2015. In 2015, holders of almost all of our 2.5% exchangeable debentures elected to exchange their Debentures for shares of Host Inc. common stock at the exchange value after we elected to call the securities for redemption. As a result, we issued 32 million shares of Host Inc. common stock upon exchange and redeemed approximately \$1 million of Debentures for cash. Prior to the redemption of the Debentures, the shares had been included in the calculation of diluted earnings per share, NAREIT FFO per share and Adjusted FFO per share, to the extent they were dilutive.

At December 31, 2015, our weighted average interest rate is 3.7% and our weighted average debt maturity is 6 years. We have a balanced maturity schedule wherein not more than 21% of our outstanding debt, representing 4% of our U.S. GAAP gross asset value, is due in any given year. Additionally, we have approximately \$702 million of available capacity under the revolver portion of our credit facility and a debt balance of \$4 billion. Assuming the exercise of credit facility extensions, we have no significant debt maturities until 2019.

The following graph summarizes our aggregate debt maturities as of February 19, 2016:



(1) The term loan and credit facility agreements contain extension options that would extend the maturity of both instruments to 2019, subject to meeting certain conditions, including payment of a fee.

For a detailed discussion, see “—Liquidity and Capital Resources.” For a detailed discussion of our significant debt activities, see “Note 4. Debt” in the Notes to Consolidated Financial Statements.

## Results of Operations

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

	2015	2014	Change 2014 to 2015	2013	Change 2013 to 2014
Total revenues	\$ 5,387	\$ 5,354	0.6%	\$ 5,166	3.6%
Operating costs and expenses:					
Property-level costs <sup>(1)</sup>	4,645	4,611	0.7	4,533	1.7
Corporate and other expenses <sup>(2)</sup>	94	43	118.6	121	(64.5)
Gain on insurance settlements	2	10	(80.0)	—	N/M
Operating profit	650	710	(8.5)	512	38.7
Interest expense	234	214	9.3	304	(29.6)
Gain on sale of assets	95	236	(59.7)	33	N/M
Provision for income taxes	9	14	(35.7)	21	(33.3)
Income from continuing operations	571	747	(23.6)	210	255.7
Income from discontinued operations	—	—	N/M	115	N/M
<b>Host Inc.:</b>					
Net income attributable to non-controlling interests	\$ 13	\$ 15	(13.3)	\$ 8	87.5
Net income attributable to Host Inc.	558	732	(23.8)	317	130.9
<b>Host L.P.:</b>					
Net income attributable to non-controlling interests	\$ 6	\$ 6	—	\$ 4	50.0
Net income attributable to Host L.P.	565	741	(23.8)	321	130.8

(1) Amounts represent total operating costs and expenses from our consolidated statements of operations, less corporate and other expenses and the gain on insurance settlements.

(2) 2014 includes the reversal of the \$69 million loss contingency related to the San Antonio Rivercenter litigation.

N/M=Not Meaningful

## Statement of Operations Results and Trends

For 2015 and 2014, the following items have affected the year-over-year comparability of our operations.

- The results of hotels acquired or sold during the comparable periods (collectively, our “Recent Acquisitions and Dispositions”) had a significant impact on year-over-year comparisons. Our operations were affected by the sale of eight hotels in 2015 and five hotels during both 2014 and 2013. These dispositions were partially offset by the acquisition or new development of six hotels during this timeframe: The Phoenician acquired in June 2015, the Axiom Hotel acquired in January 2014, the YVE Hotel Miami acquired in August 2014, the ibis and Novotel Rio de Janeiro Parque Olimpico hotels, which opened in the fourth quarter of 2014 and the acquisition of the Hyatt Place Waikiki in 2013. For 2015, the net effect of our Recent Acquisitions and Dispositions was to reduce total revenues by \$66 million, net income by \$6 million, and Adjusted EBITDA by \$27 million compared to 2014. For 2014, the net effect of our Recent Acquisitions and Dispositions was to reduce total revenues by \$87 million, net income by \$28 million, and Adjusted EBITDA by \$45 million compared to 2013.
- In 2015 and 2013, our results were more significantly impacted by disruptive renovations than typical years. During 2015, disruptive renovation activity exceeded 2014, which reduced growth in net income and Adjusted EBITDA when compared to 2014. Conversely, in 2014, we had fewer disruptive renovations compared to 2013, which increased the year-over-year growth in net income and Adjusted EBITDA when compared to 2013.
- Our domestic hotel portfolio represents approximately 96% of our revenues and total assets. However, for international properties and our international joint ventures, we are exposed to currency exchange risks in the normal course of business. Due to the strengthening of the U.S. dollar, total revenues were affected negatively by approximately \$35 million for 2015 and \$18 million for 2014, each compared to the prior year. Additionally, currency fluctuations decreased net income approximately \$7 million for 2015 and \$4 million for 2014 and Adjusted EBITDA by \$21 million for 2015 and \$6 million for 2014, each compared to the prior year.
- On January 1, 2015, our operators adopted the 11th edition of USALI, which reclassifies certain hotel-level revenue and expense items. Reclassifications include, among other items, certain service charges, all of which are now reflected on a gross basis, and group rebates, which are now shown as a reduction to revenue. The 2014 and 2013 results were not restated for the changes and therefore impact our 2015 comparative operating results. For 2015, we estimate the adoption of USALI decreased rooms revenue growth by 20 basis points, increased comparable F&B revenues growth by approximately 270 basis points, decreased other revenue growth by 10 basis points and reduced comparable hotel EBITDA margins by 15 basis points. The adoption of USALI did not impact net income, comparable hotel EBITDA, or Adjusted EBITDA. Please see “-Comparable Hotel Operating Results” for further discussion.

The following table presents revenues in accordance with GAAP and includes both comparable and non-comparable hotels (in millions, except percentages):

	2015	2014	Change 2014 to 2015	2013	Change 2013 to 2014
Revenues:					
Rooms	\$ 3,465	\$ 3,452	0.4%	\$ 3,317	4.1%
Food and beverage	1,568	1,546	1.4	1,503	2.9
Other	354	356	(0.6)	346	2.9
Total revenues	<u>\$ 5,387</u>	<u>\$ 5,354</u>	0.6	<u>\$ 5,166</u>	3.6

The increases in total revenues in 2015 and 2014 of \$33 million and \$188 million, respectively, were driven by increases of 3.3% and 4.9% in revenues for our comparable properties. For 2015 and 2014, total revenues were impacted by our non-comparable properties that were under renovation and our Recent Acquisitions and Dispositions, as discussed above. Additionally, fluctuation in currency exchange rates and the relative strength of the U.S. dollar reduced the increase in total revenues by 80 basis points in 2015 and 35 basis points in 2014.

*Rooms.* Rooms revenues increased \$13 million and \$135 million in 2015 and 2014, respectively, reflecting an increase in constant dollar RevPAR of 3.8% and 5.7%, respectively, at our comparable hotels. Currency fluctuations reduced year-over-year rooms revenues growth by 90 basis points in 2015 and 35 basis points in 2014. Year-over-year comparisons also reflect a net decrease of \$49 million in 2015 and \$53 million in 2014 due to Recent Acquisitions and Dispositions.

*Food and beverage.* F&B revenues increased \$22 million and \$43 million in 2015 and 2014, respectively. For our comparable hotels, F&B revenues increased 5.2% and 3.8%, respectively, for 2015 and 2014, driven by increases in banquet and audio visual revenues of 5.9% and 5.1% at our comparable hotels in 2015 and 2014, respectively. Year-over-year comparisons also reflect a net decrease of \$18 million for 2015 and \$28 million for 2014 due to Recent Acquisitions and Dispositions.

*Other revenues.* Other revenues decreased \$2 million in 2015 primarily due to lower guest room telephone, internet, and spa and fitness center revenue, partially offset by an increase in attrition and cancellation fees. In 2014, other revenues increased \$10 million, primarily due to lease revenue at the New York Marriott Marquis as a result of the retail development agreement with Vornado Realty Trust and increases in attrition and cancellation fees and parking revenue. Year-over-year comparisons also reflect a net increase of \$1 million in 2015 and a net decrease of \$6 million in 2014 due to Recent Acquisitions and Dispositions.

### Property-level Operating Expenses

The following table presents consolidated property-level operating expenses in accordance with GAAP and includes both comparable and non-comparable hotels (in millions, except percentages):

	2015	2014	Change 2014 to 2015	2013	Change 2013 to 2014
Expenses:					
Rooms	\$ 902	\$ 924	(2.4)%	\$ 894	3.4%
Food and beverage	1,110	1,109	0.1	1,095	1.3
Other departmental and support expenses	1,295	1,264	2.5	1,249	1.2
Management fees	226	227	(0.4)	222	2.3
Other property-level expenses	396	386	2.6	376	2.7
Depreciation and amortization	716	701	2.1	697	0.6
Total property-level operating expenses	<u>\$ 4,645</u>	<u>\$ 4,611</u>	0.7	<u>\$ 4,533</u>	1.7

Our operating costs and expenses, which consist of both fixed and variable components, are affected by a number of factors. Room expense is affected mainly by occupancy, which drives costs related to items such as housekeeping, reservation systems, room supplies, laundry services and front desk costs. Food and beverage expense correlates closely with food and beverage revenues, and is affected by occupancy and the mix of business between banquet and audio-visual and outlet sales. However, the most significant expense for both room expense and food and beverage expense is related to wages and employee benefits, which comprise approximately 56% of these expenses in any year. Other property-level expenses consist of property taxes, which are highly dependent on local taxing authorities, and property and general liability insurance, and do not necessarily change based on changes in revenues at our hotels. The overall increases in operating expenses in 2015 and 2014 are consistent with higher overall revenues at our properties. The year-over-year changes also reflect our Recent Acquisitions and Dispositions, as discussed below.

*Rooms.* Room expenses decreased \$22 million during 2015 reflecting a decline in rooms expenses at our non-comparable hotels, and the effect of Recent Acquisitions and Dispositions. Rooms expenses at our comparable properties were flat in 2015, as improvements in hourly productivity offset wage rate growth of 2.4%. In 2014, rooms expenses increased \$30 million, reflecting an increase of 4.8% at our comparable hotels, primarily driven by increases in wages and benefits, higher travel agent commissions and laundry and guest supply costs. Year-over-year comparisons also reflect a net decrease of \$13 million in 2015 and \$14 million in 2014 due to Recent Acquisitions and Dispositions.

*Food and beverage.* The increase in F&B expenses of \$1 million in 2015 and \$14 million in 2014 reflect year-over-year increases of 3.2% and 2.6% in comparable F&B expenses, respectively. Overall, F&B hourly productivity was improved, which has led to declines in F&B costs as a percentage of revenues in 2015 and 2014. Additionally, much of the revenue improvements were driven by increases in banquet and audio visual revenues, which have higher overall operating margins than outlet revenue. Year-over-year comparisons also reflect a net decrease of \$12 million in 2015 and \$21 million in 2014 due to Recent Acquisitions and Dispositions.

*Other departmental and support expenses.* Other departmental and support expenses increased \$31 million and \$15 million in 2015 and 2014, respectively. For 2015, the increase primarily reflects growth in non-controllable expenses including credit card fees and loyalty and reward programs. The increase in 2014 primarily was due to increases in credit card fees, wages and benefits, and sales and marketing costs. Year-over-year comparisons also reflect a net decrease of \$13 million in 2015 and \$21 million in 2014 due to Recent Acquisitions and Dispositions.



*Management fees.* Management fees, which generally are calculated as a percentage of revenues and operating profit, decreased 0.4% to \$226 million for 2015 and increased 2.3% to \$227 million for 2014. Base management fees for our comparable hotels, which are calculated as a percentage of total revenues, increased \$0.5 million in 2015 and \$8 million in 2014 due to the overall increase in our hotel revenues. For 2015, incentive management fees at our comparable properties increased 15.7% due to an increase in hotel operations and in the number of hotels earning incentive fees. In 2014, incentive management fees at our comparable hotels declined 4.1% reflecting the renegotiation of management agreements at three of our properties and declines at specific properties, which offset increases due to the overall improvement in operating profit that resulted in more properties incurring incentive management fees. Year-over-year comparisons also include a net decrease of \$3 million in 2015 and \$2 million in 2014 from Recent Acquisitions and Dispositions.

*Other property-level expenses.* These expenses generally do not vary significantly based on occupancy and include expenses such as property taxes and insurance. In 2015, other property-level expenses increased \$10 million, or 2.6%. For 2015, other property-level expenses at our comparable hotels increased 3.5% due to an increase in property taxes and ground rent, partially offset by a decline in utilities and insurance expense. In 2014, other property-level expenses increased \$10 million, or 2.7%, including an increase of 3.6% at our comparable hotels. For 2014, a 3.4% increase in property taxes was offset substantially by a decline in property insurance. The year-over-year changes also reflect a net decrease of \$2 million in 2015 and \$4 million in 2014 from our Recent Acquisitions and Dispositions.

*Depreciation and amortization.* Depreciation and amortization expense increased \$15 million, or 2.1%, to \$716 million in 2015 and increased \$4 million, or 0.6% to \$701 million in 2014. The increase in depreciation and amortization expense reflects the depreciation of our recent capital expenditures, partially offset by a decrease due to Recent Acquisitions and Dispositions.

## Other Income and Expense

*Corporate and other expenses.* Corporate and other expenses include the following items (in millions):

	Year ended December 31,		
	2015	2014	2013
General and administrative costs	\$ 87	\$ 82	\$ 87
Non-cash stock-based compensation expense	11	22	18
Litigation (recoveries) accruals and acquisition costs, net	(4)	(61)	16
Total corporate and other expenses	<u>\$ 94</u>	<u>\$ 43</u>	<u>\$ 121</u>

General and administrative costs primarily consist of wages and benefits, travel, corporate insurance, legal fees, audit fees, building rent and systems costs. Corporate expenses, excluding litigation (recoveries) accruals and acquisition costs, decreased 6% or \$6 million, during 2015. For 2015, the decrease in the non-cash stock-based compensation expense reflects the decline in our stock price and a decline in the number of shares earned. In 2014, the increase reflects the increase in our share price during the year. Litigation (recoveries) accruals and acquisition costs in 2014 include \$69 million for the reversal of the loss contingency upon the successful resolution of the litigation related to the ground lease for the San Antonio Marriott Rivercenter.

*Gain on insurance settlements.* We recorded a gain of \$2 million in 2015 for the receipt of the final settlement related to the earthquake in Christchurch, New Zealand in February 2011. In 2014, we recorded a gain of \$10 million related to the receipt of insurance proceeds for several of our properties in New York and Washington, D.C. which were affected by Hurricane Sandy in October 2012.

*Interest expense.* Interest expense increased \$20 million, or 9.3%, in 2015 as compared to 2014, due to a \$37 million increase in debt extinguishment costs, offset by the decline in our weighted average interest rate. Interest expense decreased \$90 million, or 29.6%, in 2014, due to the repayment or refinancing of debt, which lowered our full year weighted average interest rates and overall debt balance, and a decrease of \$32 million in total debt extinguishment costs compared to 2013. The following table presents certain components of interest expense (in millions):

	Year ended December 31, <sup>(1)</sup>		
	2015	2014	2013
Cash interest expense <sup>(1)</sup>	\$ 168	\$ 186	\$ 239
Cash incremental interest expense <sup>(1)(2)</sup>	4	—	4
Non-cash interest expense	21	24	25
Cash debt extinguishment costs <sup>(1)</sup>	30	2	23
Non-cash debt extinguishment costs	11	2	13
Total interest expense	<u>\$ 234</u>	<u>\$ 214</u>	<u>\$ 304</u>

- (1) Total cash interest expense paid was \$214 million, \$189 million, and \$282 million in 2015, 2014 and 2013, respectively, which includes an increase due to the change in accrued interest of \$12 million, \$1 million and \$16 million for 2015, 2014 and 2013, respectively.
- (2) Incremental interest expense reflects the cash interest expense for refinanced debt subsequent to the issuance of the new financing and prior to the repayment of the refinanced debt.

*Gain (loss) on sale of assets.* The following table presents the gains recognized on the sale of assets (in millions):

	Year ended December 31,		
	2015	2014	2013
Delta Meadowvale Hotel & Conference Centre	\$ 2	\$ —	\$ —
Sheraton Needham	18	—	—
Park Ridge Marriott and Chicago Marriott O'Hare	36	—	—
Kansas City Airport Marriott	3	—	—
Novotel Auckland Ellerslie and ibis Auckland Ellerslie	10	—	—
Novotel Queenstown	20	—	—
89% interest in the Philadelphia Downtown Marriott	—	111	—
Greensboro High-Point Marriott Airport	—	3	—
Tampa Marriott Waterside Hotel & Marina	—	115	—
The Ritz-Carlton San Francisco <sup>(1)</sup>	4	3	—
Maui Timeshare land <sup>(2)</sup>	2	3	—
Land adjacent to Newport Beach Marriott Hotel & Spa	—	—	21
Land adjacent to Atlanta Perimeter Center <sup>(3)</sup>	—	—	11
Other	—	1	1
	<u>\$ 95</u>	<u>\$ 236</u>	<u>\$ 33</u>

- (1) Represents the recognition of previously deferred gains related to the 2012 sale of The Ritz-Carlton San Francisco.
- (2) Represents amortization of the previously deferred gain related to the land contributed to the Maui JV.
- (3) Represents the recognition of the previously deferred gain related to an eminent domain claim by the State of Georgia of 2.9 acres of land for the highway expansion at the Atlanta Marriott Perimeter Center.

*Equity in Earnings of Affiliates.* The \$44 million increase in equity in earnings of affiliates for 2015 primarily reflects the gain on sale of nine properties, compared to one property in 2014, by the Euro JV, partially offset the effect of the strengthening of the US Dollar, as well as the increase in sales of timeshare units by the Maui JV. In 2014, the increase reflects our portion on the gain on sale by the Euro JV in 2014 compared to an impairment charge in 2013, as well as the initial timeshare sales at our Maui JV.

*Benefit (provision) for income taxes.* 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 provision in 2015 and 2014 from the prior year reflects a decrease in taxable income at the TRS due to an increase in rent expense in excess of the increase in operating profit from the hotels and a reduction of certain foreign taxes.



*Income (loss) from discontinued operations.* Discontinued operations consist of five hotels disposed of in 2013 and represents the results of operations and the gains or losses on the disposition of these hotels during the indicated periods. The following table summarizes the revenues, income before taxes, and the gain on disposals, net of tax, of the hotels which were 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):

	<b>Year ended December 31, 2013</b>	
Revenues	\$	104
Income before taxes		22
Gain on disposals, net of tax		97

### **Comparable Hotel Sales Overview**

While management evaluates the performance of each individual hotel against its competitive set in a given market, we evaluate our overall portfolio operating results using three different criteria: geographic market, property type (i.e. urban, suburban, resort/conference or airport), and mix of business (i.e. transient, group or contract). As of December 31, 2015, 96 of our 107 owned hotels have been classified as comparable hotels. See “Comparable Hotel Operating Statistics” for a complete description of our comparable hotels.

## 2015 Compared to 2014

### Comparable Hotel Sales by Geographic Market.

The following table sets forth performance information for our comparable hotels by geographic market as of December 31, 2015 and 2014:

#### Comparable Hotels by Market in Constant US\$<sup>(1)</sup>

Market	As of December 31, 2015		Year ended December 31, 2015			Year ended December 31, 2014			Percent Change in RevPAR
	No. of Properties	No. of Rooms	Average Room Rate	Average Occupancy Percentage	RevPAR	Average Room Rate	Average Occupancy Percentage	RevPAR	
Boston	4	3,185	\$ 228.47	79.6%	\$ 181.85	\$ 218.31	77.4%	\$ 168.89	7.7%
New York	8	6,960	291.61	86.4	251.95	292.10	87.7	256.27	(1.7)
Washington, D.C.	12	6,023	205.52	75.5	155.16	201.94	76.7	154.96	0.1
Atlanta	6	2,280	183.13	75.3	137.82	172.85	73.9	127.82	7.8
Florida	8	4,965	234.83	74.8	175.75	222.07	73.9	164.11	7.1
Chicago	6	2,392	202.05	75.7	152.87	194.78	75.0	146.17	4.6
Denver	3	1,340	158.75	67.4	106.92	152.42	67.3	102.54	4.3
Houston	3	1,142	204.14	69.4	141.65	223.38	68.5	153.01	(7.4)
Phoenix	3	1,241	210.15	71.1	149.42	196.66	72.6	142.77	4.7
Seattle	3	1,774	204.17	78.8	160.84	188.57	78.8	148.62	8.2
San Francisco	5	3,701	239.00	83.5	199.56	224.15	82.4	184.78	8.0
Los Angeles	8	3,228	191.42	81.0	155.10	177.43	80.6	143.01	8.5
San Diego	4	3,331	195.57	82.3	160.98	182.90	80.5	147.30	9.3
Hawaii	3	1,682	323.10	88.7	286.48	324.57	84.1	273.08	4.9
Other	11	7,270	168.97	68.2	115.19	165.86	67.3	111.67	3.2
Domestic	87	50,514	221.62	77.6	172.00	214.74	77.1	165.65	3.8
Asia-Pacific	5	1,024	\$ 149.56	83.4%	\$ 124.71	\$ 142.14	81.9%	\$ 116.35	7.2%
Canada	2	849	177.16	60.5	107.20	175.83	68.2	119.97	(10.6)
Latin America	2	557	281.25	71.6	201.42	258.09	71.5	184.59	9.1
International	9	2,430	186.97	72.8	136.10	178.00	74.8	133.14	2.2
All Markets - Constant US\$	96	52,944	220.11	77.4	170.34	213.10	77.0	164.15	3.8

#### Comparable Hotels in Nominal US\$

	As of December 31, 2015		Year ended December 31, 2015			Year ended December 31, 2014			Percent Change in RevPAR
	No. of Properties	No. of Rooms	Average Room Rate	Average Occupancy Percentage	RevPAR	Average Room Rate	Average Occupancy Percentage	RevPAR	
Asia-Pacific	5	1,024	\$ 149.56	83.4%	\$ 124.71	\$ 169.55	81.9%	\$ 138.79	(10.1)%
Canada	2	849	177.16	60.5	107.20	203.55	68.2	138.89	(22.8)
Latin America	2	557	281.25	71.6	201.42	335.90	71.5	240.25	(16.2)
International	9	2,430	186.97	72.8	136.10	216.49	74.8	161.93	(16.0)
Domestic	87	50,514	221.62	77.6	172.00	214.74	77.1	165.65	3.8
All Markets - Nominal US\$	96	52,944	220.11	77.4	170.34	214.82	77.0	165.48	2.9

(1) For a discussion of our markets and constant US\$ and nominal US\$ presentation, see “—Comparable Hotel Operating Statistics.”

Our west coast markets continued to perform well in 2015, as San Francisco, Seattle, Los Angeles and San Diego all had RevPAR increases of between 8% and 9.3%. Our San Diego properties led our domestic portfolio, with a RevPAR increase of 9.3% as strong group demand allowed our operators to focus business towards the higher-rated transient and group business, leading to a 6.9% improvement in average daily rate. Similarly, strong transient demand coupled with solid group business has allowed our operators to focus on higher-rated transient customers in all of our west coast markets. At our Hawaiian properties, average occupancy increased 4.5 percentage points due to strong group and transient demand, while average rate declined 0.5.

The Boston market led our east coast markets as strong citywide demand, coupled with successful property specific promotional campaigns, led to increases in both transient and group demand. Conversely, in New York, new hotel supply coupled with a reduction in international demand as a result of a strong dollar has led to a RevPAR decline of 1.7%. We expect continued weakness for the New York market in 2016, as supply growth is expected to remain high. RevPAR grew just 0.1% in our DC Market due to the

absorption of new supply, a decline in citywide events during the second half of the year and significant renovation projects that were completed during the first half of 2015 at our Grand Hyatt, Washington DC and JW Marriott, Washington DC.

In our south and central markets, Atlanta and Florida outperformed the portfolio with RevPAR growth of 7.8% and 7.1%, respectively. In Atlanta, renovations completed last year at the Westin Buckhead Atlanta and Grand Hyatt Atlanta in Buckhead led to strong rate growth. In Florida, strong group demand led to the 5.7% rate improvement and average occupancy of approximately 75%. The Chicago market was generally in-line with the portfolio. During the first half of the year, the market outperformed the portfolio driven by strong city-wide demand. However, as the year progressed, group demand declined, leading our operators to rely on discounted transient business. RevPAR for our Houston properties declined 7.4% due to disruption in the oil markets during 2015, which significantly hampered demand, as well as increasing market supply and the renovation at the Houston Marriott Medical Center hotel.

On a constant dollar basis, our international markets experienced RevPAR growth of 2.2%, led by our Latin America properties with RevPAR growth of 9.1%, on a constant dollar basis, as strong group demand and renovations completed in 2014 led to improvements in our Mexico property, while the JW Marriott Rio de Janeiro benefited from the weak Real during the year; despite difficult comparisons to the World Cup in 2014. Our Canadian properties, in particular Calgary, were affected negatively by falling oil prices and disruption from renovations, which led to a RevPAR decrease of 10.6% for 2015.

#### *Comparable Hotel Sales by Property Type.*

The following table sets forth performance information for our comparable hotels by property type as of December 31, 2015 and 2014:

	<b>Comparable Hotels by Type in Nominal US\$</b>								
	<b>As of December 31, 2015</b>		<b>Year ended December 31, 2015</b>			<b>Year ended December 31, 2014</b>			<b>Percent Change in RevPAR</b>
<b>Property type <sup>(1)</sup></b>	<b>No. of Properties</b>	<b>No. of Rooms</b>	<b>Average Room Rate</b>	<b>Average Occupancy Percentage</b>	<b>RevPAR</b>	<b>Average Room Rate</b>	<b>Average Occupancy Percentage</b>	<b>RevPAR</b>	
Urban	53	32,646	\$ 227.31	79.2%	\$ 180.11	\$ 225.11	79.0%	\$ 177.89	1.2%
Suburban	23	8,627	181.93	72.4	131.64	170.64	71.6	122.15	7.8
Resort	12	7,751	262.67	73.0	191.85	253.83	71.9	182.60	5.1
Airport	8	3,920	161.31	81.7	131.80	150.15	82.5	123.91	6.4
All Types	96	52,944	220.11	77.4	170.34	214.82	77.0	165.48	2.9

(1) For a discussion of our property types, see “—Comparable Hotel Operating Statistics.”

Our suburban properties led the portfolio for the year with RevPAR growth of 7.8% driven by average rate growth of 6.6%. Continuing a trend from prior year, high occupancy and average room rate in urban markets has helped to drive demand in adjacent suburban markets. Our airport properties experienced RevPAR growth of 6.4%, driven by strong average rate growth at our west coast airport properties. The RevPAR improvement at our resort properties of 5.1% was driven by a 3.5% increase in average rate and improvement in occupancy of 110 basis points. Our urban properties lagged the portfolio, with a RevPAR increase of 1.2%, average rate increase of 1.0% and a 20 basis point growth in occupancy. Our urban properties were negatively affected by weakness in the Washington, D.C., New York, and Houston markets.

#### *Hotel Sales by Business Mix.*

Our customers fall into three broad categories: transient, group and contract business. The information below is derived from business mix results from 87 comparable hotels for which 2015 and 2014 business mix information is available. In 2015, overall revenue growth was due to both group and transient growth. Revenue from our transient business increased 4.0%, reflecting an increase of 3.5% in average rate and a slight increase in room nights sold. Non-qualified discount transient room nights increased 8.9%, while lower-rated special corporate and government segments decreased 2.7%. Overall, group revenues improved 4.1% compared to the prior year, consisting of a 3.0% average room rate increase coupled with a 1.1% growth in group room nights sold. Corporate group revenue growth of 5.4% and association group revenue growth of 4.5% was partially offset by government and leisure growth of 0.9%.

## 2014 Compared to 2013

### Comparable Hotel Sales by Geographic Market.

As of December 31, 2014, 106 of our 114 owned hotels were classified as comparable hotels. See “Comparable Hotel Operating Statistics” for a complete description of our comparable hotels. The following table sets forth performance information for our comparable hotels by geographic market as of December 31, 2014 and 2013:

<b>Comparable Hotels by Market in Constant US\$<sup>(1)</sup></b>									
<b>Market</b>	<b>As of December 31, 2014</b>		<b>Year ended December 31, 2014</b>			<b>Year ended December 31, 2013</b>			<b>Percent Change in RevPAR</b>
	<b>No. of Properties</b>	<b>No. of Rooms</b>	<b>Average Room Rate</b>	<b>Average Occupancy Percentage</b>	<b>RevPAR</b>	<b>Average Room Rate</b>	<b>Average Occupancy Percentage</b>	<b>RevPAR</b>	
Boston	5	3,432	\$ 213.85	77.2%	\$ 165.05	\$ 198.31	79.3%	\$ 157.20	5.0%
New York	9	7,224	286.93	87.1	249.86	278.77	86.8	241.86	3.3
Philadelphia	2	776	211.57	78.0	165.04	208.26	74.9	156.05	5.8
Washington, D.C.	12	6,016	201.94	76.7	154.96	202.69	75.0	152.09	1.9
Atlanta	6	2,280	172.85	73.9	127.82	164.58	73.3	120.57	6.0
Florida	6	2,511	218.49	78.0	170.47	207.93	75.6	157.12	8.5
Chicago	7	2,857	186.60	74.5	139.02	183.98	73.6	135.36	2.7
Denver	3	1,363	152.42	67.3	102.54	144.17	63.9	92.18	11.2
Houston	4	1,706	190.63	73.4	139.96	181.26	76.6	138.75	0.9
Phoenix	4	1,522	196.63	71.3	140.19	188.53	68.2	128.65	9.0
Seattle	3	1,774	188.57	78.8	148.62	168.60	78.1	131.71	12.8
San Francisco	5	3,701	224.15	82.4	184.78	199.66	80.3	160.41	15.2
Los Angeles	8	3,228	177.43	80.6	143.01	162.93	81.7	133.11	7.4
San Diego	5	4,691	193.17	80.0	154.54	186.14	78.2	145.59	6.1
Hawaii	2	1,256	378.37	81.7	309.29	353.41	82.0	289.89	6.7
Other	11	7,231	161.23	66.9	107.94	157.39	67.3	105.94	1.9
Domestic	92	51,568	211.82	77.3	163.73	202.55	76.7	155.27	5.4
Asia-Pacific	7	1,390	\$ 153.62	82.9%	\$ 127.37	\$ 148.69	81.1%	\$ 120.63	5.6%
Canada	3	1,219	180.08	66.6	119.92	171.37	68.9	118.06	1.6
Latin America	4	1,075	257.33	68.3	175.82	217.40	65.6	142.55	23.3
International	14	3,684	189.58	73.3	138.98	173.79	72.6	126.14	10.2
All Markets - Constant US\$	106	55,252	210.40	77.0	162.07	200.72	76.4	153.32	5.7

<b>Comparable Hotels in Nominal US\$</b>									
	<b>As of December 31, 2014</b>		<b>Year ended December 31, 2014</b>			<b>Year ended December 31, 2013</b>			<b>Percent Change in RevPAR</b>
	<b>No. of Properties</b>	<b>No. of Rooms</b>	<b>Average Room Rate</b>	<b>Average Occupancy Percentage</b>	<b>RevPAR</b>	<b>Average Room Rate</b>	<b>Average Occupancy Percentage</b>	<b>RevPAR</b>	
Asia-Pacific	7	1,390	\$ 153.62	82.9%	\$ 127.37	\$ 152.79	81.1%	\$ 123.95	2.8%
Canada	3	1,219	180.08	66.6	119.92	183.53	68.9	126.43	(5.1)
Latin America	4	1,075	257.33	68.3	175.82	238.71	65.6	156.52	12.3
International	14	3,684	189.58	73.3	138.98	184.92	72.6	134.22	3.5
Domestic	92	51,568	211.82	77.3	163.73	202.55	76.7	155.27	5.4
All Markets - Nominal US\$	106	55,252	210.40	77.0	162.07	201.43	76.4	153.86	5.3

(1) For a discussion of our markets and constant US\$ and nominal US\$ presentation, see “—Comparable Hotel Operating Statistics.”

RevPAR improvements were led by properties in our west coast markets, including San Francisco and Seattle, where comparable RevPAR increased 15.2% and 12.8%, respectively. Both markets benefited from already high levels of demand and solid group business, allowing for significant rate improvements for both group and transient business. Our hotels in these markets also benefited from post-renovation improvements.

Additionally, our Los Angeles and San Diego markets experienced a 7.4% and 6.1% growth in RevPAR, respectively. The Los Angeles RevPAR growth was driven by an 8.9% improvement in rate, the result of strong group and transient demand which allowed for a reduction in discounted room nights. The RevPAR growth at our San Diego hotels was due to a combination of rate growth of 3.8% and an increase in occupancy of 1.8 percentage points. Steady transient demand at these hotels led to a favorable business mix shift to higher-rated transient segments. With average occupancy over 80% for full year 2014, our Hawaii hotels experienced a 7.1% increase in average rate, as the business mix shifted to higher-rated leisure travelers, including customers previewing the new timeshare project adjacent to the Hyatt Regency Maui Resort & Spa.

In comparison, our east coast properties lagged the portfolio, primarily reflecting results in New York and Washington, D.C., where recent new supply has limited RevPAR growth to 3.3% and 1.9%, respectively. Our Boston market generally was in-line with the portfolio, with RevPAR improvement of 5.0%. This improvement reflected an increase in rate of 7.8%, offset by a decrease in occupancy of 2.1 percentage points, partially due to less favorable comparisons due to the World Series events in 2013. Our Florida market outperformed for the year, with an increase in comparable RevPAR of 8.5% compared to 2013 due to the combination of an increase in average room rate of 5.1% and an increase in occupancy of 2.5 percentage points, as our resort properties performed well, benefiting from an increase in both transient and group business.

Our Central markets were led by our Denver properties, as comparable RevPAR increased 11.2%, driven by a mix of strong citywide demand driving a 5.7% increase in rate, as well as an increase in occupancy of 3.3 percentage points. Our Chicago and Houston markets underperformed, with RevPAR increases of 2.7% and 0.9%, respectively. The Chicago market was affected by severe winter weather and a decrease in citywide events, while the Houston market was affected by renovation activity at some of our larger properties and the decline in oil prices.

Our international markets experienced a strong growth in RevPAR of 10.2%, led by our Latin American properties with RevPAR growth of 23.3%, on a constant US\$ basis, as the JW Marriott Hotel Rio de Janeiro benefited from the FIFA World Cup and the JW Marriott Hotel Mexico City benefited from the rooms renovation completed in 2013. Our Canadian properties, in particular in Calgary, were affected negatively by falling oil prices and renovations.

#### *Comparable Hotel Sales by Property Type.*

The following table sets forth performance information for our comparable hotels by property type as of December 31, 2014 and 2013:

**Comparable Hotels by Type in Nominal US\$**

Property type <sup>(1)</sup>	As of December 31, 2014		Year ended December 31, 2014			Year ended December 31, 2013			Percent Change in RevPAR
	No. of Properties	No. of Rooms	Average Room Rate	Average Occupancy Percentage	RevPAR	Average Room Rate	Average Occupancy Percentage	RevPAR	
Urban	56	34,536	\$ 225.22	78.5%	\$ 176.83	\$ 217.29	78.1%	\$ 169.66	4.2%
Suburban	28	9,807	165.80	71.5	118.60	156.26	70.7	110.51	7.3
Resort/Conference	11	5,570	258.09	73.6	189.95	244.50	72.5	177.23	7.2
Airport	11	5,339	144.66	81.1	117.32	133.71	79.9	106.82	9.8
All Types	106	55,252	210.40	77.0	162.07	201.43	76.4	153.86	5.3

(1) For a discussion of our property types, see “—Comparable Hotel Operating Statistics.”

For 2014, our airport properties led the portfolio for the year with RevPAR growth of 9.8%, driven by strong rate growth at our west coast airport properties. Our urban properties experienced RevPAR growth of 4.2%, as some of our more concentrated urban markets, such as New York and Washington, D.C., experienced slower growth due to increased supply. The RevPAR improvements at our suburban properties of 7.3% was driven by an increase in rates of 6.1%, as high occupancy levels in urban markets has helped drive demand in adjacent suburban markets. An increase in leisure travel and corporate group demand in 2014 led to a 7.2% increase in RevPAR at our resort properties, reflecting a 5.6% increase in rate growth and improvement in occupancy of more than 1 percentage point.

#### *Hotel Sales by Business Mix.*

The information below is derived from business mix results from comparable hotels for which 2014 and 2013 business mix information is available. In 2014, overall revenue growth was due to both group and transient growth. Group business was inconsistent throughout the year, with strong growth in the first and third quarters offset by slow growth in the second quarter and a slight decline in the fourth quarter. The inconsistency primarily can be attributed to timing of holidays throughout the year, as well as significant renovation activity in the fourth quarter. Overall, group revenues improved 5.6% compared to the prior year, consisting of a 2.8% average room rate increase coupled with a 2.7% growth in group room nights sold. Corporate and association group revenue increased

by a combined 5.0%, while other groups revenue, both leisure and government groups, grew by a combined 7.4%. During 2014, transient revenues increased 5.1% when compared to 2013, reflecting an increase in average room rate of 4.9%, and a 0.2% increase in nights sold. The transient average room rate increase resulted from a combination of segment price increases and an increasingly favorable shift to higher-rated retail customers.

## **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 derived primarily from the activities of Host L.P., which generates the capital required by our business from hotel operations, the incurrence of debt, the issuance of OP units or the sale of properties. Host Inc. is a REIT and its only significant asset is the 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. 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 liquidity and capital resources as the discussion applies both to Host Inc. and Host L.P.

***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. We believe this strategy will result in a lower overall cost of capital, allow us to complete opportunistic investments and acquisitions and will position us to manage potential declines in operations throughout the lodging cycle. As operations have improved in the past several years, we have decreased our leverage as measured by our net debt-to-EBITDA ratio and reduced our debt service obligations, leading to an increase in our fixed charge coverage ratio.

We intend to use available cash predominantly for acquisitions or other investments in our portfolio to the extent that they meet our return requirements. If we are unable to find appropriate investment opportunities, we will consider other uses of any available cash, such as a return of capital through dividends or common stock repurchases, the level of which will be determined by our operations and other market factors. Significant factors we review to determine the level and timing of common stock repurchases include the current stock price compared to our determination of the underlying value of our assets, current and forecasted operating results and the completion of hotel sales.

We have structured our debt profile to maintain a balanced maturity schedule and minimize the number of assets that are encumbered by mortgage debt. We have access to multiple types of financing as approximately 91% of our debt consists of senior notes and borrowings under our credit facility, none of which are collateralized by specific hotel properties. Our senior unsecured debt is rated investment grade by Moody's Investor Services, Fitch Ratings and Standard & Poor's Rating Service, which has allowed us to borrow capital at lower rates than previously achieved. In 2015, we refinanced \$1 billion of senior notes, closed on a \$500 million term loan, exchanged our \$400 million of Debentures for common stock and repaid \$35 million of mortgage debt. Additionally, 96% of our hotels (as measured by revenues) are unencumbered by mortgage debt.

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 near-term debt maturities and fund our capital expenditures programs. We may continue to access the capital markets if favorable conditions exist in order to further enhance our liquidity and to fund cash needs. The table below details our significant cash flows for the three years ended December 31 (in millions):

	2015	2014	2013
Cash and cash equivalents, beginning of year	\$ 684	\$ 861	\$ 417
Increase (decrease) in cash and cash equivalents	(445)	(177)	444
Cash and cash equivalents, end of year	<u>\$ 239</u>	<u>\$ 684</u>	<u>\$ 861</u>
<i>Operating activities</i>			
Cash provided by operating activities	\$ 1,171	\$ 1,150	\$ 1,019
<i>Investing activities</i>			
Acquisitions and investments	(442)	(216)	(259)
Dispositions and return of capital from investments	383	539	643
Capital expenditures	(663)	(436)	(436)
<i>Financing activities</i>			
Issuances of senior notes	898	—	400
Issuances of mortgage debt	—	4	150
Issuance of credit facility term loan	500	—	—
Net draws (repayments) on credit facility revolver	120	(221)	186
Repurchase of senior notes, including exchangeable debentures	(1,001)	(150)	(801)
Mortgage debt and other prepayments and scheduled maturities	(35)	(384)	(411)
Common stock repurchase	(675)	—	—
<i>Host Inc.:</i>			
Common stock issuance	2	4	303
Dividends on common stock	(646)	(469)	(313)
<i>Host L.P.:</i>			
Common OP unit issuance	2	4	303
Distributions on common OP units	(654)	(475)	(317)

**Cash Requirements.** We use cash for acquisitions, capital expenditures, debt payments, operating costs, corporate and other expenses, as well as 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 pay dividends are provided by Host L.P. Our primary sources of cash include cash from operations, proceeds from the sale of assets, borrowings under our credit facility and debt and equity issuances. Assuming the exercise of credit facility extensions, we have no significant debt maturities until 2019.

**Capital Resources.** 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. 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 of such indebtedness, which include, among other things, the allowable amounts of leverage, interest coverage and fixed charges.

If, at any time, we determine that market conditions are favorable, after taking into account our liquidity requirements, we may cause Host L.P. to issue senior notes or debentures exchangeable for shares of Host Inc. common stock. Given our total debt level and maturity schedule, we also will continue to redeem or refinance senior notes and mortgage debt from time to time, taking advantage of favorable market conditions. In February 2016, Host Inc.'s Board of Directors authorized repurchases of up to \$500 million of senior notes and mortgage debt other than in accordance with its terms. We may purchase senior notes for cash through open 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 will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors. Any refinancing or retirement before the maturity date will affect earnings and NAREIT FFO per diluted share as a result of the payment of any applicable call premiums and the acceleration of previously deferred financing costs. In addition, while we intend to use any available cash predominantly for acquisitions or other investments in our hotel portfolio, to the extent we do not identify appropriate investments, we may elect in the future to use available cash for other purposes, including share repurchases, subject to market conditions. Accordingly, in light of our priorities in managing our capital structure and liquidity profile and given prevailing conditions and relative pricing in the capital markets, we may, at any time, subject to applicable securities laws, be considering, or be in discussions with respect to the repurchase or issuance of exchangeable debentures and/or senior notes or the repurchase or sale of common stock. Any such transactions may, subject to applicable securities laws, occur simultaneously.



We continue to explore potential acquisitions and anticipate that any such future acquisitions will be funded primarily by proceeds from sales of properties, but also potentially from equity offerings of Host Inc., issuances of OP units by Host L.P., incurrence of debt, available cash or advances under our credit facility. Given the nature of these transactions, we can make no assurances that we will be successful in acquiring any one or more hotels 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 the securities or assets of other REITs.

**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 \$702 million available capacity under the revolver portion of our credit facility is mitigated, as the credit risk is spread among a diversified group of investment grade financial institutions. At December 31, 2015, the exposure risk related to our derivative contracts totaled \$17 million and the counterparties were investment grade financial institutions.

**Sources and Uses of Cash.** In 2015, our primary sources of cash included cash from operations, proceeds from asset sales, debt issues and returns from equity investments. Our primary uses of cash during the year consisted of acquisitions, capital expenditures, operating costs, debt repayments and repurchases, common stock repurchases and distributions to equity holders. We anticipate that our sources and uses of cash will be similar during 2016.

**Cash Provided by Operations.** Our cash provided by operations for 2015 increased \$21 million to \$1,171 million compared to 2014 reflecting improved operations at our hotels.

**Cash Used in Investing Activities.** Approximately \$736 million of cash was used in investing activities during 2015 compared to \$93 million in 2014. In addition to the acquisition, investment and disposition activity detailed in the charts below, we spent approximately \$663 million on capital expenditures, compared to \$436 million in 2014. Our renewal and replacement capital expenditures for 2015 were approximately \$388 million, which reflects an increase of approximately 20% from 2014 levels. Our renewal and replacement capital expenditures generally are funded by the furniture, fixture and equipment funds established at certain of our hotels (typically 5% of property revenues) and by our available cash. We also spent approximately \$275 million in 2015 on ROI/redevelopment projects and acquisition capital expenditures, which reflects an increase of approximately 145% compared to 2014 levels. Additionally, we have capitalized certain internal costs and interest expense associated with our capital expenditures projects in accordance with GAAP. These capitalized costs were \$13 million, \$14 million and \$11 million for 2015, 2014 and 2013, respectively.

The following tables summarize significant investment activities and dispositions that have been completed as of February 19, 2016 (in millions):

Transaction Date		Description of Transaction	Investment
<b>Acquisitions/Investments</b>			
December	2015	Acquisition of land under Minneapolis City Center Marriott	\$ (34)
June	2015	Acquisition of The Phoenician	(400)
January-December	2014	Investment in Maui JV	(40)
January-December	2014	Development costs for two hotels in Rio de Janeiro	(13)
January-December	2014	Investment in Euro JV <sup>(1)</sup>	(21)
August	2014	Acquisition of b2 miami downtown hotel <sup>(2)</sup>	(58)
January	2014	Acquisition of The Powell Hotel <sup>(3)</sup>	(75)
Total acquisitions/investments			<u>\$ (641)</u>



- (1) Includes contribution of \$14 million to fund the acquisition of the Sheraton Berlin Grand Hotel Esplanade (formerly Grand Hotel Esplanade) by the Euro JV.  
(2) The b2 miami downtown hotel was renovated and reopened as the YVE Hotel Miami.  
(3) The Powell Hotel was renovated and reopened as the Axiom Hotel.

Transaction Date		Description of Transaction	Net Proceeds <sup>(1)</sup>	Sales Price
<b>Dispositions/Return on Investments</b>				
February	2016	Disposition of San Diego Marriott Mission Valley	\$ 76	\$ 76
February	2016	Disposition of Novotel Wellington	13	22
January - December	2015	Distribution from Euro JV	115	115
October - November	2015	Disposition of three hotels in New Zealand	61	98
August	2015	Disposition of Kansas City Airport Marriott	9	9
June	2015	Disposition of Park Ridge Marriott and Chicago Marriott O'Hare	88	89
June	2015	Disposition of Sheraton Needham	53	54
March	2015	Disposition of Delta Meadowvale Hotel & Conference Centre	32	33
December	2014	Disposition of Dayton Marriott	18	21
December	2014	Disposition of Greensboro-High Point Marriott Airport	16	19
October	2014	Disposition of Tampa Marriott Waterside Hotel & Marina	189	199
April	2014	Distribution from Euro JV	17	17
February	2014	Disposition of Courtyard Nashua	9	10
January	2014	Sale of 89% interest in the Philadelphia Marriott Downtown <sup>(2)</sup>	290	270
Total dispositions			<u>\$ 986</u>	<u>\$ 1,032</u>

- (1) Proceeds are net of mortgage debt repayments, FF&E replacement funds paid by the purchasers and retained at the hotels, transfer taxes and other sales costs.  
(2) Sale price represents the 89% interest in the hotel that was sold. Net proceeds also include our 11% portion of the proceeds received from the \$230 million mortgage loan issued by the joint venture at closing.

**Cash Used in Financing Activities.** Net cash used in financing activities was \$865 million for 2015, as compared to \$1,226 million in 2014. During 2015, debt activity resulted in a net debt issuance of approximately \$482 million compared to debt repayments of \$751 million in 2014. Additionally, in 2015, we repurchased approximately \$675 million of common stock and cash dividends paid during the year increased \$177 million, or 38%, in 2015 to \$646 million.

The following table summarizes significant debt issuances, net of deferred financing costs, that have been completed as of February 19, 2016 (in millions):

Transaction Date		Description of Transaction	Net Proceeds
<b>Debt Issuances</b>			
December	2015	Borrowings on the \$500 million 2015 Term Loan Facility	\$ 200
June - December	2015	Net draw on revolver portion of credit facility	120
October	2015	Proceeds from the issuance of \$400 million 4.5% Series F senior notes	395
September	2015	Borrowings on the \$500 million 2015 Term Loan Facility	297
May	2015	Proceeds from the issuance of \$500 million 4% Series E senior notes	495
Total issuances			<u>\$ 1,507</u>

The following table presents significant debt repayments, including prepayment premiums, that have been completed as of February 19, 2016 (in millions):

Transaction Date		Description of Transaction	Transaction Amount
<b>Cash Repayments</b>			
February	2016	Repayment of NZ\$14 million mortgage loan on the Novotel Wellington	\$ (9)
November	2015	Redemption of \$500 million of 6% Series V senior notes	(515)
October - November	2015	Repayment of NZ\$52 million mortgage loan on three New Zealand hotels	(35)
June	2015	Redemption of \$500 million of 5 7/8% Series X senior notes	(515)
January - October	2014	Net repayment on revolver portion of credit facility	(221)
October	2014	Redemption of Dulles Airport industrial revenue bond	(12)
June	2014	Redemption of Philadelphia Airport Marriott industrial revenue bond	(40)
June	2014	Redemption of Newark Liberty International Airport Marriott industrial revenue bond	(32)
February	2014	Repayment of mortgage loan on the Ritz-Carlton, Naples and Newport Beach Marriott	(300)
February	2014	Redemption of \$150 million of 6 3/4% Series Q senior notes	(152)
Total cash repayments			<u>\$ (1,831)</u>

**Non-cash Debt Transaction**

July - October	2015	Exchange of Debentures for common stock	<u>\$ (399)</u>
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**Equity/Capital Transactions.** The following table summarizes significant equity transactions that have been completed as of February 19, 2016 (in millions):

Transaction Date		Description of Transaction	Transaction Amount
<b>Equity of Host Inc.</b>			
January	2016	Dividend payment <sup>(1)(2)</sup>	\$ (150)
January-December	2015	Dividend payment <sup>(1)(2)</sup>	(646)
May - December	2015	Repurchase of 38.3 million shares of Host Inc. common stock	(675)
January-December	2014	Dividend payments <sup>(2)</sup>	(469)
Cash payments on equity transactions			<u>\$ (1,940)</u>

**Non-cash Equity Transaction**

July - October	2015	Issuance of approximately 32 million common shares of Host Inc. for the exchange of the Debentures <sup>(3)</sup>	<u>\$ 399</u>
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(1) Our dividend payment for the fourth quarter of 2015 was made in January 2016, but accrued at December 31, 2015.

(2) In connection with the dividends, Host L.P. made distributions of \$152 million in 2016, \$654 million in 2015 and \$475 million in 2014 to its common unit holders.

(3) In connection with the exchange, Host L.P. issued approximately 31.3 million common OP units to Host Inc.

## Financial Condition

As of December 31, 2015, our total debt was approximately \$4 billion, of which 65% carried a fixed rate of interest. Total debt was comprised of the following (in millions):

	As of December 31,	
	2015	2014
Series V senior notes, with a rate of 6% due November 2020	\$ —	\$ 495
Series X senior notes, with a rate of 5¾% due June 2019	—	493
Series Z senior notes, with a rate of 6% due October 2021	297	296
Series B senior notes, with a rate of 5¼% due March 2022	347	346
Series C senior notes, with a rate of 4¾% due March 2023	445	445
Series D senior notes, with a rate of 3¾% due October 2023	397	397
Series E senior notes, with a rate of 4% due June 2025	495	—
Series F senior notes, with a rate of 4½% due February 2026	395	—
2009 Exchangeable Senior Debentures, with a rate of 2½% due October 2029	—	386
Total senior notes	2,376	2,858
Credit facility revolver	295	198
2014 Credit facility term loan due June 2017	499	499
2015 Credit facility term loan due September 2020	497	—
Mortgage debt (non-recourse), with an average interest rate of 4.7% and 5.0% at December 31, 2015 and 2014, respectively, maturing through January 2024	350	402
Total debt	<u>\$ 4,017</u>	<u>\$ 3,957</u>

Aggregate debt maturities at December 31, 2015 are as follows (in millions):

	Senior notes and credit facility	Mortgage debt and other	Total
2016	\$ —	\$ 163	\$ 163
2017	500	—	500
2018	298	36	334
2019	—	—	—
2020	500	—	500
Thereafter	2,400	150	2,550
	3,698	349	4,047
Deferred financing costs	(29)	—	(29)
Unamortized (discounts) premiums, net	(2)	—	(2)
Capital lease obligations	—	1	1
	<u>\$ 3,667</u>	<u>\$ 350</u>	<u>\$ 4,017</u>

**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., to which we refer collectively as the senior notes indenture. We pay interest on each series of our outstanding senior notes semi-annually 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.

**Pledges and Guarantees.** Under the senior notes indenture, all Host L.P. subsidiaries which guarantee Host L.P. debt are required to similarly guarantee debt issuances under the indenture. Also, to the extent the equity of any subsidiaries of Host L.P. is pledged to secure borrowings under the credit facility, such collateral likewise is required to secure senior note issuances under the senior notes indenture. While the credit facility currently does not include any subsidiary guarantees or pledges of equity interests, such guarantees or pledges subsequently will be required in the event that Host L.P.'s leverage ratio exceeds 6.0x for two consecutive fiscal quarters at a time that Host L.P. does not have an investment grade long-term unsecured debt rating. In the event that such guarantee and pledge requirement is triggered, the guarantees and pledges would ratably benefit the credit facility, as well as the senior notes issued under the senior notes indenture and certain hedging and bank product arrangements with lenders that are parties to the credit facility. If triggered, the guarantees and pledges only would be required by certain U.S. and Canadian subsidiaries of Host

L.P. and a substantial portion of our subsidiaries would not provide guarantees or pledges of equity interests. Further, if at any time our leverage ratio falls below 6.0x for two consecutive fiscal quarters or Host L.P. has an investment grade long-term unsecured debt rating, such guarantees and pledges may be released.

### *Senior Notes Indenture Covenants*

#### *Covenants for Senior Notes Issued After We Attained an Investment Grade Rating*

On October 14, 2015, we completed an underwritten public offering of \$400 million aggregate principal amount of Series F senior notes bearing interest at a rate of 4.5% per year due in 2026. The Series F senior notes are not redeemable prior to 90 days before the February 1, 2026 maturity date, except at a price equal to 100% of their principal amount, plus a make-whole premium as set forth in the senior notes indenture, plus accrued and unpaid interest to the applicable redemption date.

On May 15, 2015, we completed an underwritten public offering of \$500 million aggregate principal amount of Series E senior notes bearing interest at a rate of 4% per year due in 2025. The Series E senior notes are not redeemable prior to 90 days before the June 15, 2025 maturity date, except at a price equal to 100% of their principal amount, plus a make-whole premium as set forth in the senior notes indenture, plus accrued and unpaid interest to the applicable redemption date.

Series E and F senior notes were issued under a new senior notes indenture and have covenants customary for investment grade debt, primarily limitations on our ability to incur debt. There are no restrictions on our ability to pay dividends. These senior notes have covenants similar to our Series D senior notes, but are different than the covenants applicable to our prior series of senior notes issued before our investment grade rating.

Under the terms of the Series D, E and F senior notes, Host L.P.'s ability to incur indebtedness is subject to restrictions and the satisfaction of various conditions, including the achievement of an EBITDA-to-interest coverage ratio of at least 1.5x by Host L.P. As calculated, this ratio excludes from interest expense items such as call premiums and deferred financing charges that are included in interest expense on Host L.P.'s consolidated statement of operations. In addition, the calculation is based on Host L.P.'s pro forma results for the four prior fiscal quarters, giving effect to certain transactions, such as acquisitions, dispositions and financings, as if they had occurred at the beginning of the period. Other covenants limiting Host L.P.'s ability to incur indebtedness include maintaining total indebtedness of less than 65% of adjusted total assets (using undepreciated real estate book values), maintaining secured indebtedness of less than 40% of adjusted total assets (using undepreciated real estate book values) and maintaining total unencumbered assets of at least 150% of the aggregate principal amount of outstanding unsecured indebtedness of Host L.P. and its subsidiaries. So long as Host L.P. maintains the required level of interest coverage and satisfies these and other conditions in the senior notes indenture, it may incur additional debt.

We are in compliance with all of the financial covenants applicable to our Series D, E and F senior notes. The following table summarizes the financial tests contained in the senior notes indenture for our Series D, E and F senior notes and our actual credit ratios as of December 31, 2015:

	<b>Actual Ratio</b>	<b>Covenant Requirement</b>
Unencumbered assets tests	491%	Minimum ratio of 150%
Total indebtedness to total assets	21%	Maximum ratio of 65%
Secured indebtedness to total assets	2%	Maximum ratio of 40%
EBITDA-to-interest coverage ratio	9.1x	Minimum ratio of 1.5x

#### *Covenants for Senior Notes Issued Before We Attained an Investment Grade Rating*

Currently, our senior notes have an investment grade rating from both Moody's and Standard & Poor's. As a result, many of the restrictive covenants contained in the senior notes indenture and the supplemental indentures for our prior series of senior notes are not applicable, as they do not apply for so long as such series of notes maintain an investment grade rating from both Moody's and Standard & Poor's. The following primary covenants continue to apply to our existing senior notes (other than our Series D, E and F senior notes):

- restrict our ability to sell all or substantially all of our assets or merge with or into other companies; and
- require us to make an offer to repurchase the existing senior notes then currently outstanding upon the occurrence of a change of control.

If our senior notes no longer are rated investment grade by either or both of Moody's and Standard & Poor's, then the following covenants and other restrictions will be reinstated for our senior notes (but will not apply to the Series D, E and F senior notes which have different covenants):

- our ability to incur indebtedness and make distributions will be subject to restrictions and the satisfaction of various conditions, including the achievement of an EBITDA-to-interest coverage ratio of at least 2.0x. We will be able to make distributions to enable Host Inc. to pay dividends on its preferred stock, if any, under the senior notes indenture when our EBITDA-to-interest coverage ratio is above 1.7 to 1.0. This ratio is calculated in accordance with the terms of our senior notes indenture applicable to our non-investment grade senior notes based on pro forma results for the four prior fiscal quarters, giving effect to transactions such as acquisitions, dispositions and financings, as if they had occurred at the beginning of the period. 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, during the year ended December 31, 2015, approximately \$13 million of non-cash interest, which represents interest expense recorded as a result of the implementation in 2009 of an accounting requirement relating to our outstanding Exchangeable Senior Debentures. These amounts are included in interest expense on our consolidated statements of operations;
- other covenants limiting our ability to incur indebtedness and make distributions would include maintaining total indebtedness of less than 65% of adjusted total assets (using undepreciated real estate book values), excluding intangible assets, and maintaining secured indebtedness and subsidiary 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 applicable to our existing senior notes, we may make preferred or common OP unit distributions and incur additional debt, including debt incurred in connection with an acquisition. Even if we are below the coverage levels otherwise required to incur debt and make distributions when our senior notes no longer are rated investment grade, we still will be permitted to incur certain types of debt, including (i) credit facility debt, (ii) refinancing debt, (iii) up to \$400 million of mortgage debt, which proceeds would be used to repay debt under the credit facility (and permanently reduce our ability to borrow under the credit facility by such amount), and (iv) up to \$150 million of other debt. We also will be permitted to make distributions of estimated taxable income that are necessary to maintain Host Inc.'s REIT status;
- a requirement to maintain unencumbered assets, based on undepreciated book values, 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 (which 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); and
- our ability to make distributions on, redeem or repurchase our OP units; permit payment or distribution restrictions on certain of our subsidiaries; sell assets; enter into transactions with affiliates; and create certain liens will be restricted.

The following summarizes the actual credit ratios for our senior notes (other than the Series D, E and F senior notes) as of December 31, 2015 and the covenant requirements contained in the senior notes indenture that would be applicable at such times as our senior notes no longer are rated investment grade by either of Moody's or Standard & Poor's. Even if we were to lose the investment grade rating, we would be in compliance with all of our financial covenants under the senior notes indenture:

	<b>Actual Ratio*</b>	<b>Covenant Requirement</b>
Unencumbered assets tests	499%	Minimum ratio of 125%
Total indebtedness to total assets	21%	Maximum ratio of 65%
Secured indebtedness to total assets	1%	Maximum ratio of 45%
EBITDA-to-interest coverage ratio	9.2x	Minimum ratio of 2.0x

\* Because of differences in the calculation methodology between our Series D, Series E and Series F senior notes and our other senior notes, our actual ratios as reported can be slightly different.

*Exchangeable Debentures.* In 2009 Host L.P. issued \$400 million of 2½% exchangeable senior debentures. In October 2015, Host L.P. gave notice that it would redeem all of its currently outstanding Debentures at a cash redemption price of 100% of the principal amount, plus accrued interest. At the time, the Debentures were exchangeable and the exchange price was equivalent to a Host Inc. share price of \$12.45. Based on Host Inc.'s then current stock price, the exchange value of the Debentures exceeded the cash redemption price and holders of all but \$1 million of the Debentures elected to exchange their Debentures for shares of Host Inc. common stock at the exchange value rather than receive the redemption price at par. As a result, we issued 32 million shares of Host Inc. common stock upon exchange (including \$8.7 million of Debentures that had elected to exchange in July 2015) and redeemed approximately \$1 million of Debentures for cash.

**Credit Facility.** On June 27, 2014, we entered into a senior revolving credit facility with Bank of America, N.A., as administrative agent, JPMorgan Chase Bank, N.A., as syndication agent, and certain other agents and lenders. The credit facility allows for revolving borrowings in an aggregate principal amount of up to \$1 billion, including a foreign currency subfacility for Canadian dollars, Australian dollars, New Zealand dollars, Japanese yen, Euros, British pound sterling and, if available to the lenders, Mexican peso, of up to the foreign currency equivalent of \$500 million, subject to a lower amount in the case of New Zealand dollar and Mexican peso borrowings. The credit facility also provides a subfacility of up to \$100 million for swingline borrowings in U.S. dollars, Canadian dollars, Euros or British pounds sterling and a subfacility of up to \$100 million for issuances of letters of credit. Host L.P. also has the option to increase the aggregate principal amount of the credit facility by up to \$500 million, subject to obtaining additional loan commitments and satisfaction of certain conditions. The credit facility has an initial scheduled maturity of June 2018, with two six-month renewal options, subject to certain conditions, including the payment of an extension fee and the accuracy of representations and warranties.

**Credit Facility Term Loan.** The June 2014 credit facility contained a term loan facility of \$500 million, which replaced and refinanced the term loan under our prior facility of like amount. The term loan facility contains an option for us to increase the aggregate principal amount of the term loan facility by up to \$500 million in the future, subject to obtaining additional loan commitments and the satisfaction of the other conditions specified in the credit facility. The term loan facility has an initial scheduled maturity of June 2017, with two one-year renewal options, subject to certain conditions, including the payment of an extension fee and the accuracy of representations and warranties.

The term loan does not require any scheduled amortization payments prior to maturity. The term loan otherwise is subject to the same terms and conditions as those in the credit facility regarding subsidiary guarantees and pledges of security interests in subsidiaries, operational covenants, financial covenants and events of default (as discussed below).

**Amended and Restated Credit Facility.** On September 10, 2015, Host L.P. entered into an amendment and restatement of its existing \$1 billion revolving loan facility and \$500 million term loan bank credit facility with Bank of America, N.A., as administrative agent, for the purpose of adding a new \$500 million delayed draw term loan facility (the “2015 Term Loan Facility”). The 2015 Term Loan Facility was established through an exercise of the option under the existing credit facility to increase the amount of the facility by up to \$500 million. The restatement also included the opportunity to add an additional \$500 million of commitments which may be used for revolving credit facility borrowings and/or term loans, subject to obtaining additional loan commitments and the satisfaction of the other conditions specified in the restatement.

Host L.P. drew \$300 million under the 2015 Term Loan Facility on September 10, 2015, and the remaining \$200 million balance was drawn on December 29, 2015. Borrowings under the 2015 Term Loan Facility were used to repay amounts outstanding under the revolver portion of the credit facility.

The 2015 Term Loan Facility will mature in September 2020. The maturity dates of the revolving loan facility and the existing term loan facility under the existing credit facility remain unchanged. Neither the revolving loan facility, the 2014 Term Loan Facility nor the 2015 Term Loan Facility require any scheduled amortization payments prior to maturity. The 2015 Term Loan Facility is otherwise subject to terms and conditions similar to those in the existing credit facility regarding subsidiary guarantees and pledges of security interests in subsidiaries, operational covenants, financial covenants and events of acceleration, all of which remain unchanged under the restatement.

**Collateral and Guarantees.** The credit facility does not currently include any subsidiary guarantees or pledges of equity interests in our subsidiaries or any other security, and the guarantees and pledges are required only in the event that Host L.P.’s leverage ratio exceeds 6.0x for two consecutive fiscal quarters at a time that Host L.P. does not have an investment grade long-term unsecured debt rating. In the event that such guarantee and pledge requirement is triggered, the guarantees and pledges would ratably benefit the credit facility, as well as the notes outstanding under Host L.P.’s senior notes indenture, interest rate and currency hedges and certain other hedging and bank product arrangements with lenders that are parties to the credit facility. Even when triggered, the guarantees and pledges only would be required by certain U.S. and Canadian subsidiaries of Host L.P. and a substantial portion of our subsidiaries would provide neither guarantees nor pledges of equity interests. Further, if at any time our leverage ratio falls below 6.0x for two consecutive fiscal quarters or Host L.P. has an investment grade long-term unsecured debt rating, such guarantees and pledges may be released.

**Prepayments.** Voluntary prepayments of revolver borrowings and term loans under the credit facility are permitted in whole or in part without premium or penalty. The loans under the credit facility are required to be prepaid in the event that asset sales reduce adjusted total assets (using undepreciated real estate book values) to below \$10 billion if we do not reinvest the proceeds of those asset sales in new properties. At December 31, 2015, we have adjusted total assets, as defined in our credit facility, of \$19 billion.

**Financial Covenants.** The credit facility contains covenants concerning allowable leverage, fixed charge coverage and unsecured interest coverage. We are permitted to make borrowings and maintain amounts outstanding under the credit facility so long



as our leverage ratio is not in excess of 7.25x, our unsecured coverage ratio is not less than 1.75x and our fixed charge coverage ratio is not less than 1.25x. The financial covenants for the credit facility do not apply when there are no borrowings under the credit facility. Hence, so long as there are no amounts outstanding thereunder and the term loans are repaid, we would not be in default if we do not satisfy the financial covenants and we do not lose the potential to draw under the revolver portion of the credit facility in the future if we were ever to regain compliance with the financial covenants. These calculations are performed based on pro forma results for the prior four fiscal quarters, giving effect to transactions such as acquisitions, dispositions and financings as if they had 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 issuance of a loan in order to establish its fair value and non-cash interest expense due to the implementation in 2009 of accounting standards relating to our exchangeable debentures, all of which are included in interest expense on our consolidated statement of operations. Additionally, total debt used in the calculation of our leverage ratio is based on a “net debt” concept, pursuant to which cash and cash equivalents in excess of \$100 million are 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, 2015:

	<b>Actual Ratio</b>	<b>Covenant Requirement for all years</b>
Leverage ratio	2.8x	Maximum ratio of 7.25x
Fixed charge coverage ratio	7.0x	Minimum ratio of 1.25x
Unsecured interest coverage ratio <sup>(1)</sup>	10.5x	Minimum ratio of 1.75x

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

**Interest and Fees.** We pay interest on revolver borrowings under the credit facility at floating rates equal to LIBOR plus a margin. The margin ranges from 87.5 to 155 basis points (depending on Host L.P.’s unsecured long-term debt rating). We also pay a facility fee ranging from 12.5 to 30 basis points, depending on our rating and regardless of usage. Based on Host L.P.’s unsecured long-term debt rating as of December 31, 2015, we are able to borrow at a rate of LIBOR plus 100 basis points and pay a facility fee of 20 basis points. Interest on the term loans consists of floating rates equal to LIBOR plus a margin ranging from 90 to 175 basis points (depending on Host L.P.’s unsecured long-term debt rating). Based on Host L.P.’s long-term debt rating as of December 31, 2015, our applicable margin on LIBOR loans under the 2014 Term Loan is 112.5 basis points, for an all-in interest rate of 1.55%. Our applicable margin on the 2015 Term Loan for LIBOR loans is 110 basis points.

**Other Covenants and Events of Default.** The credit facility contains restrictive covenants on customary matters. Certain covenants are less restrictive at any time that our leverage ratio is below 6.0x, as currently is the case. 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 to the extent applicable, while our senior notes maintain an investment grade rating. Additionally, the credit facility’s restrictions on incurrence of debt and the payment of dividends and distributions generally are 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 and the lenders’ commitments may be terminated. In addition, upon the occurrence of certain insolvency or bankruptcy related events of default, all amounts due under the credit facility will automatically become due and payable and the lenders’ commitments automatically will terminate.

**Mortgage and Other Debt.** As of December 31, 2015, we had mortgage debt secured by seven hotels, which represent 4% of our total revenues in 2015. 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, 2015, secured debt represented approximately 9% of our total debt and our aggregate secured debt had an average interest rate of 4.7% and an average maturity of 4.0 years.

The following table summarizes our outstanding debt and scheduled amortization and maturities related to mortgage and other debt as of December 31, 2015 (in millions):

	Balance as of December 31,						
	2015	2016	2017	2018	2019	2020	Thereafter
<b>Mortgage Debt</b>							
Harbor Beach Marriott Resort and Spa, 4.75%, due 1/1/2024	\$ 150	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 150
New Zealand hotel portfolio, 5.85%, due 2/18/2018 <sup>(1)</sup>	36	—	—	36	—	—	—
Hyatt Regency Reston, 3.35%, due 7/1/16 <sup>(2)</sup>	100	100	—	—	—	—	—
Hilton Melbourne South Wharf, 6.07%, due 11/23/2016 <sup>(3)</sup>	63	63	—	—	—	—	—
Capital leases	1	1	—	—	—	—	—
Total mortgage debt	<u>\$ 350</u>	<u>\$ 164</u>	<u>\$ —</u>	<u>\$ 36</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 150</u>

(1) The floating interest rate is equal to the 3-month New Zealand Bank Bill Rate plus 66 basis points plus an additional commitment fee of 44 basis points per annum. In addition, we entered into a swap agreement that fixes 75% of the loan at an all-in rate of 6.85%. The rate shown reflects the rate in effect at December 31, 2015.

(2) This floating rate mortgage is based on LIBOR plus 310 basis points. The rate shown reflects the rate in effect at December 31, 2015.

(3) The floating interest rate is equal to the 3-month BBSY plus 230 basis points. In addition, we entered into separate agreements that fix 75% of the loan at an all-in rate of 6.7% and that cap the remaining 25% at an all-in interest rate of 9.9%. The rate shown reflects the rate in effect at December 31, 2015.

**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 ventures, is approximately \$91 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 and joint ventures attributable to us, based on our ownership percentage thereof, was \$347 million at December 31, 2015. This debt balance primarily is attributable to our approximate one-third ownership interest in the Euro JV. The mortgage debt related to the hotels owned by our Euro JV contains operating covenants that could result in the joint venture being required to escrow cash from operations or to make principal payments without penalty. The debt of our European and Asia/Pacific joint ventures is non-recourse to us. In addition, we have jointly and/or severally guaranteed construction loans incurred by our Maui timeshare and Hyatt Place Nashville joint ventures. See “—Off-Balance Sheet Arrangements and Contractual Obligations.”

**Distribution/Dividend.** Host Inc.’s policy on common dividends generally is to distribute, over time, 100% of its taxable income, which primarily is dependent on our results of operations, as well as gains and losses on property sales. Host Inc. paid a regular quarterly cash dividend of \$0.20 per share on its common stock on January 15, 2016 to stockholders of record as of December 31, 2015. The \$0.20 per share dividend represents Host Inc.’s intended regular quarterly dividend for the next several quarters, subject to Board approval. While Host Inc. intends to use available cash predominantly for acquisitions or other investments in its portfolio, to the extent that we do not identify appropriate investments, it may elect in the future, subject to market conditions, to use available cash for other purposes, such as common stock repurchases or increased dividends, which dividends could be in excess of taxable income. Any special dividend would be subject to approval by Host Inc.’s Board of Directors.

Funds used by Host Inc. to pay dividends are provided through distributions from Host L.P. As of December 31, 2015, Host Inc. is the owner of approximately 99% of Host L.P.’s common OP units. The remaining common OP units are owned by various unaffiliated limited partners. Each OP unit may be offered for redemption by the holders 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% non-controlling position of Host L.P. OP units when analyzing dividend payments by Host Inc. to its stockholders, as these holders of OP units 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 the other common OP unitholders.



## 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”), pursuant to which we have certain contingent liabilities and/or guarantees. Contingencies included on our balance sheet are discussed in Part II Item 8. “Financial Statements and Supplementary Data – Note 16. “Guarantees and Contingencies.” As of December 31, 2015, we are party to the following material off-balance sheet arrangements:

**European Joint Venture.** The Euro JV consists of two separate funds, with our partners being APG Strategic Real Estate Pool NV, an affiliate of 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”). We serve as the general partner for the joint venture and have a combined general and limited partner interest of 32.1% with respect to Euro JV Fund I and 33.4% with respect to Euro JV Fund II. Due to the ownership structure and substantive participating rights of the non-Host limited partners, including approval over financing, acquisitions and dispositions, and annual operating and capital expenditures budgets, the Euro JV is not consolidated in our financial statements. As of December 31, 2015, the total assets of the Euro JV are approximately €1.6 billion.

Our investment and partners’ funding as of December 31, 2015 is as follows:

	Host's Net Investment		Total Partner Funding	
	Euros (in millions)	US\$ (in millions)	Euros (in millions)	% of Total Commitment
Euro JV Fund I	€ 125	\$ 135	€ 463	67% <sup>(1)</sup>
Euro JV Fund II	106	116	301	67%
	<u>€ 231</u>	<u>\$ 251</u>	<u>€ 764</u>	

(1) The remaining commitment is limited to investments in the current portfolio of hotels, including capital expenditures and debt repayments.

In July 2015, the Euro JV Fund II partners amended the Euro JV partnership agreement to extend the commitment period for Euro JV Fund II by one year to June 27, 2016. The commitment period of Euro JV Fund I for acquisitions expired in December 2015. As asset manager of the Euro JV funds, we earn an asset management fee based on the amount of equity commitments and equity invested, which fees in 2015, 2014 and 2013 were approximately \$11 million, \$16 million and \$15 million, respectively.

The following table sets forth operating statistics for the Euro JV comparable hotels as of December 31, 2015 and 2014:

	Comparable Euro JV Hotels in Constant Euros <sup>(1)</sup>				
	2015		2014		Change 2014 to 2015
Average room rate	€	218.87	€	210.30	4.1%
Average occupancy		78.2%		78.1%	10bps
RevPAR	€	171.14	€	164.24	4.2%

(1) The presentation above includes the operating performance for the 9 properties consisting of 3,499 rooms in the joint venture with comparable results. The table excludes nine hotels sold in 2015, one hotel sold in 2014, and one hotel acquired in 2014 as the Euro JV did not own these hotels for the entirety of the periods presented. See “-Comparable Hotel Operating Statistics.”

The operating statistics of the hotels are presented in constant Euros, the functional currency of the Euro JV, in order to present the results of the hotels without the effects of foreign currency exchange rates. The functional currency of the hotel owned in the United Kingdom is the British pound sterling. For the year ended December 31, 2015, the Euro JV’s comparable hotel RevPAR in constant euros increased by 4.2%, which resulted in total revenue increase of 2.5%, on a constant euro basis.

For 2015, 2014 and 2013, our portion of the earnings (losses) of the Euro JV was €51 million (\$57 million), €17 million (\$21 million) and €(9) million, (\$12) million, respectively, and is included in equity in earnings (losses) of affiliates on our statements of operations. The earnings in 2015 include €39 million (\$43 million) related to our portion of the gains recognized on the sale of nine properties, discussed below. The earnings in 2014 include €3 million (\$4 million) related to our portion of the gains recognized on the sale of one property. The loss in 2013 includes €11 million (\$15 million) related to our portion of a €33 million impairment expense related to the Sheraton Roma Hotel & Conference Center, which has been sold. In addition to the US GAAP impairment analysis performed for each of the properties at the partnership level, we also reviewed our investment in the Euro JV for other-than-temporary impairment and determined that no additional impairment expense was necessary in 2015 or 2014.

Cash flows from operating activities of the Euro JV were €78 million, €69 million and €36 million for 2015, 2014 and 2013, respectively. Future cash flows from operations primarily are expected to continue to be used to invest in the portfolio through capital expenditures, to fund other investments or distributions to partners.

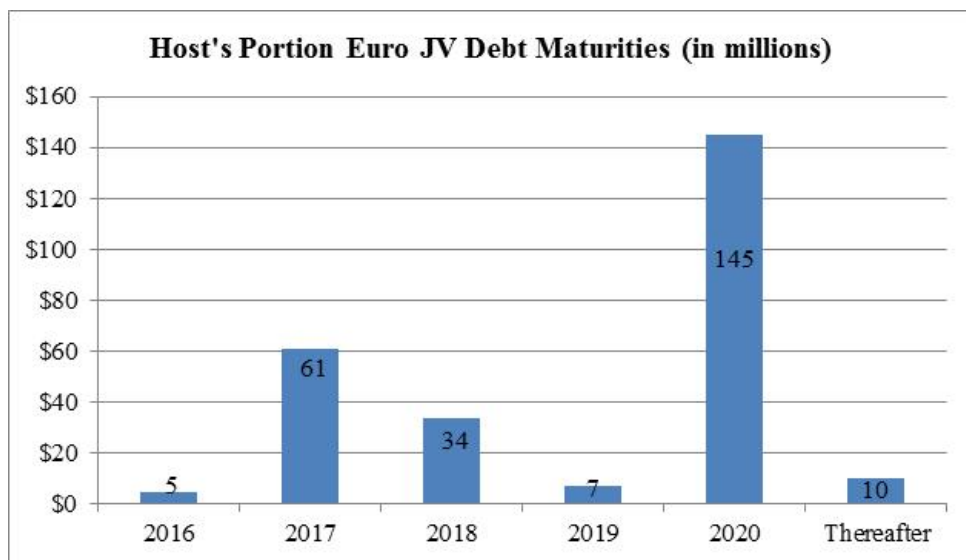
During 2015, the Euro JV distributed €328.5 million to its partners, of which Host's share was €107 million (\$115 million). Ninety-two percent of the 2015 distributions were funded by proceeds from the hotel dispositions described below, while the remainder was funded by cash from operations. During 2014, the Euro JV distributed €37 million to its partners, of which Host's share was €12 million (\$17 million), which distributions were funded with net proceeds from the hotel disposition described below. During 2015, 2014 and 2013, the Euro JV invested approximately €23 million, €21 million and €32 million, respectively, in capital expenditures projects. The Euro JV expects to spend between €15 million and €25 million on capital expenditures in 2016, none of which capital expenditures are expected to require additional partner contributions.

During 2015, the Euro JV sold nine properties for €526 million and repaid €229 million of mortgage loans secured by the properties. During 2014, the Euro JV sold one property for £33 million and repaid the £21 million mortgage loan secured by the property. Net proceeds from the hotel sales were distributed to the partners and were used for other partnership investments.

In 2014, the Euro JV acquired a 90% interest in the 394-room Grand Hotel Esplanade Berlin (renamed the Sheraton Berlin Grand Hotel Esplanade). The hotel was acquired based on an aggregate gross value of €81 million, and the partnership assumed €48 million of mortgage and other long-term debt. The net assets acquired were funded by partner contributions.

The Euro JV has €734 million of mortgage debt, all of which is non-recourse to us. A default of the Euro JV mortgage debt does not trigger a default under any of our debt. In addition to the repayment of mortgage debt in conjunction with the hotel dispositions described above, the Euro JV refinanced €174 million of mortgage debt in 2015, reducing its weighted average interest rate to 2.6%, a reduction of 90 basis points compared to year end 2014.

The following presents our portion of the Euro JV debt maturities as of December 31, 2015 (in USD):



We have entered into four foreign currency forward sale contracts in order to hedge the foreign currency exposure resulting from the eventual repatriation of our net investment in the Euro JV. The forward purchases will occur between January 2016 and September 2017. We have hedged €177 million (approximately \$208 million), of our investment through these contracts and have designated draws under our credit facility in Euros. For additional detail on the foreign currency forward sale contracts and our exposure to changes in foreign currency exchange rates, see Part II Item 7A. “Quantitative and Qualitative Disclosures about Market Risk.”

*Asia/Pacific Joint Venture.* We have a 25% interest in the Asia/Pacific JV with RECO Hotels JV Private Limited, an affiliate of GIC RE. The agreement may be terminated by either partner at any time, which would trigger the liquidation of the JV. Due to the ownership structure and the substantive participating rights of the non-Host limited partner, including approval over financing, acquisitions and dispositions, and annual operating and capital expenditures budgets, the Asia/Pacific JV is not consolidated in our financial statements. The commitment period for equity contributions to the Asia/Pacific JV expired in March 2012.

As of December 31, 2015, the partners have invested approximately \$96 million (of which our share was \$24 million) in a separate joint venture in India with Accor S.A. and InterGlobe Enterprises Limited, in which the Asia/Pacific JV holds a 36% interest. This joint venture owns five operating properties and is developing two additional properties in India, totaling approximately 1,750 rooms. Two of the properties opened in Bangalore in 2012, one opened in Chennai in 2014 and two opened in New Delhi in 2015. The two properties that are under various stages of development are located in Chennai. The hotels currently are and will be managed by AccorHotels under the Pullman, ibis and Novotel brands.

On October 14, 2015, the Asia/Pacific JV sold the Four Points by Sheraton Perth for A\$91.5 million and repaid A\$43 million of mortgage debt. The JV recorded a gain on sale of approximately A\$11 million (\$8 million).

**Maui Joint Venture.** We have a 67% ownership interest in a joint venture with an affiliate of HV Global Group, a subsidiary of Interval Leisure Group (“Interval”), to develop, sell and operate a 131-unit vacation ownership project in Maui, Hawaii adjacent to our Hyatt Regency Maui Resort & Spa (the “Maui JV”). Our ownership is a non-controlling interest as a result of the significant economic rights held by the Interval member, which also is the managing member. The project opened in December 2014 with total development costs of approximately \$195 million, which was partially funded with a \$110 million construction loan. The construction loan is jointly and severally guaranteed by us and Hyatt Hotels Corporation, and with member contributions. As of December 31, 2015, \$44 million was outstanding on the construction loan. We have contributed approximately \$87 million to the Maui JV, which includes the contribution of land valued at \$36 million. During 2015 and 2014, the Maui JV recognized \$76 million and \$54 million in sales of timeshare units. We recognized earnings of \$9 million and \$3 million in 2015 and 2014, respectively, which includes our portion of the net income of the partnership as well as a portion of the deferred gain on the contribution of the land.

**Hyatt Place Joint Venture.** We own a 50% interest in the 255-room Hyatt Place Nashville Downtown in Tennessee, which was developed for \$43 million through a joint venture with White Lodging Services. The joint venture holds a \$31 million loan, for which the partners have jointly and/or severally guaranteed 50% or the value. We invested approximately \$6 million for our investment in the joint venture. Due to the significant control rights of our partner, we do not consolidate the joint venture in our financial statements.

For additional discussion on each of our joint venture investments see Part II Item 8. Financial Statements and Supplementary Data – Note 3. “Investments in Affiliates.”

**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, 2015 (in millions):

	Total	Payments due by period			
		Less than 1 year	1 to 3 years	3 to 5 years	More than 5 years
Long-term debt obligations <sup>(1)</sup>	\$ 5,007	\$ 307	\$ 1,098	\$ 751	\$ 2,851
Capital lease obligations	1	1	—	—	—
Operating lease obligations	1,715	44	84	78	1,509
Purchase obligations <sup>(2)</sup>	513	463	50	—	—
Other long-term liabilities reflected on the balance sheet <sup>(3)</sup>	9	—	—	—	9
Total	<u>\$ 7,245</u>	<u>\$ 815</u>	<u>\$ 1,232</u>	<u>\$ 829</u>	<u>\$ 4,369</u>

(1) The amounts shown include amortization of principal, debt maturities and estimated interest payments. Interest payments have been reflected 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 two 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.

**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 such former affiliate was owned by us. This adjustment could result in 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 these tax sharing arrangements to be material.

**Tax Indemnification Agreements.** As a result of certain federal and state income tax considerations of the former owners of two hotels currently owned by Host L.P., we have agreed to restrictions on selling such hotels, or repaying or refinancing the mortgage debt, for varying periods. One of these agreements expires in 2028 and the other in 2031.

**Guarantees.** We have entered into certain guarantees, which consist of commitments we have made to third parties for leases or debt, that are not recorded 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. For a discussion of the largest guarantees (by dollar amount) see “Item 8. Financial Statements and Supplementary Data - Note 16. Guarantees and Contingencies.”

## **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. For a detailed discussion of the following critical accounting policies that require us to exercise our business judgment or make significant estimates see “Item 8. Financial Statements and Supplementary Data - Note 1. Summary of Significant Accounting Policies.”

- Business Combinations;
- Property and Equipment – Impairment testing;
- Property and Equipment – Other-than-Temporary Impairment of an Investment;
- Property and Equipment – Classification of Assets as “Held for Sale”;
- Depreciation and Amortization Expense;
- Derivative Instruments;
- Basis of Presentation and Principles of Consolidation;
- Foreign Currency Translation;
- Income Taxes – Deferred Tax Assets and Liabilities. Additionally, see “Item 8. Financial Statements and Supplementary Data - Note 6. Income Taxes” for more information; and
- Share based payments. Additionally, see “Item 8. Financial Statements and Supplementary Data - Note 8. Employee Stock Plans” for more information.

## **Application of New Accounting Standards**

In April 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2015-03, *Interest—Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs*. The new standard requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The standard is effective for annual reporting periods beginning after December 15, 2015, with early adoption permitted. We adopted ASU 2015-03 effective December 31, 2015 and reclassified deferred financing costs, net, from total assets to net of debt in the liabilities section of our balance sheet. Adoption of this standard affects only the presentation of our balance sheets.

In February 2015, the FASB issued ASU 2015-02, *Amendments to the Consolidation Analysis*. The ASU amends the consolidation guidance for variable interest entities (VIEs) and general partners' investments in limited partnerships and modifies the evaluation of whether limited partnerships and similar legal entities are VIEs or voting interest entities. The ASU is effective for interim and annual reporting periods beginning after December 15, 2015, with early adoption permitted.

In May 2014, the FASB issued Accounting Standards Update (ASU) No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*, which affects virtually all aspects of an entity's revenue recognition. The new standard sets forth five prescribed steps to determine the timing and amount of revenue to be recognized to appropriately depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In August 2015, the FASB issued ASU No. 2015-14, *Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date*, which deferred the effectiveness of ASU No. 2014-09 to reporting periods beginning after December 15, 2017 and permitted early application for annual reporting periods beginning after December 15, 2016. We have not yet completed our assessment of the effect of the new standard on our financial statements, including possible transition alternatives.

## Our Customers

Our customers fall into three broad groups: transient business, group business and contract business. Similar to the majority of the lodging industry, we further categorize business within these broad groups 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 significantly more affected by trends in business travel than trends in leisure demand. The four key subcategories of the transient business group are:

- *Retail*: This is the benchmark rate that a hotel publishes and offers to the general public. It typically is the rate charged to travelers that do not have access to negotiated or discounted rates. It includes the "rack rate," which typically is applied to rooms during high demand periods and is the highest rate category available. Retail room rates will fluctuate more freely depending on anticipated demand levels (e.g. seasonality and weekday vs. weekend stays).
- *Non-Qualified Discount*: These include special rates offered by the hotels, including packages, advance-purchase discounts and promotional offers. These also include rooms booked through online travel agencies (OTAs).
- *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 typically are negotiated annually at a discount to the anticipated retail rate. In addition, this category includes rates offered at the prevailing per diem for approved government travel.
- *Qualified Discount*: This category encompasses all discount programs, such as AAA and AARP discounts, rooms booked through wholesale channels, frequent guest program redemptions, and promotional rates and packages offered by a hotel.

Group business represents clusters of guestrooms booked together, usually with a minimum of 10 rooms. The three key subcategories 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.

Contract business refers to blocks of rooms sold to a specific company for an extended period of time at significantly discounted rates. Airline crews are typical generators of contract demand for our airport hotels. Additionally, contract rates may be utilized by hotels that are located in markets that are experiencing consistently lower levels of demand.

## Comparable Hotel Operating Statistics

To facilitate a year-to-year comparison of our operations, we present certain operating statistics (i.e., RevPAR, average daily rate and average occupancy) and operating results (revenues, expenses, hotel EBITDA and associated margins) for the periods included in this report on a comparable hotel basis to enable our investors to better evaluate our operating performance.

Because these statistics and operating results relate only to our hotel properties, they exclude results for our non-hotel properties and other real estate investments. 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 (as further defined below) during the reporting periods being compared.

The hotel business is capital-intensive and renovations are a regular part of the business. Generally, hotels under renovation remain comparable hotels. A large scale capital project that would cause a hotel to be excluded from our comparable hotel set is an extensive renovation of several core aspects of the hotel, such as rooms, meeting space, lobby, bars, restaurants and other public spaces. Both quantitative and qualitative factors are taken into consideration in determining if the renovation would cause a hotel to be removed from the comparable hotel set, including unusual or exceptional circumstances such as: a reduction or increase in room count, rebranding, a significant alteration of the business operations, or the closing of the hotel during the renovation.

We do not include an acquired hotel in our comparable hotel set until the operating results for that hotel have been included in our consolidated results for one full calendar year. For example, we acquired The Phoenician in June 2015. The hotel will not be included in our comparable hotel set until January 1, 2017. Hotels that we sell are excluded from the comparable hotel set once the transaction has closed. Similarly, hotels are excluded from our comparable hotel set from the date that they sustain substantial property damage or business interruption or commence a large-scale capital project. In each case, these hotels are returned to the comparable hotel set when the operations of the hotel have been included in our consolidated results for one full calendar year after completion of the repair of the property damage or cessation of the business interruption, or the completion of large-scale capital projects, as applicable.

Of the 107 hotels that we owned on December 31, 2015, 96 have been classified as comparable hotels. The operating results of the following hotels that we owned as of December 31, 2015 are excluded from comparable hotel results for these periods:

- Novotel Rio de Janeiro Parque Olimpico and ibis Rio de Janeiro Parque Olimpico (opened in the fourth quarter of 2014);
- The Phoenician (acquired in June 2015);
- YVE Hotel Miami (acquired as the b2 miami downtown hotel in August 2014);
- Axiom Hotel (acquired as the Powell Hotel in January 2014);
- The Camby Hotel (previously The Ritz-Carlton, Phoenix), removed in the third quarter of 2015 (business interruption due to rebranding, including closure of the hotel in July 2015 for extensive renovation work);
- Sheraton Santiago Hotel & Convention Center and San Cristobal Tower, Santiago, removed in the second quarter of 2015 (business interruption due to extensive guestroom renovation and reconfiguration, which requires temporary closure of a significant portion of the guestrooms);
- The Logan (previously the Four Seasons Philadelphia), removed in the first quarter of 2015 (business interruption due to rebranding, including closure of the hotel in order to expedite renovation efforts);
- Houston Airport Marriott at George Bush Intercontinental, removed in the first quarter of 2015 (business interruption due to complete repositioning of the hotel, including guest room renovations and the closure of two restaurants to create a new food and beverage outlet and lobby experience); and
- Marriott Marquis San Diego Marina, removed in the first quarter of 2015 (business interruption due to the demolition of the existing conference center and new exhibit hall).

The operating results of 13 hotels disposed of in 2015 and 2014 are not included in comparable hotel results for the periods presented herein.

As of December 31, 2014, 106 of our 114 hotels were classified as comparable. The operating results of the following hotels that we owned as of December 31, 2014 are excluded from comparable hotel results for these periods:

- Novotel Rio de Janeiro Parque Olimpico and ibis Rio de Janeiro Parque Olimpico (opened in the fourth quarter of 2014);
- YVE Hotel Miami (acquired as the b2 Miami downtown hotel in August 2014);
- Axiom Hotel (acquired as the Powell Hotel in January 2014);
- The Ritz-Carlton, Naples, removed in the third quarter of 2013 (business interruption due to the closure of the hotel during extensive renovations that were substantially completed in October 2013, including renovations of 450 rooms, including 35 suites, restaurant, façade and windows);
- Hyatt Place Waikiki Beach (acquired in May 2013);
- Novotel Christchurch Cathedral Square (business interruption due to the closure of the hotel following an earthquake in February 2011 and the subsequent extensive renovations, which hotel reopened in August 2013); and
- Orlando World Center Marriott, removed in the third quarter of 2012 (business interruption due to extensive renovations that were substantially completed in July 2013, including façade restoration, the shutdown of the main pool and a complete

restoration and enhancement of the hotel, including new water slides and activity areas, new pool dining facilities and the renovation of one tower of guestrooms, meeting space and restaurants).

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

Our markets consist of the following:

**Domestic**

- Boston – Greater Boston Metropolitan area;
- New York – Greater New York Metropolitan area, including northern New Jersey;
- Philadelphia – Philadelphia Metropolitan area;
- Washington D.C. – Metropolitan area, including the Maryland and Virginia suburbs;
- Atlanta – Atlanta Metropolitan area;
- Florida – All Florida locations;
- Chicago – Chicago Metropolitan area;
- Denver – Denver Metropolitan area;
- Houston – Houston Metropolitan area;
- Phoenix – Phoenix Metropolitan area, including Scottsdale;
- Seattle – Seattle Metropolitan area;
- San Francisco – Greater San Francisco Metropolitan area, including San Jose;
- Los Angeles – Greater Los Angeles area, including Orange County;
- San Diego – San Diego Metropolitan area;
- Hawaii – All Hawaii locations; and
- Other – Select cities in California, Indiana, Louisiana, Minnesota, Missouri, Ohio, Tennessee, and Texas;

**International**

- Asia-Pacific – Australia and New Zealand;
- Canada – Toronto and Calgary; and
- Latin America – Brazil, Chile and Mexico.

Our 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.

**Constant US\$, Nominal US\$, and Constant Euros**

Operating results denominated in foreign currencies are translated using the prevailing exchange rates on the date of the transaction, or monthly based on the weighted average exchange rate for the period. For comparative purposes, we also present the RevPAR results for 2014 assuming the results of our foreign operations were translated using the same exchange rates that were effective for the comparable periods in 2015, thereby eliminating the effect of currency fluctuation for the year-over-year comparisons. We believe this presentation is useful to investors as it provides clarity with respect to the growth in RevPAR in the local currency of the hotel consistent with the manner in which we would evaluate our domestic portfolio. However, the effect of changes in foreign currency has been reflected in the actual results of net income, EBITDA, earnings per diluted share and Adjusted

FFO per diluted share. Nominal US\$ results include the effect of currency fluctuations consistent with our financial statement presentation.

We also present RevPAR results for our joint venture in Europe in constant Euros using the same methodology as used for the constant US\$ presentation.

## **Non-GAAP Financial Measures**

We use certain “non-GAAP financial measures,” which are measures of our historical financial performance that are not calculated and presented in accordance with GAAP, within the meaning of applicable SEC rules. These measures are as follows: (i) EBITDA and Adjusted EBITDA, as a measure of performance for Host Inc. and Host L.P., (ii) Funds From Operations (“FFO”) and FFO per diluted share (both NAREIT and Adjusted), as a measure of performance for Host Inc., and (iii) comparable hotel property level operating results, as a measure of performance for Host Inc. and Host L.P.

We calculate NAREIT FFO per diluted share in accordance with standards established by NAREIT, which may not be comparable to measures calculated by other companies that do not use the NAREIT definition of FFO or do not calculate FFO per diluted share in accordance with NAREIT guidance. In addition, although FFO per diluted share is a useful measure when comparing our results to other REITs, it may not be helpful to investors when comparing us to non-REITs. We also calculate Adjusted FFO per diluted share, which measure is not in accordance with NAREIT guidance and may not be comparable to measures calculated by other REITs. EBITDA and Adjusted EBITDA, as presented, also may not be comparable to measures calculated by other companies. This information should not be considered as an alternative to net income, operating profit, cash from operations or any other operating performance measure calculated in accordance with GAAP. Cash expenditures for various long-term assets (such as renewal and replacement capital expenditures), interest expense (for EBITDA and Adjusted EBITDA purposes only) and other items have been and will be made and are not reflected in the EBITDA, Adjusted EBITDA, NAREIT FFO per diluted share and Adjusted FFO per diluted share presentations. Management compensates for these limitations by separately considering the impact of these excluded items to the extent they are material to operating decisions or assessments of our operating performance. Our consolidated statement of operations and cash flows include interest expense, capital expenditures, and other excluded items, all of which should be considered when evaluating our performance, as well as the usefulness of our non-GAAP financial measures. Additionally, NAREIT FFO per diluted share, Adjusted FFO per diluted share, EBITDA and Adjusted EBITDA should not be considered as a measure of our liquidity or indicative of funds available to fund our cash needs, including our ability to make cash distributions. In addition, NAREIT FFO per diluted share and Adjusted FFO per diluted share do not measure, and should not be used as a measure of, amounts that accrue directly to stockholders’ benefit. The following discussion defines these terms and presents why we believe they are useful measures of our performance.

### ***EBITDA and Adjusted EBITDA***

#### ***EBITDA***

Earnings before Interest Expense, Income Taxes, Depreciation and Amortization (“EBITDA”) is a commonly used measure of performance in many industries. Management believes EBITDA provides useful information to investors regarding our results of operations because it helps us and our investors evaluate the ongoing operating performance of our properties after removing the impact of our capital structure (primarily interest expense) and our asset base (primarily depreciation and amortization). Management also believes the use of EBITDA facilitates comparisons between us and other lodging REITs, hotel owners that are not REITs and other capital-intensive companies. Management uses EBITDA to evaluate property-level results and as one measure in determining the value of acquisitions and dispositions and, like FFO and Adjusted FFO per diluted share, it is widely used by management in the annual budget process and for compensation programs.

#### ***Adjusted EBITDA***

Historically, management has adjusted EBITDA when evaluating our performance because we believe that the exclusion of certain additional items described below provides useful supplemental information to investors regarding our ongoing operating performance and that the presentation of Adjusted EBITDA, when combined with the primary GAAP presentation of net income, is beneficial to an investor’s complete understanding of our operating performance. Adjusted EBITDA also is a relevant measure in calculating certain credit ratios. We adjust EBITDA for the following items, which may occur in any period, and refer to this measure as Adjusted EBITDA:

- ***Real Estate Transactions*** – We exclude the effect of gains and losses, including the amortization of deferred gains, recorded on the disposition or acquisition of depreciable assets and property insurance gains in our consolidated statement of operations because we believe that including them in Adjusted EBITDA is not consistent with reflecting the ongoing performance of our assets. In addition, material gains or losses from the depreciated book value of the disposed assets could be less important to investors given that the depreciated asset book value often does not reflect its market value (as noted below for FFO).



- *Equity Investment Adjustments* – We exclude the equity in earnings (losses) of unconsolidated investments in partnerships and joint ventures as presented in our consolidated statement of operations because it includes our pro rata portion of depreciation, amortization and interest expense, which are excluded from EBITDA. We include our pro rata share of the Adjusted EBITDA of our equity investments as we believe this more accurately reflects the performance of our investments. The pro rata Adjusted EBITDA of equity investments is defined as the EBITDA of our equity investments adjusted for any gains or losses on property transactions multiplied by our percentage ownership in the partnership or joint venture.
- *Consolidated Partnership Adjustments* – We deduct the non-controlling partners' pro rata share of the Adjusted EBITDA of our consolidated partnerships as this reflects the non-controlling owners' interest in the EBITDA of our consolidated partnerships. The pro rata Adjusted EBITDA of non-controlling partners is defined as the EBITDA of our consolidated partnerships adjusted for any gains or losses on property transactions multiplied by the non-controlling partners' positions in the partnership or joint venture.
- *Cumulative Effect of a Change in Accounting Principle* – Infrequently, the Financial Accounting Standards Board ("FASB") promulgates new accounting standards that require the consolidated statement of operations to reflect the cumulative effect of a change in accounting principle. We exclude these one-time adjustments because they do not reflect our actual performance for that period.
- *Impairment Losses* – We exclude the effect of impairment expense recorded because we believe that including them in Adjusted EBITDA is not consistent with reflecting the ongoing performance of our remaining assets. In addition, we believe that impairment expense, which is based on historical cost book values, is similar to gains (losses) on dispositions and depreciation expense, both of which also are excluded from EBITDA.
- *Acquisition Costs* – Under GAAP, costs associated with completed property acquisitions are expensed in the year incurred. We exclude the effect of these costs because we believe they are not reflective of the ongoing performance of the company.
- *Litigation Gains and Losses* – Effective April 1, 2013, we have excluded the effect of gains or losses associated with litigation recorded under GAAP that we consider outside the ordinary course of business, which is consistent with the definition of Adjusted FFO that we adopted effective January 1, 2011. We believe that including these items is not consistent with our ongoing operating performance.

In unusual circumstances, we also may adjust EBITDA for gains or losses that management believes are not representative of our current operating performance. For example, in 2013, management excluded the \$11 million gain from the eminent domain claim for land for which we received the cash proceeds in 2007, but, pending the resolution of certain contingencies, was not recognized until 2013. Typically, gains from the disposition of non-depreciable property are included in the determination of Adjusted EBITDA.

The following table provides a reconciliation of net income to Adjusted EBITDA (in millions):

**Reconciliation of Net Income to EBITDA and Adjusted EBITDA for Host Inc. and Host L.P.**

	Year ended December 31,	
	2015	2014
<b>Net income</b> <sup>(1)</sup>	\$ 571	\$ 747
Interest expense	234	214
Depreciation and amortization	716	695
Income taxes	9	14
<b>EBITDA</b> <sup>(1)</sup>	1,530	1,670
Gain on dispositions <sup>(2)</sup>	(93)	(233)
Gain on property insurance settlement	(2)	(1)
Acquisition costs	1	2
Litigation gain <sup>(3)</sup>	—	(61)
Non-cash impairment loss	—	6
Equity investment adjustments:		
Equity in earnings of affiliates	(70)	(26)
Pro rata Adjusted EBITDA of equity investments	68	68
Consolidated partnership adjustments:		
Pro rata Adjusted EBITDA attributable to non-controlling partners in other consolidated partnerships	(25)	(23)
<b>Adjusted EBITDA</b> <sup>(1)</sup>	<u>\$ 1,409</u>	<u>\$ 1,402</u>

(1) Net Income, EBITDA, Adjusted EBITDA, NAREIT FFO and Adjusted FFO include a gain of \$2 million and \$3 million for the years ended December 31, 2015 and 2014, respectively, for the sale of the portion of land attributable to individual units sold by the Maui timeshare joint venture.

(2) Reflects the sale of eight hotels in 2015, the sale of an 89% controlling interest in one hotel in 2014, and the sale of four hotels in 2014.

(3) We exclude the net effect of litigation recoveries/gains or losses that we consider outside of the ordinary course of business from our determination of Adjusted EBITDA and Adjusted FFO. For 2014, the amounts primarily reflect activity for the litigation concerning the ground lease for the San Antonio Marriott Rivercenter started in 2005. Over time, we had accrued litigation losses totaling \$69 million for this litigation. On October 3, 2014, the final motion for rehearing by Keystone-Texas Property Holding Corporation to the Texas Supreme Court was denied. As a result, in the third quarter of 2014, we reversed the \$69 million loss contingency, which is included as a reduction to corporate expense in net income. Consistent with our definition of Adjusted EBITDA and Adjusted FFO, we have excluded \$59 million of the gain, as the related accrual for this amount was similarly excluded in prior years. We are including \$10 million of the gain in Adjusted EBITDA and Adjusted FFO, which represents periodic interest accrued on the judgments since 2010, as this amount was included as a reduction in Adjusted EBITDA and Adjusted FFO in prior years.

**NAREIT FFO, NAREIT FFO per Diluted Share and Adjusted FFO per Diluted Share.** We present NAREIT FFO and NAREIT FFO per diluted share as non-GAAP measures of our performance in addition to our earnings per share (calculated in accordance with GAAP). We calculate NAREIT FFO per diluted share as our NAREIT FFO (defined as set forth below) for a given operating period, as adjusted for the effect of dilutive securities, divided by the number of fully diluted shares outstanding during such period in accordance with NAREIT guidelines. NAREIT defines FFO as net income (calculated in accordance with GAAP), excluding gains (losses) from sales of real estate, the cumulative effect of changes in accounting principles, real estate-related depreciation, amortization and impairments and adjustments for unconsolidated partnerships and joint ventures. Adjustments for unconsolidated partnerships and joint ventures are calculated to reflect our pro rata share of the FFO of those entities on the same basis.

We believe that NAREIT FFO per diluted share is a useful supplemental measure of our operating performance and that the presentation of NAREIT FFO per diluted share, when combined with the primary GAAP presentation of earnings per share, provides beneficial information to investors. By excluding the effect of real estate depreciation, amortization, impairments and gains and losses from sales of real estate, all of which are based on historical cost accounting and which may be of lesser significance in evaluating current performance, we believe such measures can facilitate comparisons of operating performance between periods and with other REITs, even though NAREIT FFO per diluted share does not represent an amount that accrues directly to holders of our common stock. Historical cost accounting for real estate assets implicitly assumes that the value of real estate assets diminishes predictably over time. As noted by NAREIT in its April 2002 “White Paper on Funds From Operations,” since real estate values historically have risen or fallen with market conditions, many industry investors have considered presentation of operating results for real estate companies that use historical cost accounting to be insufficient by themselves. For these reasons, NAREIT adopted the FFO metric in order to promote an industry-wide measure of REIT operating performance.

We also present Adjusted FFO per diluted share when evaluating our performance because management believes that the exclusion of certain additional items described below provides useful supplemental information to investors regarding our ongoing operating performance. Management historically has made the adjustments detailed below in evaluating our performance, in our

annual budget process and for our compensation programs. We believe that the presentation of Adjusted FFO per diluted share, when combined with both the primary GAAP presentation of earnings per share and FFO per diluted share as defined by NAREIT, provides useful supplemental information that is beneficial to an investor's complete understanding of our operating performance. We adjust NAREIT FFO per diluted share for the following items, which may occur in any period, and refer to this measure as Adjusted FFO per diluted share:

- *Gains and Losses on the Extinguishment of Debt* – We exclude the effect of finance charges and premiums associated with the extinguishment of debt, including the acceleration of the write off of deferred financing costs from the original issuance of the debt being redeemed or retired and incremental interest expense incurred during the refinancing period. We also exclude the gains on debt repurchases and the original issuance costs associated with the retirement of preferred stock. We believe that these items are not reflective of our ongoing finance costs.
- *Acquisition Costs* – Under GAAP, costs associated with completed property acquisitions are expensed in the year incurred. We exclude the effect of these costs because we believe they are not reflective of the ongoing performance of the company.
- *Litigation Gains and Losses* – We exclude the effect of gains or losses associated with litigation recorded under GAAP that we consider outside the ordinary course of business. We believe that including these items is not consistent with our ongoing operating performance.

In unusual circumstances, we also may adjust NAREIT FFO for gains or losses that management believes are not representative of our current operating performance. For example, in 2013, management excluded the \$11 million gain from the eminent domain claim for land for which we received the cash proceeds in 2007, but, pending the resolution of certain contingencies, was not recognized until 2013. Typically, gains from the disposition of non-depreciable property are included in the determination of NAREIT and Adjusted FFO.

The following table provides a reconciliation of net income to NAREIT FFO and Adjusted FFO (separately and on a per diluted share basis) for Host Inc. (in millions, except per share amounts):

**Host Inc. Reconciliation of Net Income  
to NAREIT and Adjusted Funds From Operations per Diluted Share**

	Year ended December 31,	
	2015	2014
<b>Net income</b> <sup>(1)</sup>	\$ 571	\$ 747
Less: Net income attributable to non-controlling interests	(13)	(15)
<b>Net income attributable to Host Inc.</b>	<b>558</b>	<b>732</b>
Adjustments:		
Gain on dispositions, net of taxes <sup>(2)</sup>	(93)	(232)
Gain on property insurance settlement	(2)	(1)
Depreciation and amortization	712	692
Non-cash impairment loss	—	6
Equity investment adjustments:		
Equity in earnings of affiliates	(70)	(26)
Pro rata FFO of equity investments	45	51
Consolidated partnership adjustments:		
FFO adjustment for non-controlling partnerships	(9)	(9)
FFO adjustments for non-controlling interests of Host L.P.	(7)	(6)
<b>NAREIT FFO</b> <sup>(1)</sup>	<b>1,134</b>	<b>1,207</b>
Adjustments to NAREIT FFO:		
Loss on debt extinguishment	45	4
Acquisition costs	1	3
Litigation gain <sup>(3)</sup>	—	(61)
<b>Adjusted FFO</b> <sup>(1)</sup>	<b>\$ 1,180</b>	<b>\$ 1,153</b>
<b>For calculation on a per share basis:</b>		
<b>Adjustments for dilutive securities</b> <sup>(4)</sup> :		
Assuming conversion of Exchangeable Senior Debentures	\$ 22	\$ 27
<b>Diluted NAREIT FFO</b>	<b>\$ 1,156</b>	<b>\$ 1,234</b>
<b>Diluted Adjusted FFO</b>	<b>\$ 1,202</b>	<b>\$ 1,180</b>
<b>Diluted weighted average shares outstanding-EPS</b>	<b>752.9</b>	<b>786.8</b>
Assuming conversion of Exchangeable Senior Debentures	25.4	—
<b>Diluted weighted average shares outstanding - NAREIT FFO and Adjusted FFO</b>	<b>778.3</b>	<b>786.8</b>
<b>NAREIT FFO per diluted share</b>	<b>\$ 1.49</b>	<b>\$ 1.57</b>
<b>Adjusted FFO per diluted share</b>	<b>\$ 1.54</b>	<b>\$ 1.50</b>

(1-3) Refer to the corresponding footnote on the Reconciliation of Net Income to EBITDA and Adjusted EBITDA for Host Inc. and Host L.P.

(4) Earnings per diluted share and NAREIT FFO and Adjusted FFO per diluted share are adjusted for the effects of dilutive securities. Dilutive securities may include shares granted under comprehensive stock plans, preferred OP units held by non-controlling partners, exchangeable debt securities and other non-controlling interests that have the option to convert their limited partnership interests to common OP units. No effect is shown for securities if they are anti-dilutive.

**Comparable Hotel Property Level Operating Results.** We present certain operating results for our hotels, such as hotel revenues, expenses, EBITDA and EBITDA margin, on a comparable hotel, or “same store,” basis as supplemental information for investors. Our comparable hotel results present operating results for hotels owned during the entirety of the periods being compared without giving effect to any acquisitions or dispositions, significant property damage or large scale capital improvements during these periods. We present comparable hotel EBITDA to help us and our investors evaluate the ongoing operating performance of our comparable properties after removing the impact of our capital structure (primarily interest expense), and its asset base (primarily depreciation and amortization). Other corporate-level costs and expenses are also removed to arrive at property-level results. We believe these property-level results provide investors with supplemental information into the ongoing operating performance of our comparable hotels. We eliminate depreciation and amortization because, even though depreciation and amortization are property-level expenses, these non-cash expenses, which are based on historical cost accounting for real estate assets, implicitly assume that the value of real estate assets diminishes predictably over time. As noted earlier, because real estate values historically have risen or fallen with market conditions, many industry investors have considered presentation of operating results for real estate companies that use historical cost accounting to be insufficient by themselves.

As a result of the elimination of corporate-level costs and expenses and depreciation and amortization, the comparable hotel operating results we present do not represent our total revenues, expenses or operating profit and these comparable hotel operating results should not be used to evaluate our performance as a whole. Management compensates for these limitations by separately considering the impact of these excluded items to the extent they are material to operating decisions or assessments of our operating performance. Our consolidated statements of operations include such amounts, all of which should be considered by investors when evaluating our performance.

We present these hotel operating results on a comparable hotel basis because we believe that doing so provides investors and management with useful information for evaluating the period-to-period performance of our hotels and facilitates comparisons with other hotel REITs and hotel owners. In particular, these measures assist management and investors in distinguishing whether increases or decreases in revenues and/or expenses are due to growth or decline of operations at comparable hotels (which represent the vast majority of our portfolio) or from other factors, such as the effect of acquisitions or dispositions. While management believes that presentation of comparable hotel results is a “same store” supplemental measure that provides useful information in evaluating our ongoing performance, this measure is not used to allocate resources or to assess the operating performance of these hotels, as these decisions are based on data for individual hotels and are not based on comparable portfolio hotel results. For these reasons, we believe that comparable hotel operating results, when combined with the presentation of GAAP operating profit, revenues and expenses, provide useful information to investors and management.

The following table presents certain operating results and statistics for our comparable hotels for the periods presented herein:

**Comparable Hotel Results for Host Inc. and Host L.P. <sup>(1)</sup>**  
(in millions, except hotel statistics)

	<b>Year ended December 31,</b>	
	<b>2015</b>	<b>2014</b>
Number of hotels	96	96
Number of rooms	52,944	52,944
Percent change in comparable hotel RevPAR - Constant US\$	3.8%	—
Percent change in comparable hotel RevPAR - Nominal US\$	2.9%	—
Operating profit margin <sup>(2)</sup>	12.1%	13.3%
Comparable hotel EBITDA margin <sup>(2)</sup>	27.05%	26.85%
Comparable hotel revenues		
Room	\$ 3,293	\$ 3,197
Food and beverage <sup>(3)</sup>	1,500	1,426
Other	283	292
Comparable hotel revenues <sup>(4)</sup>	5,076	4,915
Comparable hotel expenses		
Room	\$ 854	\$ 854
Food and beverage <sup>(5)</sup>	1,054	1,022
Other	130	148
Management fees, ground rent and other costs	1,665	1,572
Comparable hotel expenses <sup>(6)</sup>	3,703	3,596
<b>Comparable hotel EBITDA</b>	1,373	1,319
Non-comparable hotel results, net <sup>(7)</sup>	87	135
Depreciation and amortization	(716)	(701)
Interest expense	(234)	(214)
Provision for income taxes	(9)	(14)
Gain on sale of property and corporate level income/expense	70	222
<b>Net income</b>	<u>\$ 571</u>	<u>\$ 747</u>

- (1) The adoption of the 11th edition of the Uniform System of Accounts for the Lodging Industry (“USALI”) on January 1, 2015 has impacted our comparative operating results. The impact of USALI in 2015 reduced comparable RevPAR growth by approximately 20 basis points, reduced comparable hotel EBITDA margins by approximately 15 basis points, and increased comparable food and beverage revenue growth by approximately 270 basis points. These changes did not affect net income, comparable hotel EBITDA, or Adjusted EBITDA.
- (2) Operating profit margins are calculated by dividing the applicable operating profit by the related revenue amount. GAAP operating profit margins are calculated using amounts presented in the consolidated statements of operations. Comparable hotel EBITDA margins are calculated using amounts presented in the above table.
- (3) The reconciliation of total food and beverage sales per the consolidated statements of operations to the comparable food and beverage sales is as follows (as discussed above, 2014 amounts have not been adjusted for the adoption of the 11th edition of USALI):

	<b>Year ended December 31,</b>	
	<b>2015</b>	<b>2014</b>
Food and beverage sales per the consolidated statements of operations	\$ 1,568	\$ 1,546
Non-comparable hotel food and beverage sales	(107)	(156)
Food and beverage sales for the property for which we record rental income	39	36
Comparable food and beverage sales	<u>\$ 1,500</u>	<u>\$ 1,426</u>

- (4) The reconciliation of total revenues per the consolidated statements of operations to the comparable hotel revenues is as follows (as discussed above, 2014 amounts have not been adjusted for the adoption of the 11th edition of USALI):

	<b>Year ended December 31,</b>	
	<b>2015</b>	<b>2014</b>
Revenues per the consolidated statements of operations	\$ 5,387	\$ 5,354
Non-comparable hotel revenues	(373)	(495)
Hotel revenues for the property for which we record rental income, net	62	56
Comparable hotel revenues	<u>\$ 5,076</u>	<u>\$ 4,915</u>

- (5) The reconciliation of total food and beverage expenses per the consolidated statements of operations to the comparable food and beverage expenses is as follows (as discussed above, 2014 amounts have not been adjusted for the adoption of the 11th edition of USALI):

	<b>Year ended December 31,</b>	
	<b>2015</b>	<b>2014</b>
Food and beverage expenses per the consolidated statements of operations	\$ 1,110	\$ 1,109
Non-comparable hotel food and beverage expenses	(80)	(109)
Food and beverage expenses for the property for which we record rental income	24	22
Comparable food and beverage expenses	<u>\$ 1,054</u>	<u>\$ 1,022</u>

- (6) The reconciliation of operating costs and expenses per the consolidated statements of operations to the comparable hotel expenses is as follows (as discussed above, 2014 amounts have not been adjusted for the adoption of the 11th edition of USALI):

	<b>Year ended December 31,</b>	
	<b>2015</b>	<b>2014</b>
Operating costs and expenses per the consolidated statements of operations	\$ 4,737	\$ 4,644
Non-comparable hotel expenses	(286)	(360)
Hotel expenses for the property for which we record rental income	62	56
Depreciation and amortization	(716)	(701)
Corporate and other expenses	(94)	(43)
Comparable hotel expenses	<u>\$ 3,703</u>	<u>\$ 3,596</u>

- (7) Non-comparable hotel results, net, includes the following items: (i) the results of operations of our non-comparable hotels and sold hotels, which operations are included in our consolidated statements of operations as continuing operations, (ii) gains on property insurance settlements, and (iii) the results of our office buildings.

**Item 7A. Quantitative and Qualitative Disclosures about Market Risk**

All information in this section applies to Host Inc. and Host L.P.

**Interest Rate Sensitivity**

Our future income, cash flows and fair values with respect to financial instruments are dependent upon prevailing market interest rates. Market risk refers to the risk of loss from adverse changes in market prices and interest rates. We have no derivative financial instruments that are held for trading purposes. We use derivative financial instruments to manage, or hedge, interest rate risks.

The interest payments on 65% of our debt are fixed in nature. Valuations for mortgage debt and the credit facility are determined based on expected future payments, discounted at risk-adjusted rates. The senior notes are valued based on quoted market prices. If market rates of interest on our variable rate debt increase or decrease by 100 basis points, interest expense would increase or decrease, respectively, our future earnings and cash flows by approximately \$15 million in 2016. The table below presents scheduled maturities and related weighted average interest rates by expected maturity dates (in millions, except percentages):

	Expected Maturity Date								Fair Value
	2016	2017	2018	2019	2020	Thereafter	Total		
Liabilities									
Debt:									
Fixed rate <sup>(1) (2)</sup>	\$ (6)	\$ (5)	\$ (5)	\$ (4)	\$ (4)	\$ 2,543	\$ 2,519	\$ 2,610	
Average interest rate	4.66%	4.66%	4.66%	4.66%	4.66%	4.62%			
Variable rate <sup>(1)</sup>	\$ 163	\$ 500	\$ 335	\$ —	\$ 500	\$ —	\$ 1,498	\$ 1,498	
Average interest rate <sup>(3)</sup>	1.74%	1.57%	1.51%	1.52%	1.52%	—%			
Total debt							\$ 4,017	\$ 4,108	
Interest rate derivative									
Variable to fixed-notional <sup>(4)</sup>	\$ 45	\$ —	\$ 36	\$ —	\$ —	\$ —	\$ 81		
Fair value (asset)/liability									\$ 1
Average pay rate <sup>(5) (6)</sup>	6.30%	5.85%	5.85%	—%	—%	—%			
Average receive rate <sup>(5) (6)</sup>	4.31%	3.98%	3.98%	—%	—%	—%			

(1) The amounts are net of unamortized discounts and deferred financing costs.

(2) Negative amounts prior to maturity represent the amortization of original issue discounts and deferred financing costs.

(3) The interest rate for our floating rate payments is based on the rate in effect as of December 31, 2015. No adjustments are made for forecast changes in the rate.

**Interest rate swap derivatives designated as cash flow hedges.** We have designated our floating-to-fixed interest rate swap derivatives as cash flow hedges. The purpose of the interest rate swaps is to hedge against changes in cash flows (interest payments) attributable to fluctuations in benchmark interest rates associated with variable rate debt. The derivatives are valued based on the prevailing market yield curve on the date of measurement. We also evaluate counterparty credit risk when we calculate the fair value of the swaps. Changes in the fair value of the derivatives are recorded to other comprehensive income (loss) on the accompanying balance sheets. The hedges were fully effective as of December 31, 2015.

During 2015, in contemplation of issuing the 4% Series E senior notes, we entered into three forward swaps and two treasury locks for total notional amounts of \$150 million and \$200 million, respectively. The purpose of the forward swaps and treasury locks was to hedge against changes in interest-related cash flows (forecast interest payments) on an issuance of long-term debt. The forward swaps hedged the risk of changes in the 3-month LIBOR rate over a 10-year period and the treasury locks hedged the risk of changes in the 10-year U.S. Treasury rate. Subsequent to the pricing date of the 4% Series E senior notes in May 2015, we net settled the three forward swaps and two treasury locks for total proceeds of approximately \$4 million. The gain on the forward swaps and treasury locks initially was recorded to other comprehensive income and now is being amortized over the 10-year life of the Series E senior notes, as a reduction to interest expense.

Also in 2015, in contemplation of issuing the 4.5% Series F senior notes, we entered into five forward swaps for a total notional amount of \$350 million. The purpose of the forward swaps was to hedge against changes in interest-related cash flows (forecast interest payments) on an issuance of long-term debt. The forward swaps hedged the risk of changes in the 3-month LIBOR rate over a



10-year period. Subsequent to the pricing date of the 4.5% Series F senior notes in October 2015, we net settled the five forward swaps for a total payment of approximately \$9 million. The loss on the forward swaps initially was recorded to other comprehensive income and now is being amortized over the 10-year life of the Series F senior notes, as an increase to interest expense. The following table summarizes our interest rate swap derivatives designated as cash flow hedges (in millions): The following table summarizes our interest rate swap derivatives designated as cash flow hedges (in millions):

Currently Outstanding						Change in Fair Value - All Contracts			
Transaction Date	Total Notional Amount		Maturity Date	Swapped Index	All-in-Rate	Gain (Loss)			
						Year ended December 31,			
	2015	2014							
November 2011 <sup>(1)</sup>	A\$	62	November 2016	Reuters BBSY	6.7%	\$	1	\$	—
February 2011 <sup>(2)</sup>	NZ\$	53	February 2016	NZ\$ Bank Bill	7.15%		—		—

(1) The swap was entered into in connection with the A\$86 million (\$63 million) mortgage loan on the Hilton Melbourne South Wharf.

(2) The swap was entered into in connection with the NZ\$53 million (\$36 million) mortgage loan on four properties in New Zealand outstanding at December 31, 2015.

## Exchange Rate Sensitivity

We have currency exchange risk as a result of our hotel ownership in Australia, Brazil, Canada, Chile, Mexico and New Zealand and our investment in the European and Asia/Pacific joint ventures. We utilize several strategies to mitigate the exposure of exchange risk for our portfolio, including (i) utilizing local currency denominated debt (including foreign currency draws on our credit facility), (ii) entering into forward or option foreign currency purchase contracts, and (iii) investing through partnership and joint venture structures. For 2015 and 2014, revenues from our consolidated foreign operations were \$221 million and \$277 million, or 4% and 5%, respectively, of our total revenues. As of December 31, 2015, our international investments consisted of the following (in millions):

### Consolidated

Country	Consolidated Assets (Book Value)	Mortgage Debt	Non-Controlling Interest	Net Assets	Credit Facility Draw <sup>(1)</sup>	Foreign Currency Forward Purchase Contracts (notional)	Net Asset Exposure	2015 Net Gain/(Loss) on Foreign Currency Exposure <sup>(2)</sup>
Australia	\$ 110	\$ (63)	\$ (14)	\$ 33	\$ —	\$ —	\$ 33	\$ (5)
Brazil	65	—	—	65	—	—	65	(25)
Canada	71	—	—	71	(77)	(22)	(28)	(2)
Chile	60	—	—	60	—	—	60	(10)
Mexico	23	—	(11)	12	—	—	12	—
New Zealand	77	(36)	—	41	—	—	41	(2)
United Kingdom	—	—	—	—	(17)	—	(17)	1
	<u>\$ 406</u>	<u>\$ (99)</u>	<u>\$ (25)</u>	<u>\$ 282</u>	<u>\$ (94)</u>	<u>\$ (22)</u>	<u>\$ 166</u>	<u>\$ (43)</u>

### Unconsolidated

	Investment Balance	Foreign Currency Forward Purchase Contracts (notional)	Credit Facility Draw	Net Asset Exposure	2015 Net Gain/(Loss) on Foreign Currency Exposure (2)
European Joint Venture	\$ 251	\$ (124)	\$ (84)	\$ 43	\$ (13)
Asia/Pacific Joint Venture	25	—	—	25	—
	<u>\$ 276</u>	<u>\$ (124)</u>	<u>\$ (84)</u>	<u>\$ 68</u>	<u>\$ (13)</u>

- (1) Approximately \$33 million of the \$77 million CAD credit facility draw has been designated as a hedge of our net investment in Canadian entities.
- (2) Includes a net loss of \$52 million that is included in accumulated other comprehensive income and \$4 million recognized during 2015 in our Statement of Operations.

**Hedging Instruments.** As described above, to manage the currency exchange risk applicable to ownership in non-U.S. hotels, where possible, we may enter into forward or option foreign currency purchase contracts or designate a portion of the foreign currency draws on our credit facility as hedges of net investments in foreign operations. The foreign currency exchange agreements into which we have entered strictly are to hedge foreign currency risk and are not for trading purposes.

During 2015, upon the maturity of two foreign currency forward sale contracts with a total notional amount of €55 million, for which we received total proceeds of approximately \$12 million, we entered into two new foreign currency forward sale contracts with a total notional amount of €55 million. The gain related to the matured contracts is included in accumulated other comprehensive income and will be recognized in earnings when our investment in the Euro JV has been repatriated.

As of December 31, 2015, we have five foreign currency forward sale contracts that hedge a portion of the foreign currency exposure resulting from the eventual repatriation of our net investment in foreign operations. These derivatives are considered hedges of the foreign currency exposure of a net investment in a foreign operation and are marked-to-market with changes in fair value recorded to other comprehensive income (loss) within the equity portion of our balance sheets. The foreign currency forward sale contracts are valued based on the forward yield curve of the foreign currency to U.S. dollar forward exchange rate on the date of measurement. Pursuant to these contracts, we will sell the foreign currency amount, as applicable, and receive the U.S. dollar amount on the forward sale date. We also evaluate counterparty credit risk when we calculate the fair value of the derivatives.

As of December 31, 2015, the fair value of our foreign currency forward sale contracts is \$17 million. The following table summarizes our foreign currency forward sale contracts (in millions):

Currently Outstanding					Change in Fair Value - All Contracts				
Transaction Date Range	Total Transaction Amount in Foreign Currency		Total Transaction Amount in Dollars	Forward Purchase Date Range	Gain (Loss)				
					Year ended December 31,				
					2015		2014		
January 2013-September 2015	€	100	\$	124	January 2016-September 2017	\$	13	\$	18
November 2014	C\$	25	\$	22	November 2016	\$	3	\$	1

In addition to the foreign currency forward sale contracts, we have designated a portion of the foreign currency draws on our credit facility as hedges of net investments in foreign operations. As a result, currency translation adjustments in the designated credit facility draws are recorded to other comprehensive income (loss) within the equity portion of our balance sheet, which adjustments offset a portion of the translation adjustment related to our international investments. The following table summarizes the draws on our credit facility that are designated as hedges of net investments in foreign operations (in millions):

Currency	Balance Outstanding		Balance Outstanding in		Gain (Loss)			
	US\$		Foreign Currency		Year ended December 31,			
					2015		2014	
Canadian dollars <sup>(1)</sup>	\$	33	C\$	46	\$	5	\$	2
Euros	\$	84	€	77	\$	10	\$	13

- (1) We have drawn an additional \$44 million on the credit facility in Canadian dollars that has not been designated as a hedging instrument.

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

The following financial information is included on the pages indicated:

**Host Hotels & Resorts, Inc. & Host Hotels & Resorts, L.P.**

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders  
Host Hotels & Resorts, Inc.:

We have audited the accompanying consolidated balance sheets of Host Hotels & Resorts, Inc. and subsidiaries as of December 31, 2015 and 2014, and the related consolidated statements of operations, comprehensive income (loss), equity, and cash flows for each of the years in the three-year period ended December 31, 2015. In connection with our audits of the consolidated financial statements, we also have audited the financial statement schedule III. These consolidated financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Host Hotels & Resorts, Inc. and subsidiaries as of December 31, 2015 and 2014, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2015, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

As discussed in Note 1 to the consolidated financial statements, the Company has changed its method for reporting discontinued operations as of January 1, 2014.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Host Hotels & Resorts, Inc.'s internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 22, 2016, expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ KPMG LLP

McLean, Virginia  
February 22, 2016

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders  
Host Hotels & Resorts, Inc.:

We have audited Host Hotels & Resorts, Inc.'s internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Host Hotels & Resorts, Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Item 9a Controls and Procedures—Internal Control over Financial Reporting of Form 10-K. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Host Hotels & Resorts, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Host Hotels & Resorts, Inc. and subsidiaries as of December 31, 2015 and 2014, and the related consolidated statements of operations, comprehensive income (loss), equity, and cash flows for each of the years in the three-year period ended December 31, 2015, and our report dated February 22, 2016, expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

McLean, Virginia  
February 22, 2016

Report of Independent Registered Public Accounting Firm

The Partners  
Host Hotels & Resorts, L.P.:

We have audited the accompanying consolidated balance sheets of Host Hotels & Resorts, L.P. and subsidiaries as of December 31, 2015 and 2014, and the related consolidated statements of operations, comprehensive income (loss), capital, and cash flows for each of the years in the three-year period ended December 31, 2015. In connection with our audits of the consolidated financial statements, we also have audited the financial statement schedule III. These consolidated financial statements and financial statement schedule are the responsibility of the Partnership's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Host Hotels & Resorts, L. P. and subsidiaries as of December 31, 2015 and 2014, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2015, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

As discussed in Note 1 to the consolidated financial statements, the Company has changed its method for reporting discontinued operations as of January 1, 2014.

/s/ KPMG LLP

McLean, Virginia  
February 22, 2016

**HOST HOTELS & RESORTS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**December 31, 2015 and 2014**  
(in millions, except per share amounts)

	2015	2014
<b>ASSETS</b>		
Property and equipment, net	\$ 10,661	\$ 10,575
Assets held for sale	55	—
Due from managers	56	70
Advances to and investments in affiliates	345	433
Furniture, fixtures and equipment replacement fund	149	129
Other	264	281
Restricted cash	15	—
Cash and cash equivalents	239	684
Total assets	<u>\$ 11,784</u>	<u>\$ 12,172</u>
<b>LIABILITIES, NON-CONTROLLING INTERESTS AND EQUITY</b>		
<b>Debt</b>		
Senior notes	\$ 2,376	\$ 2,858
Credit facility, including the term loans of \$996 million and \$499 million, respectively	1,291	697
Mortgage debt	350	402
Total debt	4,017	3,957
Accounts payable and accrued expenses	243	298
Other	299	324
Total liabilities	4,559	4,579
Non-controlling interests - Host Hotels & Resorts, L.P.	143	225
Host Hotels & Resorts, Inc. stockholders' equity:		
Common stock, par value \$.01, 1,050 million shares authorized, 750.3 million shares and 755.8 million shares issued and outstanding, respectively	8	8
Additional paid-in capital	8,302	8,476
Accumulated other comprehensive loss	(107)	(50)
Deficit	(1,139)	(1,098)
Total equity of Host Hotels & Resorts, Inc. stockholders	7,064	7,336
Non-controlling interests—other consolidated partnerships	18	32
Total equity	7,082	7,368
Total liabilities, non-controlling interests and equity	<u>\$ 11,784</u>	<u>\$ 12,172</u>

See Notes to Consolidated Financial Statements.

**HOST HOTELS & RESORTS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**Years Ended December 31, 2015, 2014 and 2013**  
(in millions, except per common share amounts)

	2015	2014	2013
<b>REVENUES</b>			
Rooms	\$ 3,465	\$ 3,452	\$ 3,317
Food and beverage	1,568	1,546	1,503
Other	354	356	346
Total revenues	<u>5,387</u>	<u>5,354</u>	<u>5,166</u>
<b>EXPENSES</b>			
Rooms	902	924	894
Food and beverage	1,110	1,109	1,095
Other departmental and support expenses	1,295	1,264	1,249
Management fees	226	227	222
Other property-level expenses	396	386	376
Depreciation and amortization	716	701	697
Corporate and other expenses	94	43	121
Gain on insurance settlements	(2)	(10)	—
Total operating costs and expenses	<u>4,737</u>	<u>4,644</u>	<u>4,654</u>
<b>OPERATING PROFIT</b>	<b>650</b>	<b>710</b>	<b>512</b>
Interest income	4	4	4
Interest expense	(234)	(214)	(304)
Gain on sale of assets	95	236	33
Gain (loss) on foreign currency transactions and derivatives	(5)	(1)	3
Equity in earnings (losses) of affiliates	70	26	(17)
<b>INCOME BEFORE INCOME TAXES</b>	<b>580</b>	<b>761</b>	<b>231</b>
Provision for income taxes	(9)	(14)	(21)
<b>INCOME FROM CONTINUING OPERATIONS</b>	<b>571</b>	<b>747</b>	<b>210</b>
Income from discontinued operations, net of tax	—	—	115
<b>NET INCOME</b>	<b>571</b>	<b>747</b>	<b>325</b>
Less: Net income attributable to non-controlling interests	(13)	(15)	(8)
<b>NET INCOME ATTRIBUTABLE TO HOST HOTELS &amp; RESORTS, INC.</b>	<b><u>\$ 558</u></b>	<b><u>\$ 732</u></b>	<b><u>\$ 317</u></b>
<b>Basic earnings per common share:</b>			
Continuing operations	\$ .74	\$ .97	\$ .27
Discontinued operations	—	—	.16
<b>Basic earnings per common share</b>	<b><u>\$ .74</u></b>	<b><u>\$ .97</u></b>	<b><u>\$ .43</u></b>
<b>Diluted earnings per common share:</b>			
Continuing operations	\$ .74	\$ .96	\$ .27
Discontinued operations	—	—	.15
<b>Diluted earnings per common share</b>	<b><u>\$ .74</u></b>	<b><u>\$ .96</u></b>	<b><u>\$ .42</u></b>

See Notes to Consolidated Financial Statements.



**HOST HOTELS & RESORTS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**  
**Years Ended December 31, 2015, 2014 and 2013**  
(in millions)

	2015	2014	2013
NET INCOME	\$ 571	\$ 747	\$ 325
OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX:			
Foreign currency translation and other comprehensive income (loss) of unconsolidated affiliates	(71)	(60)	(18)
Change in fair value of derivative instruments	11	19	(3)
Amounts reclassified from other comprehensive (income) loss	3	—	—
OTHER COMPREHENSIVE LOSS, NET OF TAX	(57)	(41)	(21)
COMPREHENSIVE INCOME	514	706	304
Less: Comprehensive income attributable to non-controlling interests	(11)	(15)	(8)
COMPREHENSIVE INCOME ATTRIBUTABLE TO HOST HOTELS & RESORTS, INC.	<u>\$ 503</u>	<u>\$ 691</u>	<u>\$ 296</u>

See Notes to Consolidated Financial Statements.

**HOST HOTELS & RESORTS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF EQUITY**  
**Years Ended December 31, 2015, 2014 and 2013**  
(in millions)

Common Shares Outstanding		Common Stock	Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings / (Deficit)	Non- controlling Interest of Other Consolidated Partnerships	Non- controlling Interests of Host Hotels & Resorts, L.P.
724.6	Balance, December 31, 2012	\$ 7	\$ 8,040	\$ 12	\$ (1,234)	\$ 34	\$ 158
—	Net income	—	—	—	317	4	4
—	Other changes in ownership	—	(38)	—	—	(3)	38
—	Foreign currency translation and other comprehensive income (loss) of unconsolidated affiliates	—	—	(18)	—	—	—
—	Change in fair value of derivative instruments	—	—	(3)	—	—	—
28.7	Common stock issuances	1	476	—	—	—	—
1.2	Comprehensive stock and employee stock purchase plans	—	8	—	—	—	—
—	Common stock dividends	—	—	—	(346)	—	—
0.3	Redemptions of limited partner interests for common stock	—	6	—	—	—	(6)
—	Contributions from non- controlling interests of consolidated partnerships	—	—	—	—	7	—
—	Distributions to non-controlling interests	—	—	—	—	(8)	(4)
754.8	Balance, December 31, 2013	\$ 8	\$ 8,492	\$ (9)	\$ (1,263)	\$ 34	\$ 190
—	Net income	—	—	—	732	6	9
—	Other changes in ownership	—	(39)	—	—	(1)	38
—	Foreign currency translation and other comprehensive income (loss) of unconsolidated affiliates	—	—	(60)	—	—	—
—	Change in fair value of derivative instruments	—	—	19	—	—	—
0.2	Common stock issuances	—	4	—	—	—	—
0.5	Comprehensive stock and employee stock purchase plans	—	13	—	—	—	—
—	Common stock dividends	—	—	—	(567)	—	—
0.3	Redemptions of limited partner interests for common stock	—	6	—	—	—	(6)
—	Contributions from non- controlling interests of consolidated partnerships	—	—	—	—	1	—
—	Distributions to non-controlling interests	—	—	—	—	(8)	(6)
755.8	Balance, December 31, 2014	\$ 8	\$ 8,476	\$ (50)	\$ (1,098)	\$ 32	\$ 225
—	Net income	—	—	—	558	6	7
—	Other changes in ownership	—	81	—	—	(10)	(78)
—	Foreign currency translation and other comprehensive income (loss) of unconsolidated affiliates	—	—	(71)	—	(2)	—
—	Change in fair value of derivative instruments	—	—	11	—	—	—
—	Amounts reclassified from Other Comprehensive Income	—	—	3	—	—	—
32.1	Common stock issuances	—	401	—	—	—	—
0.6	Comprehensive stock and employee stock purchase plans	—	16	—	—	—	—
—	Common stock dividends	—	—	—	(599)	—	—
0.1	Redemptions of limited partner interests for common stock	—	3	—	—	—	(3)
—	Contributions from non- controlling interests of consolidated partnerships	—	—	—	—	2	—
—	Distributions to non-controlling interests	—	—	—	—	(10)	(8)
(38.3)	Repurchase of common stock	—	(675)	—	—	—	—
750.3	Balance, December 31, 2015	\$ 8	\$ 8,302	\$ (107)	\$ (1,139)	\$ 18	\$ 143

See Notes to Consolidated Financial Statements.

**HOST HOTELS & RESORTS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**Years Ended December 31, 2015, 2014 and 2013**  
(in millions)

	2015	2014	2013
<b>OPERATING ACTIVITIES</b>			
Net income	\$ 571	\$ 747	\$ 325
Adjustments to reconcile to cash provided by operations:			
Discontinued operations:			
Loss on dispositions	—	—	(97)
Depreciation	—	—	10
Depreciation and amortization	716	701	697
Amortization of finance costs, discounts and premiums, net	21	24	25
Non-cash loss on extinguishment of debt	11	2	13
Stock compensation expense	11	22	18
Deferred income taxes	5	(1)	6
Gain on sale of assets	(95)	(236)	(33)
Loss on foreign currency transactions and derivatives	5	1	(3)
Gain on property insurance settlement	(2)	(1)	—
Equity in (earnings) losses of affiliates	(70)	(26)	17
Change in due from managers	17	(17)	21
Distributions from equity investments	17	—	—
Change in restricted cash for operating activities	—	25	—
Changes in other assets	20	(34)	39
Changes in other liabilities	(56)	(57)	(19)
Cash provided by operating activities	<u>1,171</u>	<u>1,150</u>	<u>1,019</u>
<b>INVESTING ACTIVITIES</b>			
Proceeds from sales of assets, net	277	497	643
Return of investment in affiliates	106	42	—
Acquisitions	(438)	(138)	(166)
Advances to and investments in affiliates	(4)	(65)	(74)
Capital expenditures:			
Renewals and replacements	(388)	(324)	(303)
Redevelopment and acquisition-related investments	(275)	(112)	(133)
New development	—	(13)	(19)
Change in furniture, fixtures and equipment ("FF&E") replacement fund	(9)	18	(23)
Property insurance proceeds	11	2	—
Change in restricted cash for investing activities	(16)	—	—
Cash used in investing activities	<u>(736)</u>	<u>(93)</u>	<u>(75)</u>
<b>FINANCING ACTIVITIES</b>			
Financing costs	(11)	(4)	(4)
Issuances of debt	898	4	550
Draws on credit facility	845	4	393
Term loan issuance	500	—	—
Repayment of credit facility	(725)	(225)	(207)
Repurchase/redemption of senior notes	(1,001)	(150)	(801)
Mortgage debt and other prepayments and scheduled maturities	(35)	(384)	(411)
Common stock repurchase	(675)	—	—
Issuance of common stock	2	4	303
Dividends on common stock	(646)	(469)	(313)
Other financing activities	(17)	(6)	(3)
Cash used in financing activities	<u>(865)</u>	<u>(1,226)</u>	<u>(493)</u>
Effects of exchange rate changes on cash held	(15)	(8)	(7)
<b>INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<u>(445)</u>	<u>(177)</u>	<u>444</u>
<b>CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD</b>	684	861	417
<b>CASH AND CASH EQUIVALENTS, END OF PERIOD</b>	<u><u>\$ 239</u></u>	<u><u>\$ 684</u></u>	<u><u>\$ 861</u></u>

See Notes to Consolidated Financial Statements.

**HOST HOTELS & RESORTS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS (continued)**  
**Years Ended December 31, 2015, 2014 and 2013**  
**(in millions)**

**Supplemental schedule of noncash investing and financing activities:**

During 2015, holders of \$399 million of our 2.5% Exchangeable Senior Debentures due 2029 elected to convert their debentures into 32 million shares of Host Inc. common stock.

In March 2013, holders of approximately \$174 million of the 3.25% Exchangeable Debentures elected to exchange their debentures for approximately 11.7 million shares of Host Inc. common stock.

See Notes to Consolidated Financial Statements.

**HOST HOTELS & RESORTS, L.P. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**December 31, 2015 and 2014**  
(in millions)

	2015	2014
<b>ASSETS</b>		
Property and equipment, net	\$ 10,661	\$ 10,575
Assets held for sale	55	—
Due from managers	56	70
Advances to and investments in affiliates	345	433
Furniture, fixtures and equipment replacement fund	149	129
Other	264	281
Restricted cash	15	—
Cash and cash equivalents	239	684
Total assets	<u>\$ 11,784</u>	<u>\$ 12,172</u>
<b>LIABILITIES, LIMITED PARTNERSHIP INTERESTS OF THIRD PARTIES AND CAPITAL</b>		
<b>Debt</b>		
Senior notes	\$ 2,376	\$ 2,858
Credit facility, including the term loans of \$996 million and \$499 million, respectively	1,291	697
Mortgage debt	350	402
Total debt	4,017	3,957
Accounts payable and accrued expenses	243	298
Other	299	324
Total liabilities	4,559	4,579
Limited partnership interests of third parties	143	225
<b>Host Hotels &amp; Resorts, L.P. capital:</b>		
General partner	1	1
Limited partner	7,170	7,385
Accumulated other comprehensive loss	(107)	(50)
Total Host Hotels & Resorts, L.P. capital	7,064	7,336
Non-controlling interests—other consolidated partnerships	18	32
Total capital	7,082	7,368
Total liabilities, limited partnership interest of third parties and capital	<u>\$ 11,784</u>	<u>\$ 12,172</u>

See Notes to Consolidated Financial Statements.

**HOST HOTELS & RESORTS, L.P. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**Years Ended December 31, 2015, 2014 and 2013**  
(in millions, except per common unit amounts)

	2015	2014	2013
<b>REVENUES</b>			
Rooms	\$ 3,465	\$ 3,452	\$ 3,317
Food and beverage	1,568	1,546	1,503
Other	354	356	346
Total revenues	5,387	5,354	5,166
<b>EXPENSES</b>			
Rooms	902	924	894
Food and beverage	1,110	1,109	1,095
Other departmental and support expenses	1,295	1,264	1,249
Management fees	226	227	222
Other property-level expenses	396	386	376
Depreciation and amortization	716	701	697
Corporate and other expenses	94	43	121
Gain on insurance settlements	(2)	(10)	—
Total operating costs and expenses	4,737	4,644	4,654
<b>OPERATING PROFIT</b>	<b>650</b>	<b>710</b>	<b>512</b>
Interest income	4	4	4
Interest expense	(234)	(214)	(304)
Gain on sale of assets	95	236	33
Gain (loss) on foreign currency transactions and derivatives	(5)	(1)	3
Equity in earnings (losses) of affiliates	70	26	(17)
<b>INCOME BEFORE INCOME TAXES</b>	<b>580</b>	<b>761</b>	<b>231</b>
Provision for income taxes	(9)	(14)	(21)
<b>INCOME FROM CONTINUING OPERATIONS</b>	<b>571</b>	<b>747</b>	<b>210</b>
Income from discontinued operations, net of tax	—	—	115
<b>NET INCOME</b>	<b>571</b>	<b>747</b>	<b>325</b>
Less: Net income attributable to non-controlling interests	(6)	(6)	(4)
<b>NET INCOME ATTRIBUTABLE TO HOST HOTELS &amp; RESORTS, L.P.</b>	<b>\$ 565</b>	<b>\$ 741</b>	<b>\$ 321</b>
<b>Basic earnings per common unit:</b>			
Continuing operations	\$ .76	\$ .99	\$ .28
Discontinued operations	—	—	.15
<b>Basic earnings per common unit</b>	<b>\$ .76</b>	<b>\$ .99</b>	<b>\$ .43</b>
<b>Diluted earnings per common unit:</b>			
Continuing operations	\$ .76	\$ .99	\$ .28
Discontinued operations	—	—	.15
<b>Diluted earnings per common unit</b>	<b>\$ .76</b>	<b>\$ .99</b>	<b>\$ .43</b>

See Notes to Consolidated Financial Statements.

**HOST HOTELS & RESORTS, L.P. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**  
**Years Ended December 31, 2015, 2014 and 2013**  
**(in millions)**

	<b>2015</b>	<b>2014</b>	<b>2013</b>
NET INCOME	\$ 571	\$ 747	\$ 325
OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX:			
Foreign currency translation and other comprehensive income (loss) of unconsolidated affiliates	(71)	(60)	(18)
Change in fair value of derivative instruments	11	19	(3)
Amounts reclassified from other comprehensive (income) loss	3	—	—
OTHER COMPREHENSIVE LOSS, NET OF TAX	(57)	(41)	(21)
COMPREHENSIVE INCOME	514	706	304
Less: Comprehensive income attributable to non-controlling interests	(4)	(6)	(4)
COMPREHENSIVE INCOME ATTRIBUTABLE TO HOST HOTELS & RESORTS, L.P.	<u>\$ 510</u>	<u>\$ 700</u>	<u>\$ 300</u>

See Notes to Consolidated Financial Statements.

**HOST HOTELS & RESORTS, L.P. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CAPITAL**  
**Years Ended December 31, 2015, 2014 and 2013**  
(in millions)

Common OP Units Outstanding		General Partner	Limited Partner	Accumulated Other Comprehensive Income (Loss)	Non-controlling Interests of Consolidated Partnerships	Limited Partnership Interests of Third Parties
709.4	Balance, December 31, 2012	\$ 1	\$ 6,812	\$ 12	\$ 34	\$ 158
—	Net income	—	317	—	4	4
—	Other changes in ownership	—	(38)	—	(3)	38
—	Foreign currency translation and other comprehensive income (loss) of unconsolidated affiliates	—	—	(18)	—	—
—	Change in fair value of derivative instruments	—	—	(3)	—	—
28.1	Common OP unit issuances	—	477	—	—	—
1.1	Units issued to Host Inc. for the comprehensive stock and employee stock purchase plans	—	8	—	—	—
—	Distributions on common OP units	—	(346)	—	—	(4)
0.3	Redemptions of limited partner interests for common stock	—	6	—	—	(6)
—	Contributions from non- controlling interests of consolidated partnerships	—	—	—	7	—
—	Distributions to non-controlling interests	—	—	—	(8)	—
738.9	Balance, December 31, 2013	\$ 1	\$ 7,236	\$ (9)	\$ 34	\$ 190
—	Net income	—	732	—	6	9
—	Other changes in ownership	—	(39)	—	(1)	38
—	Foreign currency translation and other comprehensive income (loss) of unconsolidated affiliates	—	—	(60)	—	—
—	Change in fair value of derivative instruments	—	—	19	—	—
0.2	Common OP unit issuances	—	4	—	—	—
0.5	Units issued to Host Inc. for the comprehensive stock and employee stock purchase plans	—	13	—	—	—
—	Distributions on common OP units	—	(567)	—	—	(6)
0.3	Redemptions of limited partner interests for common stock	—	6	—	—	(6)
—	Contributions from non- controlling interests of consolidated partnerships	—	—	—	1	—
—	Distributions to non-controlling interests	—	—	—	(8)	—
739.9	Balance, December 31, 2014	\$ 1	\$ 7,385	\$ (50)	\$ 32	\$ 225
—	Net income	—	558	—	6	7
—	Other changes in ownership	—	81	—	(10)	(78)
—	Foreign currency translation and other comprehensive income (loss) of unconsolidated affiliates	—	—	(71)	(2)	—
—	Change in fair value of derivative instruments	—	—	11	—	—
—	Amounts reclassified from Other Comprehensive Income	—	—	3	—	—
31.4	Common OP unit issuances	—	401	—	—	—
0.6	Units issued to Host Inc. for the comprehensive stock and employee stock purchase plans	—	16	—	—	—
—	Distributions on common OP units	—	(599)	—	—	(8)
0.1	Redemptions of limited partner interests for common stock	—	3	—	—	(3)
—	Contributions from non- controlling interests of consolidated partnerships	—	—	—	2	—
—	Distributions to non-controlling interests	—	—	—	(10)	—
(37.5)	Repurchase of common OP units	—	(675)	—	—	—
734.5	Balance, December 31, 2015	\$ 1	\$ 7,170	\$ (107)	\$ 18	\$ 143

See Notes to Consolidated Financial Statements.



**HOST HOTELS & RESORTS, L.P. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**Years Ended December 31, 2015, 2014 and 2013**  
(in millions)

	2015	2014	2013
<b>OPERATING ACTIVITIES</b>			
Net income	\$ 571	\$ 747	\$ 325
Adjustments to reconcile to cash provided by operations:			
Discontinued operations:			
Gain on dispositions	—	—	(97)
Depreciation	—	—	10
Depreciation and amortization	716	701	697
Amortization of finance costs, discounts and premiums, net	21	24	25
Non-cash loss on extinguishment of debt	11	2	13
Stock compensation expense	11	22	18
Deferred income taxes	5	(1)	6
Gain on sale of assets	(95)	(236)	(33)
(Gain) loss on foreign currency transactions and derivatives	5	1	(3)
Gain on property insurance settlement	(2)	(1)	—
Equity in (earnings) losses of affiliates	(70)	(26)	17
Change in due from managers	17	(17)	21
Distributions from equity investments	17	—	—
Change in restricted cash for operating activities	—	25	—
Changes in other assets	20	(34)	39
Changes in other liabilities	(56)	(57)	(19)
Cash provided by operating activities	1,171	1,150	1,019
<b>INVESTING ACTIVITIES</b>			
Proceeds from sales of assets, net	277	497	643
Return of investment in affiliates	106	42	—
Acquisitions	(438)	(138)	(166)
Advances to and investments in affiliates	(4)	(65)	(74)
Capital expenditures:			
Renewals and replacements	(388)	(324)	(303)
Redevelopment and acquisition-related investments	(275)	(112)	(133)
New development	—	(13)	(19)
Change in furniture, fixtures and equipment ("FF&E") replacement fund	(9)	18	(23)
Property insurance proceeds	11	2	—
Change in restricted cash for investing activities	(16)	—	—
Cash used in investing activities	(736)	(93)	(75)
<b>FINANCING ACTIVITIES</b>			
Financing costs	(11)	(4)	(4)
Issuances of debt	898	4	550
Draws on credit facility	845	4	393
Term loan issuance	500	—	—
Repayment of credit facility	(725)	(225)	(207)
Repurchase/redemption of senior notes	(1,001)	(150)	(801)
Mortgage debt and other prepayments and scheduled maturities	(35)	(384)	(411)
Common stock repurchase	(675)	—	—
Issuance of common OP units	2	4	303
Distributions on common OP units	(654)	(475)	(317)
Other financing activities	(9)	—	1
Cash used in financing activities	(865)	(1,226)	(493)
Effects of exchange rate changes on cash held	(15)	(8)	(7)
<b>INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(445)</b>	<b>(177)</b>	<b>444</b>
<b>CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD</b>	<b>684</b>	<b>861</b>	<b>417</b>
<b>CASH AND CASH EQUIVALENTS, END OF PERIOD</b>	<b>\$ 239</b>	<b>\$ 684</b>	<b>\$ 861</b>

See Notes to Consolidated Financial Statements.

**HOST HOTELS & RESORTS, L.P. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**Years Ended December 31, 2015, 2014 and 2013**  
**(in millions)**

**Supplemental schedule of noncash investing and financing activities:**

During 2015, holders of \$399 million of our 2.5% Exchangeable Senior Debentures due 2029 elected to convert their debentures into 32 million shares of Host Inc. common stock. In connection with the debentures exchanged for Host Inc. common stock, Host L.P. issued 31.3 million common OP units.

In March 2013, holders of approximately \$174 million of the 3.25% Exchangeable Debentures elected to exchange their debentures for approximately 11.7 million shares of Host Inc. common stock. In connection with the debentures exchanged for Host Inc. common stock, Host L.P. issued 11.5 million common OP units.

See Notes to Consolidated Financial Statements.

# HOST HOTELS & RESORTS, INC., HOST HOTELS & RESORTS, L.P., AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### 1. Summary of Significant Accounting Policies

#### Description of Business

Host Hotels & Resorts, Inc. operates as a self-managed and self-administered real estate investment trust, or REIT, with its operations conducted solely through Host Hotels & Resorts, L.P. Host Hotels & Resorts, L.P., a Delaware limited partnership, operates through an umbrella partnership structure, with Host Hotels & Resorts, Inc., a Maryland corporation, as its sole general partner. In the notes to the financial statements, we use the terms “we” or “our” to refer to Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. together, unless the context indicates otherwise. We also use the term “Host Inc.” to refer specifically to Host Hotels & Resorts, Inc. and the term “Host L.P.” to refer specifically to Host Hotels & Resorts, L.P. in cases where it is important to distinguish between Host Inc. and Host L.P. Host Inc. holds approximately 99% of Host L.P.’s partnership interests, or OP units.

#### Consolidated Portfolio

As of December 31, 2015, the hotels in our consolidated portfolio are located in the following countries:

	Hotels
United States	94
Australia	1
Brazil	3
Canada	2
Chile	2
Mexico	1
New Zealand	4
Total	107

#### European Joint Venture

We own a non-controlling interest in a joint venture in Europe (“Euro JV”) that owns hotels in two separate funds. We own a 32.1% interest in the first fund (“Euro JV Fund I”) (3 hotels) and a 33.4% interest in the second fund (“Euro JV Fund II”) (7 hotels).

As of December 31, 2015, the Euro JV hotels are located in the following countries:

	Hotels
Belgium	1
France	3
Germany	1
Spain	2
Sweden	1
The Netherlands	1
United Kingdom	1
Total	10

#### Asia/Pacific Joint Venture

We own a 25% non-controlling interest in a joint venture in Asia (“Asia/Pacific JV”). The Asia/Pacific JV owns a 36% non-controlling interest in a joint venture in India that is investing in seven hotels, two hotels operating in Bangalore, one hotel operating in Chennai, two hotels operating in New Delhi and two hotels in Chennai that are under development.

#### Basis of Presentation and Principles of Consolidation

The accompanying consolidated financial statements include the consolidated accounts of Host Inc., Host L.P. and their subsidiaries and controlled affiliates, including joint ventures and partnerships. We consolidate subsidiaries when we have the ability to control the entity. For the majority of our hotel and real estate investments, we consider those control rights to be (i) approval or amendment of developments plans, (ii) financing decisions, (iii) approval or amendments of operating budgets, and (iv) investment strategy decisions. For those partnerships and joint ventures where we are the general partner, we review the rights of the limited

## HOST HOTELS & RESORTS, INC., HOST HOTELS & RESORTS, L.P., AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

partners to determine if those rights would overcome the presumption of control as the general partner. Limited partner rights which would overcome presumption of control by the general partner include the substantive ability to dissolve (liquidate) the limited partnership or otherwise remove the general partners without cause and substantive participating rights over activities considered most significant to the business of the partnership or joint venture, primarily voting rights.

We also evaluate our subsidiaries to determine if they are variable interest entities ("VIEs"). If a subsidiary is a VIE, it is subject to the consolidation framework specifically for VIEs. Typically, the entity that has the power to direct the activities that most significantly impact economic performance would consolidate the VIE. 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. We review our subsidiaries and affiliates at least annually to determine if (i) they should be considered VIEs, and (ii) whether we should change our consolidation determination based on changes in the characteristics of these entities.

#### Use of Estimates in the Preparation of Financial Statements

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

#### Cash and Cash Equivalents

We consider all highly liquid investments with a maturity of three months or less at the date of purchase to be cash equivalents.

#### Restricted Cash

Restricted cash includes reserves for debt service, real estate taxes, insurance, and furniture, fixtures and equipment replacement, as well as cash collateral and excess cash flow deposits due to mortgage debt agreement restrictions and provisions, and a reserve required for potential legal damages. For purposes of the statements of cash flows, changes in restricted cash caused by changes in required legal reserves are shown as operating activities. Changes in restricted cash caused by using such funds for furniture, fixtures and equipment replacement are shown as investing activities. The remaining changes in restricted cash are the direct result of restrictions under our loan agreements and are reflected in cash flows from financing activities.

#### Property and Equipment

Generally, property and equipment is recorded at cost. For properties we develop, cost includes interest and real estate taxes incurred during construction. For property and equipment acquired in a business combination, we record the assets based on their fair value as of the acquisition date. Replacements and improvements and capital leases are capitalized, while repairs and maintenance are expensed as incurred.

We capitalize certain inventory (such as china, glass, silver, and linen) at the time of a hotel opening or acquisition, or when significant inventory is purchased (in conjunction with a major rooms renovation or when the number of rooms or meeting space at a hotel is expanded). These amounts are then amortized over the estimated useful life of three years. Subsequent replacement purchases are expensed when placed in service.

We maintain a furniture, fixtures and equipment replacement fund for renewal and replacement capital expenditures at certain hotels, which generally is funded with 5% of property revenues.

*Impairment testing.* We analyze our consolidated properties for impairment throughout the year when events or circumstances occur that indicate the carrying value may not be recoverable. We consider a property to be impaired when the sum of the future undiscounted cash flows over our remaining estimated holding period is less than the carrying value of the asset. 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 the carrying value of an asset may not be recoverable. For impaired assets, we record an impairment expense equal to the excess of the carrying value of the asset 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

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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 that 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 estimated life of our properties, including critical infrastructure, which regularly is maintained and then replaced at the end of its useful life.

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;
- the expected useful life and holding period of the asset;
- the future required capital expenditures; and
- fair values, including consideration of capitalization rates, discount rates and comparable selling prices, as well as available third-party appraisals.

While we consider all of the above indicators as preliminary indicators 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 in order to identify properties with actual or projected annual operating losses or minimal operating profit as of December 31, 2015. The projected cash flows consider items such as booking pace, occupancy, room rate and property-level operating costs. As a result of our review, we identified one property 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 probability-weighted projected cash flows from operations. To appropriately evaluate if the carrying value of the asset was recoverable, we projected cash flows at a stabilized growth rate of approximately 3% over the remaining estimated lives of the properties. This stabilized growth rate is lower than the projected growth rate for the urban upper upscale properties, which we believe is most representative of our portfolio, over the period from 2013 through 2023. Based on this testing, none of the properties previously identified required further analysis. Management believes its assumptions and estimates reflect current market conditions. No impairment was recorded in 2015. During 2014 and 2013, we recognized impairment expenses of \$6 million and \$1 million, respectively, on one property in each of 2014 and 2013, which impairment expenses are included in depreciation and amortization, based on changes in estimated holding periods.

*Classification of Assets as "Held for Sale".* We will classify a hotel as held for sale when the sale thereof is probable, will be completed within one year and actions to complete the sale are unlikely to change or that the sale will not occur. 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. We typically classify assets 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 that the dollar amount of the sale requires Board approval);
- a binding agreement to sell the property has been signed under which the buyer has committed a significant amount of nonrefundable cash; and
- no significant financing contingencies exist which could prevent the transaction from being completed in a timely manner.

If these criteria are met, we will cease recording depreciation and will record an impairment expense if the fair value less costs to sell is less than the carrying amount of the hotel. We will classify the assets and related liabilities as held for sale on the balance sheet. Gains on sales of properties are recognized at the time of sale or are deferred and recognized as income in subsequent periods as conditions requiring deferral are satisfied or expire without further cost to us.

*Discontinued Operations.* In April 2014, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) 2014-08 Presentation of Financial Statements (Topic 205) and Property, Plant and Equipment (Topic 360) - Reporting Discontinued Operations and Disclosure of Disposal of Components of an Entity ("ASU 2014-08 Reporting for Discontinued Operations"). Under this standard, a disposal of a component of an entity or a group of components of an entity is required to be reported in discontinued operations only if the disposal represents a strategic shift that has, or will have, a major effect on an entity's operations and financial results. In addition, it requires an entity to present, for each comparative period, the assets and liabilities of a disposal group that

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includes a discontinued operation separately in the asset and liability sections, respectively, of the statement of financial position. As a result, the operations through the date of disposal and the gain or loss on sale of properties is included in continuing operations, unless the sale represents a strategic shift. We adopted this standard as of January 1, 2014. No prior year restatements are permitted for this change in policy.

**Asset retirement obligations.** We recognize the fair value of any liability for conditional asset retirement obligations, including environmental remediation liabilities, when incurred, which generally is upon acquisition, construction, or development and/or through the normal operation of the asset, if sufficient information exists with which to reasonably estimate the fair value of the obligation.

**Depreciation and Amortization Expense.** We depreciate our property and equipment using the straight-line method. 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.

#### Intangible Assets and Liabilities

In conjunction with our acquisitions, we may identify intangible assets and liabilities. Identifiable intangible assets and liabilities typically include contracts, including ground and retail leases and management and franchise agreements, which are recorded at fair value. These contract values are 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 rates for corresponding contracts measured over the period equal to the remaining non-cancelable term of the contract. Intangible assets and liabilities are amortized using the straight-line method over the remaining non-cancelable term of the related agreements.

#### Non-Controlling Interests

**Other Consolidated Partnerships.** As of December 31, 2015, we consolidate six majority-owned partnerships that have third-party, non-controlling ownership interests. The third-party partnership interests are included in non-controlling interest-other consolidated partnerships on the consolidated balance sheets and totaled \$18 million and \$32 million as of December 31, 2015 and 2014, respectively. Two of the partnerships have finite lives that terminate between 2081 and 2095, and the associated non-controlling interests are mandatorily redeemable at the end of, but not prior to, the finite life. At December 31, 2015 and 2014, the fair values of the non-controlling interests in the partnerships with finite lives were approximately \$91 million and \$85 million, respectively.

Net income (loss) attributable to non-controlling interests of consolidated partnerships is included in our determination of net income (loss). Net income attributable to non-controlling interests of third parties is \$6 million, \$6 million and \$4 million for 2015, 2014 and 2013, respectively.

**Host Inc.'s treatment of the non-controlling interests of Host L.P.** Host Inc. adjusts the non-controlling interests of Host L.P. each period so that the amount presented equals the greater of its carrying value based on its historical cost or its redemption value. The historical cost is based on the proportional relationship between the historical cost of equity held by our common stockholders relative to that of the unitholders of Host L.P. The redemption value is based on the amount of cash or Host Inc. stock, at our option, that would be paid to the non-controlling interests of Host L.P. if it were terminated. We have estimated that the redemption value is equivalent to the number of shares issuable upon conversion of the OP units currently owned by unrelated third parties (one OP unit may be exchanged for 1.021494 shares of Host Inc. common stock) valued at the market price of Host Inc. common stock at the balance sheet date. Non-controlling interests of Host L.P. are classified in the mezzanine section of the balance sheet as they do not meet the requirements for equity classification because the redemption feature requires the delivery of registered shares.

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The table below details the historical cost and redemption values for the non-controlling interests:

	As of December 31,	
	2015	2014
OP units outstanding (millions)	9.1	9.3
Market price per Host Inc. common share	\$ 15.34	\$ 23.77
Shares issuable upon conversion of one OP unit	1.021494	1.021494
Redemption value (millions)	\$ 143	\$ 225
Historical cost (millions)	90	94
Book value (millions) <sup>(1)</sup>	143	225

(1) The book value recorded is equal to the greater of the redemption value or the historical cost.

Net income (loss) is allocated to the non-controlling interests of Host L.P. based on their weighted average ownership percentage during the period. Net income attributable to Host Inc. has been reduced by the amount attributable to non-controlling interests in Host L.P., which totaled \$7 million, \$9 million and \$4 million for 2015, 2014 and 2013, respectively.

### Investments in Affiliates

*Other-than-Temporary Impairment of an Investment.* We perform an analysis for our equity method investments for impairment based on the occurrence of 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 useful life or other significant events which would decrease the value of the investment. Our investments primarily consist of joint ventures which own hotel properties; therefore, generally we will have few observable inputs and will determine fair value based on a discounted cash flow analysis of the investment, as well as consideration of 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 and that impairment is determined to be other than temporary, an expense is recorded for the difference between the fair value and the carrying amount of the investment. No other-than-temporary impairment was recorded in 2015, 2014, or 2013.

*Distributions from Investments in Affiliates.* We classify the distributions from our equity investments in the statements of cash flows based upon an evaluation of the specific facts and circumstances of each distribution. For example, distributions from cash generated by property operations are classified as cash flows from operating activities. However, distributions received as a result of property sales are classified as cash flows from investing activities.

### Income Taxes

Host Inc. has elected to be treated as a REIT effective January 1, 1999, pursuant to the U.S. Internal Revenue Code of 1986, as amended. It is our current intention to continue to comply with the REIT qualification requirements and to maintain our qualification for taxation as a REIT. A corporation that elects REIT status and meets certain tax law requirements regarding the distribution of its taxable income to its stockholders as prescribed by applicable tax laws and complies with certain other requirements (relating primarily to the composition of its assets and the sources of its revenues) generally is not subject to federal and state income taxation on its operating income that is distributed to its stockholders. As a partnership for federal income tax purposes, Host L.P. is not subject to federal income tax. Host L.P. is, however, subject to state, local and foreign income and franchise tax in certain jurisdictions. Additionally, each of the Host L.P. taxable REIT subsidiaries is taxable as a regular C corporation, subject to federal, state and foreign income tax. Our consolidated income tax provision or benefit includes the income tax provision or benefit related to the operations of our taxable REIT subsidiaries, and state, local, and foreign income and franchise taxes incurred by Host L.P.

*Deferred Tax Assets and Liabilities.* Under the partnership agreement, Host L.P. generally is required to reimburse Host Inc. for any tax payments it is required to make. Accordingly, the tax information included herein represents disclosures regarding Host Inc. and its subsidiaries. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and for net operating loss, capital loss, interest expense, and tax credit carryovers. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which such amounts are expected to be realized or settled. The effect on deferred tax assets and liabilities from a change in tax rates is recognized in earnings in the period when the new rate is enacted. However, deferred tax assets are recognized only to the extent that it is more likely than not that they will be realized based on consideration of available

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evidence, including future reversals of existing taxable temporary differences, future projected taxable income and tax planning strategies.

GAAP prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken in a tax return. We must determine whether it is “more-likely-than-not” that a tax position will be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. Once it is determined that a position meets the more-likely-than-not recognition threshold, the position is measured at the largest amount of benefit that is greater than 50% likely of being realized upon settlement in order to determine the amount of benefit to recognize in the financial statements. This accounting standard applies to all tax positions related to income taxes. We recognize accrued interest related to unrecognized tax benefits in interest expense and penalties in operating expenses.

#### **Deferred Charges**

Financing costs related to long-term debt are deferred and amortized over the remaining life of the debt using the effective interest method. These costs are presented as a direct deduction from their related liabilities on the balance sheets.

#### **Foreign Currency Translation**

As of December 31, 2015, our international operations consist of hotels located in Australia, Brazil, Canada, Chile, Mexico, and New Zealand, as well as investments in the Euro JV and the Asia/Pacific JV. The financial statements of these hotels and our investments therein are maintained in their functional currency, which generally is the local currency, and their operations are translated to U.S. dollars using the average exchange rates for the period. The assets and liabilities of the hotels and the investments therein are translated to U.S. dollars using the exchange rate in effect at the balance sheet date. The resulting translation adjustments are reflected in other comprehensive income (loss).

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 remeasured at period end exchange rates. The resulting exchange differences are recorded in gain (loss) on foreign currency transactions and derivatives on the accompanying consolidated statements of operations, except when recorded in other comprehensive income (loss) as qualifying net investment hedges.

#### **Derivative Instruments**

We are subject to market exposures in several aspects of our business and may enter into derivative instruments in order to hedge the effect of these market exposures on our operations. Potential market exposures for which we may use derivative instruments to hedge include: (i) changes in the fair value of our international investments due to fluctuations in currency exchange rates, (ii) changes in the fair value of our fixed-rate debt due to changes in the underlying interest rates, and (iii) variability in interest payments due to changes in the underlying interest rate for our floating-rate debt. 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 other comprehensive income (loss), 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 discounted future cash receipts and the discounted future expected cash payments. Prior to entering into the derivative instrument, we evaluate whether the transaction will qualify for hedge accounting and continue to evaluate hedge effectiveness throughout the life of the instrument. Derivative instruments that meet the requirements for hedge accounting are recorded on the balance sheet at fair value, with offsetting changes recorded to net income (loss) or other comprehensive income (loss), based on the applicable hedge accounting guidance. We incorporate credit valuation adjustments to reflect, as applicable, our own nonperformance risk or the respective counterparty's nonperformance risk in the fair value measurements. In adjusting the fair value of our derivative instruments 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 accumulated 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.



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### Accumulated Other Comprehensive Income (Loss)

The components of total accumulated other comprehensive income (loss) in the balance sheets are as follows (in millions):

	As of December 31,	
	2015	2014
Gain on foreign currency forward contracts	\$ 35	\$ 19
Loss on interest rate swap cash flow hedges	(7)	(2)
Foreign currency translation	(137)	(67)
Other comprehensive loss attributable to non-controlling interests	2	—
Total accumulated other comprehensive loss	<u>\$ (107)</u>	<u>\$ (50)</u>

During 2015, we reclassified a net loss due to foreign currency translation of \$3 million that had been recognized previously in other comprehensive income (loss) due to the sale of the Delta Meadowvale Hotel & Conference Centre and three hotels in New Zealand. The loss was recognized as part of the gain on sale of assets on our consolidated statement of operations. There were no material amounts reclassified out of accumulated other comprehensive income (loss) to net income for the year ended December 31, 2014.

### Revenues

Our results of operations include revenues and expenses of our hotels. Revenues are recognized when the services are provided. Additionally, we collect sales, use, occupancy and similar taxes at our hotels, which we present on a net basis (excluded from revenues) on our statements of operations.

### Fair Value Measurement

In evaluating the fair value of both financial and non-financial assets and liabilities, GAAP outlines a valuation framework and creates a fair value hierarchy that distinguishes between market assumptions based on market data (“observable inputs”) and a reporting entity’s own assumptions about market data (“unobservable inputs”). Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability at the measurement date in an orderly transaction (an “exit price”). Assets and liabilities are measured using inputs from three levels of the fair value hierarchy. The three levels are as follows:

Level 1 — Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that we have the ability to access at the measurement date. An active market is defined as a market in which transactions occur with sufficient frequency and volume to provide pricing on an ongoing basis.

Level 2 — Inputs include quoted prices in active markets for similar assets and liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active (markets with few transactions), inputs other than quoted prices that are observable for the asset or liability (i.e., interest rates, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data correlation or other means.

Level 3 — Unobservable inputs reflect our assumptions about the pricing of an asset or liability when observable inputs are not available.

### Host Inc. Earnings Per Common Share

Basic earnings per common share is computed by dividing net income attributable to common stockholders by the weighted average number of shares of Host Inc. common stock outstanding. Diluted earnings per common share is computed by dividing net income attributable to common stockholders, as adjusted for potentially dilutive securities, by the weighted average number of shares of Host Inc. common stock outstanding plus other potentially dilutive securities. Dilutive securities may include shares granted under comprehensive stock plans, other non-controlling interests that have the option to convert their limited partnership interests to common OP units and convertible debt securities. No effect is shown for any securities that are anti-dilutive.

# **HOST HOTELS & RESORTS, INC., HOST HOTELS & RESORTS, L.P., AND SUBSIDIARIES**

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The calculation of basic and diluted earnings per common share is shown below (in millions, except per share amounts):

	Year ended December 31,		
	2015	2014	2013
Net income	\$ 571	\$ 747	\$ 325
Less: Net income attributable to non-controlling interests	(13)	(15)	(8)
Net income attributable to Host Inc.	558	732	317
Assuming conversion of exchangeable senior debentures	—	27	—
Diluted income attributable to Host Inc.	\$ 558	\$ 759	\$ 317
Basic weighted average shares outstanding	752.4	755.4	744.4
Assuming weighted average shares for conversion of exchangeable senior debentures	—	30.3	2.4
Assuming distribution of common shares granted under the comprehensive stock plans, less shares assumed purchased at market	0.5	1.1	1.1
Diluted weighted average shares outstanding <sup>(1)</sup>	752.9	786.8	747.9
Basic earnings per common share	\$ .74	\$ .97	\$ .43
Diluted earnings per common share	\$ .74	\$ .96	\$ .42

(1) There were approximately 25 million and 30 million potentially dilutive shares as of December 31, 2015 and 2013, respectively, related to our exchangeable senior debentures, which shares were not included in the computation of diluted earnings per share because to do so would have been anti-dilutive for the period.

### **Host L.P. Earnings Per Common Unit**

Basic earnings per common unit is computed by dividing net income attributable to common unitholders by the weighted average number of common units outstanding. Diluted earnings per common unit is computed by dividing net income attributable to common unitholders, as adjusted for potentially dilutive securities, by the weighted average number of common units outstanding plus other potentially dilutive securities. Dilutive securities may include units distributed to Host Inc. to support Host Inc. common shares granted under comprehensive stock plans, other non-controlling interests that have the option to convert their limited partnership interests to common OP units and convertible debt securities. No effect is shown for any securities that are anti-dilutive.

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The calculation of basic and diluted earnings per common unit is shown below (in millions, except per unit amounts):

	Year ended December 31,		
	2015	2014	2013
Net income	\$ 571	\$ 747	\$ 325
Less: Net income attributable to non-controlling interests	(6)	(6)	(4)
Net income attributable to Host L.P.	565	741	321
Assuming conversion of exchangeable senior debentures	—	27	1
Diluted income attributable to Host L.P.	\$ 565	\$ 768	\$ 322
Basic weighted average units outstanding	745.7	748.9	738.4
Assuming weighted average units for conversion of exchangeable senior debentures	—	29.7	2.4
Assuming distribution of common units granted under the comprehensive stock plans, less units assumed purchased at market	0.5	1.0	1.1
Diluted weighted average units outstanding <sup>(1)</sup>	746.2	779.6	741.9
Basic earnings per common unit	\$ .76	\$ .99	\$ .43
Diluted earnings per common unit	\$ .76	\$ .99	\$ .43

(1) There were approximately 25 million and 29 million potentially dilutive units as of December 31, 2015 and 2013, respectively, related to our exchangeable senior debentures, which units were not included in the computation of diluted earnings per unit because to do so would have been anti-dilutive for the period.

### Share-Based Payments

At December 31, 2015, Host Inc. maintained two stock-based employee compensation plans. Upon the issuance of Host's common stock under the compensation plans, Host L.P. will issue to Host Inc. common OP units of an equivalent value. These liabilities are included in the consolidated financial statements for Host Inc. and Host L.P.

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 either as equity awards or liability awards 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. Awards are classified as liability awards to the extent that settlement features allow the recipient to determine percentage of the restricted stock awards withheld to meet the recipients' tax withholding requirements. As these awards vest over a one-year period ending December 31, the value is calculated as the estimated number of shares earned during the year times the stock price at year end, less estimated forfeitures. For performance-based awards, compensation cost will be recognized when the achievement of the performance condition is considered probable. If a performance condition has more than one outcome that is probable, recognition of compensation cost will be based on the condition that is the most likely outcome. No compensation cost is recognized for awards for which employees do not render the requisite services.

### Concentrations of Credit Risk

Financial instruments that potentially subject us to significant concentrations of credit risk consist principally of cash and cash equivalents. 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. At December 31, 2015 and December 31, 2014, our exposure to risk related to our derivative instruments totaled \$17 million and \$13 million, respectively, and the counterparties to such instruments are investment grade financial institutions. Our credit risk exposure with regard to our cash and the \$702 million available capacity under the revolver portion of our credit facility is spread among a diversified group of investment grade financial institutions.

### Business Combinations

We recognize identifiable assets acquired, liabilities assumed, and non-controlling interests in a business combination at their fair values at the acquisition date based on the exit price (i.e. the price that would be received to sell an asset or paid to 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

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appropriate exit cost when evaluating the fair value of our assets. Property and equipment are recorded at fair value and such fair value is allocated to buildings, improvements, furniture, fixtures and equipment using appraisals and valuations performed by management and independent third parties. 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.

Other items that we evaluate in a business combination include identifiable intangible assets, capital lease assets and obligations and goodwill. Identifiable intangible assets typically consist of assumed contracts, including ground and retail leases and management and franchise agreements, which are recorded at fair value. Capital lease obligations that are assumed as part of the acquisition of a leasehold interest are measured at fair value and are included as debt on the accompanying balance sheet and we 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 arise 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 recognized due to the difference between the fair value and the tax basis of the acquired assets at the acquisition date. Any consideration paid in excess of the net fair value of the identifiable assets and liabilities acquired would be recorded to goodwill. In very limited circumstances, we may record a bargain purchase gain if the consideration paid is less than the net fair value of the assets and liabilities acquired.

#### Reclassifications

Certain prior year financial statement amounts have been reclassified to conform with the current year presentation.

#### New Accounting Standards

In April 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2015-03, *Interest—Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs*. The new standard requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The standard is effective for annual reporting periods beginning after December 15, 2015. We early adopted ASU 2015-03 for the year ended December 31, 2015 and reclassified deferred financing costs, net, from total assets to net of debt in the liabilities section of our balance sheet. Adoption of this standard was applied retrospectively for all periods presented and affects only the presentation of our balance sheets.

In February 2015, the FASB issued ASU 2015-02, *Amendments to the Consolidation Analysis*. The ASU amends the consolidation guidance for variable interest entities (VIEs) and general partners' investments in limited partnerships and modifies the evaluation of whether limited partnerships and similar legal entities are VIEs or voting interest entities. The ASU is effective for interim and annual reporting periods beginning after December 15, 2015, with early adoption permitted.

In May 2014, the FASB issued Accounting Standards Update (ASU) No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*, which affects virtually all aspects of an entity's revenue recognition. The new standard sets forth five prescribed steps to determine the timing and amount of revenue to be recognized to appropriately depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In August 2015, the FASB issued ASU No. 2015-14, *Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date*, which deferred the effectiveness of ASU No. 2014-09 to reporting periods beginning after December 15, 2017 and permitted early application for annual reporting periods beginning after December 15, 2016. We have not yet completed our assessment of the effect of the new standard on our financial statements, including possible transition alternatives.

## 2. Property and Equipment

Property and equipment consists of the following (in millions):

**HOST HOTELS & RESORTS, INC., HOST HOTELS & RESORTS, L.P., AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

	<b>As of December 31,</b>	
	<b>2015</b>	<b>2014</b>
Land and land improvements	\$ 2,044	\$ 1,990
Buildings and leasehold improvements	13,646	13,336
Furniture and equipment	2,319	2,217
Construction in progress	290	209
	<u>18,299</u>	<u>17,752</u>
Less accumulated depreciation and amortization	(7,638)	(7,177)
	<u>\$ 10,661</u>	<u>\$ 10,575</u>

The aggregate cost of real estate for federal income tax purposes is approximately \$10.6 billion at December 31, 2015.

**3. Investments in Affiliates**

We own investments in joint ventures that are accounted for under the equity method of accounting. The debt of the Euro JV and Asia/Pacific JV is non-recourse to, and not guaranteed by, us. As of December 31, 2015, 50% of the debt of the Hyatt Place JV and 100% of the construction loan for the Maui JV is jointly and/or severally guaranteed by the partners of the joint ventures. Investments in affiliates consist of the following (in millions):

<b>As of December 31, 2015</b>					
	<b>Ownership Interests</b>	<b>Our Investment</b>	<b>Our Portion of Debt</b>	<b>Total Debt</b>	<b>Assets</b>
Euro JV	32.1 – 33.4%	\$ 251	\$ 262	\$ 797	Ten hotels in Europe
Asia/Pacific JV	25%	25	—	—	A 36% interest in five operating hotels and two hotels under development in India
Maui JV	67%	72	45	68	131-unit vacation ownership project in Maui, Hawaii
Hyatt Place JV	50%	3	15	31	One hotel in Nashville, Tennessee
Philadelphia Marriott Downtown	11%	(6)	25	224	One hotel in Philadelphia, PA
Total		<u>\$ 345</u>	<u>\$ 347</u>	<u>\$ 1,120</u>	

<b>As of December 31, 2014</b>					
	<b>Ownership Interests</b>	<b>Our Investment</b>	<b>Our Portion of Debt</b>	<b>Total Debt</b>	<b>Assets</b>
Euro JV	32.1 - 33.4%	\$ 348	\$ 388	\$ 1,186	Nineteen hotels in Europe
Asia/Pacific JV	25%	22	9	37	One hotel in Australia and a 36% interest in three operating hotels and four hotels under development in India
Maui JV	67%	61	64	96	131-unit vacation ownership project in Maui, Hawaii
Hyatt Place JV	50%	7	16	31	One hotel in Nashville, Tennessee
Philadelphia Marriott Downtown	11%	(5)	25	227	One hotel in Philadelphia, PA
Total		<u>\$ 433</u>	<u>\$ 502</u>	<u>\$ 1,577</u>	

## HOST HOTELS & RESORTS, INC., HOST HOTELS & RESORTS, L.P., AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

#### European Joint Venture

We own general and limited partner interests in the Euro JV that consists of two separate funds, with the other partners thereof including APG Strategic Real Estate Pool NV, an affiliate of 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”). We own a combined 32.1% interest of Euro JV Fund I and a combined 33.4% interest of Euro JV Fund II. We do not consolidate the Euro JV due to the structure and substantive participating rights of the non-Host limited partners, including approval over financing, acquisitions and dispositions, and annual operating and capital expenditures budgets. The joint venture agreement expires in 2021, subject to two one-year extensions. As of December 31, 2015, the total assets of the Euro JV are approximately €1.6 billion. As asset manager of the Euro JV funds, we earn asset management fees based on the amount of equity commitments and equity invested, which in 2015, 2014 and 2013 were approximately \$11 million, \$16 million and \$15 million, respectively.

As of December 31, 2015, the partners have funded approximately €463 million, or 67%, of the total equity commitment for Euro JV Fund I and €301 million, or 67%, of the total equity commitment for Euro JV Fund II. In July 2015, the Euro JV Fund II partners amended the Euro JV partnership agreement to extend the commitment period for Euro JV Fund II by one year to June 27, 2016. The remaining equity commitment for Euro JV Fund I is limited in its use to capital expenditures and financing needs.

For 2015, 2014 and 2013, our portion of the earnings (losses) of the Euro JV was \$57 million, \$21 million and \$(12) million, respectively, and is included in equity in earnings (losses) of affiliates on our statements of operations. The earnings in 2015 include €39 million (\$43 million) related to our portion of the gains recognized on the sale of nine properties, discussed below. The earnings in 2014 include €3 million (\$4 million) related to our portion of the gains recognized on the sale of one property. The loss in 2013 includes €11 million (\$15 million) related to our portion of a €33 million impairment expense related to the Sheraton Roma Hotel & Conference Center, which has been sold. In addition to the US GAAP impairment analysis performed for each of the properties at the partnership level, we also reviewed our investment in the Euro JV for other-than-temporary impairment and determined that the investment was not impaired in either 2015 or 2014.

During 2015, the Euro JV sold nine properties for €526 million and repaid €229 million of mortgage loans secured by the properties. During 2014, the Euro JV sold one property for £33 million and repaid the £21 million mortgage loan secured by the property. Net proceeds from the hotel sales were distributed to the partners. During 2015, the Euro JV distributed €328.5 million to its partners, of which Host’s share was €107 million (\$115 million). Ninety-two percent of the 2015 distributions were funded by proceeds from the hotel dispositions, while the remainder was funded by cash from operations. During 2014, the Euro JV distributed €37 million to its partners, of which Host’s share was €12 million (\$17 million), which distributions were funded with net proceeds from the hotel disposition.

In 2014, the Euro JV acquired a 90% ownership interest in the 394-room Grand Hotel Esplanade in Berlin (renamed the Sheraton Berlin Grand Hotel Esplanade). The hotel was acquired based on an aggregate gross value of €81 million, and the partnership assumed €48 million of mortgage and other long-term debt. The net assets acquired were funded by partner contributions.

The Euro JV has €734 million of mortgage debt, all of which is non-recourse to us. A default of the Euro JV mortgage debt does not trigger a default under any of our debt. In addition to the repayment of mortgage debt in conjunction with hotel dispositions, described above, the Euro JV refinanced €174 million of mortgage debt in 2015.

We have entered into four foreign currency forward sale contracts in order to hedge the foreign currency exposure resulting from the eventual repatriation of our net investment in the Euro JV. The forward purchases will occur between January 2016 and September 2017. We have hedged €177 million (approximately \$208 million) of our investment through these contracts and designated draws under our credit facility in Euros. See Note 12 – “Fair Value Measurement” for further information.

#### Asia/Pacific Joint Venture

We own a 25% general and limited partner interest in the Asia/Pacific JV, the other partner of which is RECO Hotels JV Private Limited, an affiliate of GIC RE. The Asia/Pacific JV may be terminated by the partners at any time. Due to the ownership structure and the substantive participating rights of the non-Host limited partner, including approval over financing, acquisitions and dispositions, and annual operating and capital expenditures budgets, the Asia/Pacific JV is not consolidated in our financial statements. The commitment period for the equity contributions to the joint venture expired in March of 2012. As a result, unanimous approval of the joint venture partners is necessary to fund additional acquisitions. Certain funding commitments remain, however, related to existing investments.

# **HOST HOTELS & RESORTS, INC., HOST HOTELS & RESORTS, L.P., AND SUBSIDIARIES**

## **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

As of December 31, 2015, the Asia/Pacific JV partners have invested approximately \$96 million (of which our share was \$24 million) in a joint venture in India with Accor S.A. and InterGlobe Enterprises Limited, in which the Asia/Pacific JV holds a 36% interest. On November 3, 2015, the Pullman & Novotel New Delhi Aerocity opened with 99 and 207 rooms, respectively. As a result, this joint venture owns two hotels in Bangalore, one in Chennai, two in New Delhi and two additional properties in various stages of development in Chennai. The five hotels that are operating and the two hotels under development are or will be managed by AccorHotels under the Pullman, ibis and Novotel brands.

On October 14, 2015, the Asia/Pacific JV sold the Four Points by Sheraton Perth for A\$91.5 million and repaid A\$43 million of mortgage debt. The Asia/Pacific JV recorded a gain on sale of approximately A\$11 million (\$8 million).

### **Maui Joint Venture**

We have a 67% non-controlling interest in a joint venture to develop, sell and operate a 131-unit vacation ownership project in Maui, Hawaii adjacent to our Hyatt Regency Maui Resort & Spa (the “Maui JV”). The project opened in December 2014 with total development costs of approximately \$195 million, which was partially funded with a \$110 million construction loan, which is jointly and severally guaranteed by us and Hyatt Hotels Corporation, and with member contributions. As of December 31, 2015, \$44 million was outstanding on the construction loan. We have contributed approximately \$87 million to the Maui JV, which includes the contribution of land valued at \$36 million. We recognized earnings of \$9 million and \$3 million in 2015 and 2014, respectively, which includes our portion of the net income of the partnership as well as a portion of the deferred gain on the contribution of the land. The book value of our investment in the Maui JV is \$72 million.

### **Combined Financial Information of Unconsolidated Investees**

Combined summarized balance sheet information for our affiliates is as follows (in millions):

	<b>As of December 31,</b>	
	<b>2015</b>	<b>2014</b>
Property and equipment, net	\$ 1,650	\$ 2,369
Timeshare inventory	157	178
Other assets	642	424
Total assets	<u>\$ 2,449</u>	<u>\$ 2,971</u>
Debt	\$ 1,120	\$ 1,577
Other liabilities	301	163
Equity	1,028	1,231
Total liabilities and equity	<u>\$ 2,449</u>	<u>\$ 2,971</u>

Combined summarized operating results for our affiliates is as follows (in millions):

	<b>Year ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
Total revenues	\$ 728	\$ 776	\$ 617
Operating expenses			
Expenses	(545)	(568)	(489)
Depreciation and amortization	(75)	(91)	(131)
Operating profit (loss)	108	117	(3)
Interest income	3	—	—
Interest expense	(72)	(79)	(59)
Gain on disposition	141	12	2
Net income (loss)	<u>\$ 180</u>	<u>\$ 50</u>	<u>\$ (60)</u>

**HOST HOTELS & RESORTS, INC., HOST HOTELS & RESORTS, L.P., AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**4. Debt**

Debt consists of the following (in millions):

	<b>As of December 31,</b>	
	<b>2015</b>	<b>2014</b>
Series V senior notes, with a rate of 6% due November 2020	\$ —	\$ 495
Series X senior notes, with a rate of 5 <sup>7</sup> / <sub>8</sub> % due June 2019	—	493
Series Z senior notes, with a rate of 6% due October 2021	297	296
Series B senior notes, with a rate of 5 <sup>1</sup> / <sub>4</sub> % due March 2022	347	346
Series C senior notes, with a rate of 4 <sup>3</sup> / <sub>4</sub> % due March 2023	445	445
Series D senior notes, with a rate of 3 <sup>3</sup> / <sub>4</sub> % due October 2023	397	397
Series E senior notes, with a rate of 4% due June 2025	495	—
Series F senior notes, with a rate of 4 <sup>1</sup> / <sub>2</sub> % due February 2026	395	—
2009 Exchangeable Senior Debentures, with a rate of 2 <sup>1</sup> / <sub>2</sub> % due October 2029	—	386
Total senior notes	2,376	2,858
Credit facility revolver	295	198
2014 Credit facility term loan due June 2017	499	499
2015 Credit facility term loan due September 2020	497	—
Mortgage debt (non-recourse), with an average interest rate of 4.7% and 5.0% at December 31, 2015 and 2014, respectively, maturing through January 2024	350	402
Total debt	<u>\$ 4,017</u>	<u>\$ 3,957</u>

In connection with the adoption of ASU 2015-03, deferred financing costs of \$29 million and \$35 million as of December 31, 2015 and 2014, respectively, now are classified within the debt on our consolidated balance sheets. The total deferred financing costs of \$35 million at December 31, 2014 had previously been classified as an asset on our consolidated balance sheets.

**Senior Notes**

**General.** Under the terms of our senior notes indenture, our senior notes are equal in right of payment with all of our unsubordinated indebtedness and senior to all of our subordinated obligations. The face amount of our senior notes as of December 31, 2015 and 2014 was \$2.4 billion and \$2.9 billion, respectively. The senior notes balance as of December 31, 2015 and 2014 includes discounts of approximately \$2 million and \$16 million, respectively. We pay interest on each series of our senior notes semi-annually in arrears at the respective annual rates indicated in the table above.

Under the terms of the senior notes indenture, our ability to incur indebtedness and pay dividends is subject to restrictions and the satisfaction of various conditions. As of December 31, 2015, we are in compliance with all of these covenants.

We completed the following senior notes transactions in 2015 and 2014:

- On May 15, 2015, we issued \$500 million 4% Series E Senior Notes due June 2025 for proceeds of approximately \$495 million, net of discounts, underwriting fees and expenses. Interest is payable semi-annually on June 15 and December 15, commencing June 15, 2015. Net proceeds, along with cash on hand, were used on June 15, 2015 to redeem \$500 million of 5 <sup>7</sup>/<sub>8</sub>% Series X Senior Notes due 2019 at an aggregate redemption price of \$515 million.
- On October 14, 2015, we issued \$400 million of 4.5% Series F Senior Notes due February 2026 for proceeds of approximately \$395 million, net of discounts, underwriting fees and expenses. Interest is payable semi-annually on February 1 and August 1, commencing February 1, 2016. Net proceeds, along with cash on hand and an additional \$100 million draw on the credit facility, were used to redeem \$500 million of 6% Series V Senior Notes due 2020 for \$515 million in November 2015.
- In February 2014, we redeemed the remaining \$150 million 6<sup>3</sup>/<sub>4</sub>% Series Q senior notes due 2016 for an aggregate price of \$152 million.

**Exchangeable Debentures.** In 2009, Host L.P. issued \$400 million of 2<sup>1</sup>/<sub>2</sub>% exchangeable senior debentures (the “Debentures”). In October 2015, Host L.P. gave notice that it would redeem all of its currently outstanding Debentures at a cash



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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

redemption price of 100% of the principal amount, plus accrued interest. At the time, the Debentures were exchangeable and the exchange price was equivalent to a Host Inc. share price of \$12.45. Based on Host Inc.'s then current stock price, the exchange value of the Debentures exceeded the cash redemption price and holders of all but \$1 million of the Debentures elected to exchange their Debentures for shares of Host Inc. common stock at the exchange value rather than receive the redemption price at par. As a result, we issued 32 million shares of Host Inc. common stock upon exchange (including \$8.7 million of Debentures that holders had elected to exchange in July 2015) and redeemed approximately \$1 million of Debentures for cash.

Interest expense recorded for our exchangeable senior debentures (including interest expense for debentures redeemed in 2015, 2014 and 2013) consists of the following (in millions):

	Year ended December 31,		
	2015	2014	2013
Contractual interest expense (cash)	\$ 8	\$ 10	\$ 10
Non-cash interest expense due to discount amortization	13	16	15
Total interest expense	<u>\$ 21</u>	<u>\$ 26</u>	<u>\$ 25</u>

**Authorization for Repurchase of Senior Notes and Exchangeable Senior Debentures.** In February 2016, Host Inc.'s Board of Directors authorized repurchases of up to \$500 million of senior notes and mortgage debt (other than in accordance with their terms).

**Credit Facility.** On June 27, 2014, we entered into a new senior revolving credit facility with Bank of America, N.A., as administrative agent, JPMorgan Chase Bank, N.A., as syndication agent, and certain other agents and lenders. The credit facility allows for revolving borrowings in an aggregate principal amount of up to \$1 billion, including a foreign currency subfacility for Canadian dollars, Australian dollars, New Zealand dollars, Japanese yen, Euros, British pound sterling and, if available to the lenders, Mexican pesos, of up to the foreign currency equivalent of \$500 million, subject to a lower amount in the case of New Zealand dollar and Mexican peso borrowings. The credit facility also provides a subfacility of up to \$100 million for swingline borrowings in U.S. dollars, Canadian dollars, Euros and British pound sterling and a subfacility of up to \$100 million for issuances of letters of credit. Host L.P. also has the option to increase the aggregate principal amount of the credit facility by up to \$500 million, subject to obtaining additional loan commitments and satisfaction of certain conditions. The credit facility has an initial scheduled maturity of June 2018, with two six-month renewal options. The credit facility contained a term loan facility of \$500 million, which replaced and refinanced the term loan under our prior facility of like amount. The term loan facility has an initial scheduled maturity of June 2017, with two one-year renewal options, resulting in a maturity for the entire credit facility of June 2019, if all renewal options are exercised, subject to certain conditions, including the payment of an extension fee and the accuracy of representations and warranties.

We pay interest on revolver borrowings under the credit facility at floating rates equal to LIBOR plus a margin ranging from 87.5 to 155 basis points (depending on Host L.P.'s unsecured long-term debt rating). We also pay a facility fee ranging from 12.5 to 30 basis points, depending on our rating and regardless of usage. Based on Host L.P.'s unsecured long-term debt rating as of December 31, 2015, we are able to borrow at a rate of LIBOR plus 100 basis points and pay a facility fee of 20 basis points.

On September 10, 2015, we closed on a \$500 million term loan ("2015 Term Loan") by exercising the accordion feature of our existing credit facility. The loan has a five-year maturity and its interest rate spread depends on our unsecured debt rating. At the time it closed, based on our unsecured debt rating, the loan has a floating interest rate of LIBOR + 110 bps (or approximately 1.3% all-in interest rate). This increases our credit facility to \$2 billion, consisting of the \$1 billion revolver and two \$500 million term loans. On that same day, we drew \$300 million on the 2015 Term Loan and drew the remaining \$200 million on December 29, 2015. The proceeds were used to repay outstanding amounts on the revolver.

Net draws under the credit facility were \$120 million in 2015, while in 2014 we repaid \$221 million, net. As of December 31, 2015, we have \$702 million available capacity under the revolver portion of our credit facility.

**Financial Covenants.** The credit facility contains covenants concerning allowable leverage, fixed charge coverage and unsecured interest coverage (as defined in our credit facility). Currently, we are permitted to borrow and maintain amounts outstanding under the credit facility so long as our leverage ratio is not in excess of 7.25x, our unsecured coverage ratio is not less than 1.75x and our fixed charge coverage ratio is not less than 1.25x. The financial covenants for the credit facility do not apply when there are no borrowings thereunder. Therefore, so long as there are no amounts outstanding, we would not be in default if we do not satisfy the financial covenants and we do not lose the potential to draw under the credit facility in the future if we were to regain compliance with the financial covenants. These calculations are performed based on pro forma results for the prior four fiscal quarters, giving effect to transactions such as acquisitions, dispositions and financings as if they had occurred at the beginning of the period. Under the terms of the credit facility, interest expense excludes items such as gains and losses on the extinguishment of debt, deferred financing

# HOST HOTELS & RESORTS, INC., HOST HOTELS & RESORTS, L.P., AND SUBSIDIARIES

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charges related to the senior notes or the credit facility, amortization of debt premiums or discounts that were recorded at issuance of a loan in order to establish the debt at fair value and non-cash interest expense due to the implementation in 2009 of accounting standards related to our exchangeable debentures, all of which are included in interest expense on our consolidated statement 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 are deducted from our total debt balance. As of December 31, 2015, we are in compliance with the financial covenants under our credit facility.

**Collateral and Guarantees.** The credit facility initially does not include any subsidiary guarantees or pledges of equity interests in our subsidiaries, and the guarantees and pledges are required only in the event that Host L.P.’s leverage ratio exceeds 6.0x for two consecutive fiscal quarters at a time that Host L.P. does not have an investment grade long-term unsecured debt rating. In the event that such guarantee and pledge requirement is triggered, the guarantees and pledges ratably would benefit the credit facility, as well as the notes outstanding under Host L.P.’s senior notes indenture, interest rate and currency hedges and certain other hedging and bank product arrangements with lenders that are parties to the credit facility. Even when triggered, the guarantees and pledges only would be required by certain U.S. and Canadian subsidiaries of Host L.P. and a substantial portion of our subsidiaries would provide neither guarantees nor pledges of equity interests. As of December 31, 2015, our leverage ratio was 2.8x.

**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 and dividends 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 the incurrence of debt and the payment of dividends generally are consistent with our senior notes indenture for our Series D senior notes. 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. Our senior notes and credit facility have cross default provisions that would trigger a default under those agreements if we were to have a payment default or an acceleration prior to maturity of other debt of Host L.P. or its subsidiaries. The amount of other debt in default needs to exceed certain thresholds in order to trigger a cross default and the thresholds are greater for secured debt than for unsecured debt. 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 owed under the credit facility may be accelerated, and the lenders’ commitments may be terminated. In addition, upon the occurrence of certain insolvency or bankruptcy related events of default, all amounts owed under the credit facility will become due and payable and the lenders’ commitments will terminate.

### Mortgage Debt

All of our mortgage debt is recourse solely to specific assets, except for environmental liabilities, fraud, misapplication of funds and other customary recourse provisions. As of December 31, 2015, we have mortgage debt secured by seven assets, with an average interest rate of 4.7%, which mortgage debt matures between 2016 and 2024. Interest is payable either monthly or quarterly. As of December 31, 2015, we are in compliance with the covenants under all of our mortgage debt obligations.

We have made the following mortgage debt repayments since January 2014:

Transaction Date	Property	Rate	Maturity Date	Amount
<b>Repayments</b>				
November 2015	Novotel Queenstown Lakeside	6.65%	2/18/2016	\$ (20)
October 2015	Novotel Auckland Ellerslie and ibis Auckland Ellerslie	6.40%	2/18/2016	(15)
February 2014	The Ritz-Carlton, Naples and Newport Beach Marriott Hotel	3.25%	3/1/2014	(300)

# HOST HOTELS & RESORTS, INC., HOST HOTELS & RESORTS, L.P., AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### Aggregate Debt Maturities

Aggregate debt maturities are as follows (in millions):

	As of December 31, 2015
2016	\$ 163
2017	500
2018	334
2019	—
2020	500
Thereafter	2,550
	<u>4,047</u>
Deferred financing costs	(29)
Unamortized (discounts) premiums, net	(2)
Capital lease obligations	1
	<u>\$ 4,017</u>

### Other

On October 30, 2014, we redeemed the \$12 million 7.125% Dulles Airport Industrial Development Revenue Bonds. On June 25, 2014, we redeemed the \$40 million 7.75% Philadelphia Airport Industrial Development Revenue Bonds. Additionally, on June 15, 2014, we redeemed the \$32 million 7% Newark Airport Industrial Development Refunding Revenue Bonds.

### Interest

The following items are included in interest expense (in millions):

	Year ended December 31,		
	2015 <sup>(1)</sup>	2014 <sup>(1)</sup>	2013 <sup>(1)</sup>
Interest expense	\$ 234	\$ 214	\$ 304
Amortization of debt premiums/discounts, net <sup>(2)</sup>	(13)	(16)	(15)
Amortization of deferred financing costs	(8)	(8)	(10)
Non-cash losses on debt extinguishments	(11)	(2)	(13)
Change in accrued interest	12	1	16
Interest paid <sup>(3)</sup>	<u>\$ 214</u>	<u>\$ 189</u>	<u>\$ 282</u>

(1) Interest expense and interest paid for 2015, 2014 and 2013 include cash prepayment premiums of approximately \$30 million, \$2 million and \$23 million, respectively.

(2) Primarily represents the amortization of the debt discount on our Debentures, which is considered non-cash interest expense.

(3) Does not include capitalized interest of \$5 million, \$7 million and \$6 million during 2015, 2014 and 2013, respectively.

Our debt repayments resulted in debt extinguishment costs included in interest expense for 2015, 2014 and 2013 of \$41 million, \$4 million and \$36 million, respectively.

## 5. Equity of Host Inc. and Capital of Host L.P.

### Equity of Host Inc.

Host Inc. has authorized 1,050 million shares of common stock, with a par value of \$0.01 per share, of which 750.3 million and 755.8 million were outstanding as of December 31, 2015 and 2014, respectively. Fifty million shares of no par value preferred stock are authorized; none of such preferred shares were outstanding as of December 31, 2015 and 2014.

# HOST HOTELS & RESORTS, INC., HOST HOTELS & RESORTS, L.P., AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### Capital of Host L.P.

As of December 31, 2015, Host Inc. is the owner of approximately 99% of Host L.P.'s common OP units. The remaining 1% of Host L.P.'s common OP units are held by various unaffiliated limited partners. Each common OP unit may be redeemed for cash or, at the election of Host Inc., Host Inc. common stock, based on the conversion ratio of 1.021494 shares of Host Inc. common stock for each OP unit. In connection with the issuance of shares by Host Inc., Host L.P. will issue OP units based on the same conversion ratio. As of December 31, 2015 and 2014, Host L.P. had 743.7 million and 749.1 million OP units outstanding, respectively, of which Host Inc. held 734.5 million and 739.9 million, respectively.

### Issuances of Common Stock and Common OP Units

During 2015, holders of \$399 million Debentures elected to exchange their debentures for shares of Host Inc. common stock, totaling approximately 32 million shares.

On April 30, 2015, Host Inc.'s Board of Directors announced a program to repurchase up to \$500 million of common stock, and again on October 29, 2015, to repurchase up to an additional \$500 million of common stock. During 2015, we repurchased 38.3 million shares at an average price of \$17.64 for a total purchase price of approximately \$675 million. At December 31, 2015, we have completed the first program and have \$325 million of repurchase capacity remaining under the second program.

### Dividends/Distributions

Host Inc. is required to distribute at least 90% of its annual taxable income, excluding net capital gains, 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 on its common stock are provided by distributions from Host L.P. The amount of any future dividends will be determined by Host Inc.'s Board of Directors.

The dividends that were taxable to our stockholders in 2015 were considered 80% ordinary income (non-qualified dividend income), 8% qualified dividend income, 5% capital gain distribution and 7% unrecaptured Section 1250 gain. The dividends that were taxable to our stockholders in 2014 were considered 65% ordinary income (non-qualified dividend income), 22% capital gain distribution and 13% unrecaptured Section 1250 gain.

The table below presents the amount of common dividends declared per share and common distributions per unit as follows:

	Year ended December 31,		
	2015	2014	2013
Common stock	\$ .80	\$ .75	\$ .46
Common OP units	.817	.766	.470

On February 16, 2016, Host Inc.'s Board of Directors authorized a regular quarterly cash dividend of \$0.20 per share on Host Inc.'s common stock. The dividend is payable on April 15, 2016, to stockholders of record on March 31, 2015.

### 6. Income Taxes

We elected to be taxed as a REIT under Sections 856 through 860 of the Internal Revenue Code commencing with our taxable year ended December 31, 1999. To qualify as a REIT, we must meet a number of organizational and operational requirements, including a requirement that we distribute at least 90% of our taxable income to our stockholders, excluding net capital gain. As a REIT, we generally will not be subject to federal corporate income tax on that portion of our taxable income that currently is distributed to our stockholders. If we fail to qualify for taxation as a REIT in any taxable year, we will be subject to federal corporate income taxes at regular corporate rates (including any applicable alternative minimum tax) and may not be able to qualify as a REIT for four subsequent taxable years. Even if we qualify for taxation as a REIT, we may be subject to certain state, local and foreign taxes on our income and property, and to federal income and excise taxes on our undistributed taxable income.

We have recorded a 100% valuation allowance of approximately \$20 million against the deferred tax asset related to the net operating loss carryovers as of December 31, 2015 with respect to our hotel in Mexico. There is a \$3 million valuation allowance recorded against the deferred tax asset related to the net operating loss and capital loss carryovers as of December 31, 2015 with respect to our hotels in Canada. We expect that the net operating loss and alternative minimum tax credit carryovers for U.S. federal

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income tax purposes will be realized. The net decrease in the valuation allowance for the year ending December 31, 2015 and December 31, 2014 is approximately \$22 million and \$16 million, respectively. The primary components of our net deferred tax assets are as follows (in millions):

	<b>As of December 31,</b>	
	<b>2015</b>	<b>2014</b>
<b>Deferred tax assets</b>		
Related party interest expense	\$ 7	\$ 21
Net operating loss and capital loss carryovers	63	70
Alternative minimum tax credits	5	5
Property and equipment	4	4
Investments in domestic affiliates	3	3
Deferred revenue and expenses	52	55
Other	2	1
Total gross deferred tax assets	136	159
Less: Valuation allowance	(23)	(45)
Total deferred tax assets, net of valuation allowance	\$ 113	\$ 114
<b>Deferred tax liabilities</b>		
Property and equipment	(16)	(17)
Investments in domestic and foreign affiliates	(12)	(8)
Other	(2)	(2)
Total gross deferred tax liabilities	(30)	(27)
Net deferred tax assets	\$ 83	\$ 87

At December 31, 2015, we have aggregate gross domestic and foreign net operating loss, and capital loss carryovers of approximately \$186 million. We have deferred tax assets related to these loss and tax credit carryovers of approximately \$63 million, with a valuation allowance of approximately \$23 million. Our net operating loss carryovers expire through 2035, and our foreign capital loss carryovers have no expiration period. Our alternative minimum tax credit carryovers have no expiration period. In addition to the net deferred tax assets reflected in the above table, we have recorded a deferred tax asset related to AOCI activity concerning net foreign exchange losses of approximately \$18 million and \$8 million at December 31, 2015 and 2014, respectively. We believe that it is more likely than not that we will be able to realize our deferred tax assets, net of valuation allowance, of \$113 million in the future.

Our U.S. and foreign income from continuing operations before income taxes was as follows (in millions):

	<b>Year ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
U.S. income	\$ 536	\$ 744	\$ 213
Foreign income	44	17	18
Total	\$ 580	\$ 761	\$ 231

The provision for income taxes from continuing operations consists of (in millions):

	<b>Year ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
Current—Federal	\$ 2	\$ 3	\$ 2
—State	(1)	2	4
—Foreign	3	10	9
	4	15	15
Deferred—Federal	2	(1)	4
—State	—	(1)	1
—Foreign	3	1	1
	5	(1)	6
Income tax provision – continuing operations	\$ 9	\$ 14	\$ 21

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The differences between the income tax provision calculated at the statutory U.S. federal income tax rate of 35% and the actual income tax provision recorded for continuing operations are as follows (in millions):

	<b>Year ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
Statutory federal income tax provision – continuing operations	\$ 204	\$ 265	\$ 81
Adjustment for nontaxable income of Host Inc. – continuing operations	(203)	(268)	(77)
State income tax provision, net	1	1	5
Provision for uncertain tax positions	1	5	2
Foreign income tax provision	6	11	10
Income tax provision – continuing operations	<u>\$ 9</u>	<u>\$ 14</u>	<u>\$ 21</u>

Cash paid for income taxes, net of refunds received, was \$9 million, \$22 million, and \$17 million in 2015, 2014, and 2013, respectively.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows (in millions):

	<b>2015</b>	<b>2014</b>
Balance at January 1	\$ 10	\$ 5
State decreases	(2)	2
Other increases	3	3
Balance at December 31	<u>\$ 11</u>	<u>\$ 10</u>

All of such uncertain tax position amounts, if recognized, would impact our reconciliation between the income tax provision calculated at the statutory U.S. federal income tax rate of 35% and the actual income tax provision recorded each year.

We expect a decrease to the balance of unrecognized tax benefits within 12 months of the reporting date of approximately \$1 million. As of December 31, 2015, the tax years that remain subject to examination by major tax jurisdictions generally include 2012-2015.

There were no material interest or penalties recorded for the years ended December 31, 2015, 2014 and 2013.

## **7. Leases**

### **Taxable REIT Subsidiaries Leases**

We lease substantially all of our hotels to a wholly owned subsidiary that qualifies as a taxable REIT subsidiary due to federal income tax restrictions on a REIT's ability to derive revenue directly from the operation and management of a hotel.

### **Vornado Lease**

On July 30, 2012, we leased the retail and signage components of the New York Marriott Marquis to Vornado Realty Trust ("Vornado"). Vornado will redevelop and expand the existing retail space and a portion of the parking garage into a high-end retail space, as well as create a 25,000 square foot, block front, LED signage. The lease has a 20-year term and, over the term of the lease, each party has options that, if exercised, would result in ownership of the retail space being conveyed to Vornado at a price based on the future cash flow of the leased property. Minimum rental revenue is recognized on a straight-line basis over the term of the lease. The future minimum rental revenue under the non-cancelable lease is \$12.5 million on an annual basis. Percentage rent is accrued when the specified income targets have been met.

### **Ground Leases**

As of December 31, 2015, all or a portion of 31 of our hotels are subject to ground leases, generally with multiple renewal options, all of which are accounted for as operating leases. For lease agreements with scheduled rent increases, we recognize the lease



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expense ratably over the term of the lease. Certain of these leases contain provisions for the payment of contingent rentals based on a percentage of sales in excess of stipulated amounts.

### Other Lease Information

We also have leases on facilities used in our former restaurant business, all of which we subsequently subleased. These leases and subleases contain one or more renewal options, generally for five or ten-year periods. The restaurant leases are accounted for as operating leases. Our contingent liability related to these leases is \$16 million as of December 31, 2015. However, management considers the likelihood of any material funding related to these leases to be remote. Our leasing activity also includes those entered into by our hotels for various types of equipment, such as computer equipment, vehicles and telephone systems. Equipment leases are accounted for either as operating or capital leases, depending on the characteristics of the particular lease arrangement. Equipment leases that are characterized as capital leases are classified as furniture and equipment and are depreciated over the life of the lease. The amortization expense applicable to capitalized leases is included in depreciation expense.

The following table presents the future minimum annual rental commitments required under non-cancelable leases for which we are the lessee (in millions):

	As of December 31, 2015			
	Capital Leases		Operating Leases	
2016	\$	1	\$	44
2017		—		43
2018		—		41
2019		—		39
2020		—		39
Thereafter		—		1,509
Total minimum lease payments	\$	<u>1</u>	\$	<u>1,715</u>

Minimum payments for the operating leases have not been reduced by aggregate minimum sublease rentals from restaurants of approximately \$9 million per year that are payable to us under non-cancelable subleases.

Rent expense is included in other property-level expenses on our consolidated statements of operations and consists of (in millions):

	Year ended December 31,					
	2015		2014		2013	
Minimum rentals on operating leases	\$	48	\$	48	\$	50
Additional rentals based on sales		33		32		32
Rental payments based on real estate tax assessments		—		—		24
Less: sublease rentals		(2)		(3)		(3)
	\$	<u>79</u>	\$	<u>77</u>	\$	<u>103</u>

### 8. Employee Stock Plans

Upon the issuance of Host Inc.'s common stock under either of the two stock-based compensation plans described below, Host L.P. will issue to Host Inc. common OP units of an equivalent value. Accordingly, these liabilities and related disclosures are included in both Host Inc.'s and Host L.P.'s consolidated financial statements.

Host Inc. maintains two stock-based compensation plans, the Comprehensive Stock and Cash Incentive Plan (the "2009 Comprehensive Plan"), under which Host Inc. may award to participating employees Host Inc.'s common stock and options to purchase our common stock, and the Employee Stock Purchase Plan ("ESPP"). At December 31, 2015, there were approximately 16 million shares of Host Inc.'s common stock reserved and available for issuance under the 2009 Comprehensive Plan.

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We recognize costs resulting from share-based payments in our financial statements over their vesting periods. No compensation cost is recognized for awards for which employees do not render the requisite services. We classify share-based payment awards granted in exchange for employee services as either equity or liability awards. Equity awards are measured based on their fair value as of the date of grant. In contrast, liability awards are re-measured to fair value each reporting period.

During 2015, 2014 and 2013, we recorded stock-based compensation expense of approximately \$11 million, \$22 million and \$18 million, respectively. Shares granted in 2015, 2014 and 2013 totaled 1.8 million, 2.0 million and 2.2 million, respectively, while 0.8 million, 1.3 million and 1.2 million shares, respectively, vested during those years.

### Senior Executive Plan

During 2015, Host Inc. granted 1.3 million shares of restricted stock awards and 0.4 million shares of stock option awards, to senior executives (the “Annual Plan”), which amount represents the maximum number of shares that can be earned during the year if performance is at the “high” level of achievement. The stock option awards have an average exercise price of \$23.64 per share for performance year 2015. The restricted stock awards and stock option awards vest on an annual basis; therefore, no unvested awards were outstanding at December 31, 2015.

### Restricted stock awards

Vesting of restricted stock awards is based on (1) the achievement of relative total shareholder return (“TSR”) and (2) the company and personal performance of employees attributable to specific management business objectives. Approximately 50% of the restricted stock awards are based on the satisfaction of the TSR compared to (i) the NAREIT index, (ii) the Standard & Poor’s index, and (iii) a Selected Lodging Company index that serves as a relevant industry/asset specific measurement to our competitors, with the remaining 50% based on the achievement of management business objectives. Restricted stock awards granted to U.S. senior executives are 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 requirements in excess of the statutory minimum withholding requirements. The fair value of these shares is adjusted at each balance sheet date and, at year end, is equal to the number of shares earned during the year at the December 31, 2015 stock price. Of the awards granted in 2015, 96% were classified as liability awards. In contrast, restricted stock awards granted to senior executives operating out of our international offices do not have this settlement feature and are considered equity awards. The fair value of these equity awards is based on the fair value on the grant date, and is not adjusted for subsequent movements in fair value.

During 2015, 2014 and 2013, we recorded compensation expense of approximately \$8 million, \$18 million and \$14 million, respectively, related to the restricted stock awards to senior executives. The following table is a summary of the status of our senior executive plans for the three years ended December 31, 2015:

	Year ended December 31,					
	2015		2014		2013	
	Shares (in millions)	Fair Value (per share)	Shares (in millions)	Fair Value (per share)	Shares (in millions)	Fair Value (per share)
Balance, at beginning of year	—	\$ —	—	\$ —	—	\$ —
Granted	1.3	16	1.5	18	1.7	16
Vested <sup>(1)</sup>	(0.4)	15	(0.8)	24	(0.8)	19
Forfeited/expired	(0.9)	15	(0.7)	24	(0.9)	19
Balance, at end of year	—	—	—	—	—	—
Issued in calendar year <sup>(1)</sup>	0.5	24	0.4	19	0.3	19

(1) Shares that vest at December 31 of each year are issued to the employees in the first quarter of the following year, although the requisite service period is complete. Accordingly, the 0.5 million shares issued in 2015 include shares vested at December 31, 2014, after adjusting for shares withheld to meet employee tax requirements. The shares withheld for employee tax requirements were valued at \$9.8 million, \$6.1 million and \$5.5 million, for 2015, 2014 and 2013, respectively.

### Stock Option Awards

As of December 31, 2015, 1.0 million shares of stock option awards were outstanding and exercisable, with a weighted average remaining life of 8 years and a weighted average exercise price of \$19.37 per share. During 2015, 2014 and 2013, stock option grants totaled 366,000, 393,000 and 420,000, respectively. Stock option compensation expense was \$1.8 million, \$1.8 million and \$1.8



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million during 2015, 2014 and 2013, respectively, and all stock option awards outstanding as of December 31, 2015 were fully vested. The stock option awards are equity classified awards, as they do not include cash settlement features. We expense stock option awards over the vesting period based on the estimated fair value of the options at the grant date using a binomial pricing model. 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, and our expected dividend yield. To calculate the fair value of stock option awards granted from 2013 to 2015, we assumed (i) a volatility ranging between 28% and 32%, (ii) a risk-free rate ranging between 1.0% and 1.8%, (iii) a dividend yield of between 3% and 4%, and (iv) an expected life of 5.5 years.

### Other Stock Plans

In addition to the share-based plans described above, we maintain an upper-middle management plan and an employee stock purchase plan. The awards are time-based equity awards that vest within three years of the grant date and expense is recognized over the life of the award based on the grant date fair value. Through the employee stock purchase plan, employees can purchase stock at a 10% discount of the lower of the beginning and ending stock price each quarter. During 2015, 2014 and 2013, we granted 116,000 shares, 118,000 shares and 116,000 shares, respectively, under both of these programs and recorded expense of \$1.9 million, \$2.2 million and \$2.0 million, respectively.

### 9. Profit Sharing and Postemployment Benefit Plans

We contribute to defined contribution plans for the benefit of employees who meet certain eligibility requirements and who elect participation in the plans. The discretionary amount to be matched by us is determined annually by Host Inc.'s Board of Directors. Our recorded liability for this obligation is not material. Payments for these items were not material for the three years ended December 31, 2015.

### 10. Dispositions

We disposed of eight hotels in 2015, five hotels in 2014, and five hotels in 2013. Effective January 1, 2014, we adopted ASU 2014-08, Reporting for Discontinued Operations. As a result, operations and any gain or loss on sale of hotels sold subsequent to December 31, 2013 will generally continue to be reported in continuing operations. The results of properties sold in 2013, including the gain on sale, will continue to be reported in discontinued operations.

The following table provides summary results of operations for the eight hotels sold in 2015 and five hotels sold in 2014, which are included in continuing operations (in millions):

	Year ended December 31,	
	2015	2014
Revenues	\$ 60	\$ 197
Income before taxes	5	12
Gain on disposals	89	229

The following table provides summary results of operations for the five hotels sold in 2013, which are included in discontinued operations (in millions):

	Year ended December 31, 2013	
Revenues	\$	104
Income before taxes		22
Gain on disposals, net of tax		97

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Net income attributable to Host Inc. is allocated between continuing and discontinued operations as follows (in millions):

	<b>Year ended December 31, 2013</b>
Continuing operations, net of tax	\$ 203
Discontinued operations, net of tax	114
Net income attributable to Host Inc.	<u>\$ 317</u>

Net income attributable to Host L.P. is allocated between continuing and discontinued operations as follows (in millions):

	<b>Year ended December 31, 2013</b>
Continuing operations, net of tax	\$ 206
Discontinued operations, net of tax	115
Net income attributable to Host L.P.	<u>\$ 321</u>

## **11. Acquisitions**

### **Business Combinations**

We acquired one hotel during 2015 and recorded \$1 million of acquisition related expenses and acquired two hotels during 2014 and recorded \$2 million of acquisition related expenses. For 2015 and 2014, our business combinations were as follows:

- On June 8, 2015, we acquired the 643-room Phoenician hotel for approximately \$400 million.
- On August 11, 2014, we acquired the 242-room YVE Hotel Miami (formerly the b2 miami downtown hotel) for approximately \$58 million.
- On January 21, 2014, we acquired the 151-room Axiom Hotel (formerly the Powell Hotel) in San Francisco, California, including retail space and the fee simple interest in the land, for approximately \$75 million.

Accounting for the acquisition of a hotel property or an entity as a purchase transaction requires an allocation of the purchase price to the assets acquired and the liabilities assumed in the transaction at their respective estimated fair values. The purchase price allocations are estimated based on current available information.

The following table summarizes the estimated fair value of the assets acquired and liabilities assumed for our 2015 and 2014 hotel acquisitions (in millions):

	<b>As of December 31,</b>	
	<b>2015</b>	<b>2014</b>
Property and equipment	\$ 400	\$ 131
FF&E Reserves and other assets	—	3
Total assets	400	134
Other liabilities	(2)	(1)
Net assets acquired	<u>\$ 398</u>	<u>\$ 133</u>

# **HOST HOTELS & RESORTS, INC., HOST HOTELS & RESORTS, L.P., AND SUBSIDIARIES**

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Our summarized unaudited consolidated pro forma results of operations, assuming the 2015 and 2014 hotel acquisitions occurred on January 1, 2014 and 2013, respectively, and excluding the acquisition costs discussed above, are as follows (in millions, except per share and per unit amounts):

	<b>Year ended December 31,</b>	
	<b>2015</b>	<b>2014</b>
Revenues	\$ 5,459	\$ 5,475
Income from continuing operations	594	763
Net income	594	763
<b>Host Inc.:</b>		
Net income attributable to Host Inc.	\$ 581	\$ 748
Basic earnings per common share	\$ .77	\$ .99
Diluted earnings per common share	\$ .77	\$ .99
<b>Host L.P.:</b>		
Net income attributable to Host L.P.	\$ 588	\$ 757
Basic earnings per common share	\$ .79	\$ 1.01
Diluted earnings per common share	\$ .79	\$ 1.01

For 2015 and 2014, our consolidated statements of operations include \$68 million and \$12 million of revenues, respectively, and a net loss of \$2 million for 2015 and net income of \$2 million for 2014.

### **New Development and Other Asset Acquisitions**

For 2015 and 2014, our new development and other asset acquisitions were as follows:

- On December 30, 2015, we purchased the land under the Minneapolis City Center Marriott for \$34 million.
- In February 2015, we purchased the ground lease at the Sheraton Indianapolis Hotel at Keystone Crossing, along with two out-parcels, for \$4.6 million.
- In the fourth quarter of 2014, we completed construction and opened the 149-room Novotel and 256-room ibis Rio de Janeiro Parque Olimpico in Barra da Tijuca, both managed by Accor, for a total investment of R\$139 million (\$65 million).

## **12. Fair Value Measurements**

### **Overview**

Our recurring fair value measurements consist of the valuation of our derivative instruments, all of which are designated as accounting hedges. Non-recurring fair value measurements during 2014 consisted of the impairment of one of our hotel properties, which was sold during 2014.

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The following table details the fair value of our financial assets and liabilities that are required to be measured at fair value on a recurring basis, as well as non-recurring fair value measurements that we completed during 2014 due to the impairment of non-financial assets (in millions):

	Balance at December 31, 2015	Fair Value at Measurement Date Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Fair Value Measurements on a Recurring Basis:				
Assets				
Foreign currency forward sale contracts <sup>(1)</sup>	\$ 17	\$ —	\$ 17	\$ —
Liabilities				
Interest rate swap derivatives <sup>(1)</sup>	(1)	—	(1)	—

	Balance at December 31, 2014	Fair Value at Measurement Date Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Fair Value Measurements on a Recurring Basis:				
Assets				
Foreign currency forward sale contracts <sup>(1)</sup>	\$ 13	\$ —	\$ 13	\$ —
Liabilities				
Interest rate swap derivatives <sup>(1)</sup>	(2)	—	(2)	—
Fair Value Measurements on a Non-recurring Basis:				
Impaired hotel properties held and used <sup>(2)</sup>	—	—	—	18

(1) These derivative contracts have been designated as hedging instruments.

(2) The fair value measurement is as of the measurement date of the impairment and may not reflect the book value as of December 31, 2014.

### **Impairment**

During 2014, an impairment expense of \$6 million was recorded related to the Dayton Marriott. The fair value was based on expected sale proceeds of the property, which property was sold on December 17, 2014. The impairment expense is included in depreciation expense.

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**Derivatives and Hedging**

**Interest rate swap derivatives designated as cash flow hedges.** We have designated our floating-to-fixed interest rate swap derivatives as cash flow hedges. The purpose of the interest rate swaps is to hedge against changes in cash flows (interest payments) attributable to fluctuations in variable rate debt. The derivatives are valued based on the prevailing market yield curve on the date of measurement. We also evaluate counterparty credit risk when we calculate the fair value of the swaps. Changes in the fair value of the derivatives are recorded to other comprehensive income (loss) on the accompanying balance sheets. The hedges were fully effective as of December 31, 2015.

In connection with the partial repayment of the mortgage loan secured by our New Zealand properties, we reduced the notional amount of the related interest rate swap to NZ\$53 million (\$36 million). The reduction of the notional amount did not result in any changes to the maturity date, swapped index or all-in fixed interest rate of the mortgage loan.

During 2015, in contemplation of issuing the 4% Series E senior notes, we entered into three forward swaps and two treasury locks for total notional amounts of \$150 million and \$200 million, respectively. The purpose of the forward swaps and treasury locks was to hedge against changes in interest-related cash flows (forecast interest payments) on an issuance of long-term debt. The forward swaps hedged the risk of changes in the 3-month LIBOR rate over a 10-year period and the treasury locks hedged the risk of changes in the 10-year U.S. Treasury rate. Subsequent to the pricing date of the 4% Series E senior notes in May 2015, we net settled the three forward swaps and two treasury locks for total proceeds of approximately \$4 million. The gain on the forward swaps and treasury locks has been recorded to other comprehensive income and will be amortized over the 10-year life of the Series E senior notes, as a reduction to interest expense.

Also in 2015, in contemplation of issuing the 4.5% Series F senior notes, we entered into five forward swaps for a total notional amount of \$350 million. The purpose of the forward swaps was to hedge against changes in interest-related cash flows (forecast interest payments) on an issuance of long-term debt. The forward swaps hedged the risk of changes in the 3-month LIBOR rate over a 10-year period. Subsequent to the pricing date of the 4.5% Series F senior notes in October 2015, we net settled the five forward swaps for a total payment of approximately \$9 million. The loss on the forward swaps has been recorded to other comprehensive income and will be amortized over the 10-year life of the Series F senior notes, as an increase to interest expense. The following table summarizes our interest rate swap derivatives designated as cash flow hedges (in millions):

Currently Outstanding					Change in Fair Value - All Contracts	
Transaction Date	Total Notional Amount	Maturity Date	Swapped Index	All-in-Rate	Gain (Loss) Year ended December 31,	
					2015	2014
November 2011 <sup>(1)</sup>	A\$ 62	November 2016	Reuters BBSY	6.7%	\$ 1	\$ —
February 2011 <sup>(2)</sup>	NZ\$ 53	February 2016	NZ\$ Bank Bill	7.15%	—	—

(1) The swap was entered into in connection with the A\$86 million (\$63 million) mortgage loan on the Hilton Melbourne South Wharf.

(2) The swap was entered into in connection with the NZ\$53 million (\$36 million) mortgage loan on four properties in New Zealand.

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**Foreign Investment Hedging Instruments.** We have five foreign currency forward sale contracts that hedge a portion of the foreign currency exposure resulting from the eventual repatriation of our net investment in foreign operations. These derivatives are considered hedges of the foreign currency exposure of a net investment in a foreign operation and are marked-to-market with changes in fair value recorded to other comprehensive income (loss) within the equity portion of our balance sheet. The foreign currency forward sale contracts are valued based on the forward yield curve of the foreign currency to U.S. dollar forward exchange rate on the date of measurement. We also evaluate counterparty credit risk when we calculate the fair value of the derivatives.

During 2015, in connection with the maturity of two foreign currency forward sale contracts with a total notional amount of €55 million, for which we received total proceeds of approximately \$12 million, we entered into two new foreign currency forward sale contracts with a total notional amount of €55 million. The gain related to the matured contracts is included in accumulated other comprehensive income and will be recognized in earnings when our investment in the Euro JV has been repatriated. The following table summarizes our foreign currency forward sale contracts (in millions):

Currently Outstanding					Change in Fair Value - All Contracts		
Transaction Date Range	Total Transaction Amount in Foreign Currency		Total Transaction Amount in Dollars	Forward Purchase Date Range	Gain (Loss)		
					Year ended December 31,		
					2015		2014
January 2013-September 2015	€	100	\$ 124	January 2016-September 2017	\$ 13	\$ 18	
November 2014	C\$	25	\$ 22	November 2016	\$ 3	\$ 1	

In addition to the foreign currency forward sale contracts, we have designated a portion of the foreign currency draws on our credit facility as hedges of net investments in foreign operations. As a result, currency translation adjustments in the designated credit facility draws are recorded to other comprehensive income (loss) within the equity portion of our balance sheet, which adjustments offset a portion of the translation adjustment related to our foreign investments. The following table summarizes the draws on our credit facility that are designated as hedges of net investments in international operations (in millions):

Currency	Balance Outstanding US\$		Balance Outstanding in Foreign Currency		Gain (Loss)			
					Year ended December 31,			
					2015		2014	
Canadian dollars <sup>(1)</sup>	\$	33	C\$	46	\$	5	\$	2
Euros	\$	84	€	77	\$	10	\$	13

(1) We have drawn an additional \$44 million on the credit facility in Canadian dollars that has not been designated as a hedging instrument.

### Other Assets and Liabilities

**Fair Value of Other Financial Assets and Liabilities.** We did not elect the fair value measurement option for any of our other financial assets or liabilities. The fair values of secured debt and our credit facility are determined based on the expected future payments discounted at risk-adjusted rates. Senior Notes and the Exchangeable Senior Debentures are valued based on quoted market prices. The fair values of financial instruments not included in this table are estimated to be equal to their carrying amounts. The fair value of certain financial assets and liabilities and other financial instruments are shown below (in millions):

	As of December 31,			
	2015		2014	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial liabilities				
Senior notes (Level 1)	\$ 2,376	\$ 2,452	\$ 2,472	\$ 2,668
Exchangeable Senior Debentures (Level 1)	—	—	386	739
Credit facility (Level 2)	1,291	1,298	697	704
Mortgage debt and other, excluding capital leases (Level 2)	349	355	401	413

## HOST HOTELS & RESORTS, INC., HOST HOTELS & RESORTS, L.P., AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

#### 13. Relationship with Marriott International

We have entered into various agreements with Marriott, including the management of approximately 54% of our hotels (as measured by revenues), financing for joint ventures or partnerships, including our JW Marriott Hotel, Mexico City, Mexico and certain limited administrative services.

In 2015, 2014 and 2013, we paid Marriott \$145 million, \$146 million and \$150 million, respectively, of hotel management fees and approximately \$2.6 million, \$1.4 million and \$1.3 million, respectively, of franchise fees for 2015, 2014 and 2013.

#### 14. Hotel Management Agreements and Operating and License Agreements

All of our hotels are managed by third parties pursuant to management or operating agreements, with some of our hotels also being subject to separate license agreements addressing matters pertaining to operation under the designated brand. Properties managed by Marriott, Starwood and Hyatt, represent 54%, 24% and 12% of our total revenues, respectively. Under these agreements, the managers generally have sole responsibility for all activities necessary for the day-to-day operation of the hotels, including establishing room rates, processing reservations and promoting and publicizing the hotels. The managers also provide all employees for the hotels, prepare reports, budgets and projections, and provide other administrative and accounting support services to the hotels. For the majority of our properties, we have approval rights over budgets, capital expenditures, significant leases and contractual commitments, and various other matters.

The initial term of our agreements generally is 10 to 25 years, with one or more renewal terms at the option of the manager. The majority of our agreements condition the manager's right to exercise options for renewal upon the satisfaction of specified economic performance criteria. The manager typically receives a base management fee, which is calculated as a percentage (generally 2-3%) of annual gross revenues, and an incentive management fee, which typically is calculated as a percentage (generally 10-20%) of operating profit after the owner has received a priority return on its investment. In the case of our Starwood-managed hotels, the base management fee only is 1% of annual gross revenues, but that amount is supplemented by license fees payable to Starwood under a separate license agreement pertaining to the designated brand, including rights to use trademarks, service marks and logos, matters relating to compliance with certain brand standards and policies, and the provision of certain system programs and centralized services. Under the license agreement Starwood generally receives 5% of gross revenues attributable to room sales and 2% of gross revenues attributable to food and beverage sales in addition to a base management fee.

As part of the agreements, the manager furnishes the hotels with certain chain services, which generally are provided on a central or regional basis to all hotels in the manager's hotel system. Chain services include central training, advertising and promotion, national reservation systems, computerized payroll and accounting services, and such additional services as needed which may be more efficiently performed on a centralized basis. Costs and expenses incurred in providing such services are allocated among the hotels managed, owned or leased by the manager on a fair and equitable basis. In addition, our managers generally will sponsor a guest rewards program, the costs of which will be charged to all of the hotels that participate in such program.

We are obligated to provide the manager with sufficient funds, generally 5% of the revenue generated at the hotel, to cover the cost of (a) certain non-routine repairs and maintenance to the hotels which normally are capitalized, and (b) replacements and renewals to the hotels' furniture, fixtures and equipment. Under certain circumstances, we will be required to establish escrow accounts for such purposes under terms outlined in the agreements.

We generally are limited in our ability to sell, lease or otherwise transfer the hotels unless the transferee assumes the related management agreement. However, most agreements include owner rights to terminate the agreements on the basis of the manager's failure to meet certain performance-based metrics. Typically, these criteria are subject to the manager's ability to 'cure' and avoid termination by payment to us of specified deficiency amounts (or, in some instances, waiver of the right to receive specified future management fees).

In addition to any performance-based or other termination rights, we have negotiated with Marriott, Starwood and some of our other managers specific termination rights related to specific agreements. These termination rights can take a number of different forms, including termination of agreements upon sale that leave the property unencumbered by any agreement; termination upon sale provided that the property continues to be operated under a license or franchise agreement with continued brand affiliation; as well as termination without sale or other condition, which may require the payment of a fee. These termination rights also may restrict the number of agreements that may be terminated over any annual or other period; impose limitations on the number of agreements

# HOST HOTELS & RESORTS, INC., HOST HOTELS & RESORTS, L.P., AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

terminated as measured by EBITDA; require that a certain number of properties continue to maintain the brand affiliation; or be restricted to a specific pool of assets.

### 15. Geographic and Business Segment Information

We consider each one of our hotels to be an operating segment, none of which meets the threshold for a reportable segment. We also allocate resources and assess operating performance based on individual hotels. All of our other real estate investment activities (primarily our office buildings) are immaterial and, with our operating segments, meet the aggregation criteria, and thus, we report one segment: hotel ownership. Our international operations consist of hotels in six countries. There were no intersegment sales during the periods presented. The following table presents revenues and long-lived assets for each of the geographical areas in which we operate (in millions):

	2015		2014		2013	
	Revenues	Property and Equipment, net	Revenues	Property and Equipment, net	Revenues	Property and Equipment, net
United States	\$ 5,166	\$ 10,372	\$ 5,077	\$ 10,111	\$ 4,895	\$ 10,498
Australia	34	88	39	102	40	106
Brazil	30	53	36	82	30	76
Canada	58	66	87	82	97	89
Chile	25	44	32	44	34	54
Mexico	29	18	29	26	24	32
New Zealand	45	20	54	128	46	140
Total	<u>\$ 5,387</u>	<u>\$ 10,661</u>	<u>\$ 5,354</u>	<u>\$ 10,575</u>	<u>\$ 5,166</u>	<u>\$ 10,995</u>

### 16. Guarantees and Contingencies

We have certain guarantees which consist of commitments made to third parties for leases or debt that are not recognized in our consolidated financial statements due to various dispositions, spin-offs and contractual arrangements, but that we have agreed to pay in the event of certain circumstances, including the default by an unrelated party. We also may have contingent environmental liabilities related to the presence of hazardous or toxic substances. We consider the likelihood of any material payments under these guarantees and contingencies to be remote. The guarantees and contingencies that are not recognized in our consolidated financial statements are listed below:

- We remain contingently liable for rental payments on certain divested non-lodging properties. These primarily represent certain restaurants that were sold subject to our guarantee of the future rental payments. The aggregate amount of these future rental payments is approximately \$16 million as of December 31, 2015.
- 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 \$12 million through the full term of the leases, including renewal options. We believe that the likelihood of any material payments related to these ground leases is remote, and in each case, we have been indemnified by the purchaser of the hotel.

Guarantees and environmental liabilities that are recorded on our consolidated balance sheet include:

- In connection with the sale of the Atlanta Marriott Marquis in January 2013, we retained a contingent liability for potential environmental liabilities, which is not to exceed \$5 million.
- In connection with the sale of the Ritz-Carlton San Francisco hotel in June 2013, we agreed to guarantee the hotel's operating income through December 31, 2016. During this period, we will make support payments of up to \$4 million a year, not to exceed \$11 million for the life of the agreement. In 2015 and 2014, we recognized approximately \$4 million and \$3 million, respectively, of the deferred gain. As of December 31, 2015, we have accrued \$4 million for the remaining guarantee.



**HOST HOTELS & RESORTS, INC., HOST HOTELS & RESORTS, L.P., AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**17. Legal Proceedings**

We are involved in various legal proceedings in the ordinary course of business regarding the operation of our hotels and company matters. To the extent not covered by insurance, these lawsuits generally fall into the following broad categories: disputes involving hotel-level contracts, employment litigation, compliance with laws such as the Americans with Disabilities Act, tax disputes and other general matters. Under our management agreements, our operators have broad latitude to resolve individual hotel-level claims for amounts generally less than \$150,000. However, for matters exceeding such threshold, our operators may not settle claims without our consent.

Based on our analysis of legal proceedings with which we currently are involved or of which we are aware and our experience in resolving similar claims in the past, we have accrued approximately \$4 million as of December 31, 2015. We have estimated that, in the aggregate, our losses related to these proceedings could be as much as \$15 million. We believe this range represents the maximum potential loss for all of our legal proceedings. We are not aware of any other matters with a reasonably possible unfavorable outcome for which disclosure of a loss contingency is required. No assurances can be given as to the outcome of any pending legal proceedings.

**18. Quarterly Financial Data (unaudited)**

	<b>2015</b>			
	<b>First Quarter</b>	<b>Second Quarter</b>	<b>Third Quarter</b>	<b>Fourth Quarter</b>
	<b>(in millions, except per share/unit amounts)</b>			
<b>Host Hotels &amp; Resorts, Inc.:</b>				
Revenues	\$ 1,317	\$ 1,449	\$ 1,287	\$ 1,334
Operating profit	144	227	132	147
Net income	104	216	85	166
Net income attributable to Host Hotels & Resorts, Inc.	98	212	85	163
Basic earnings per common share	.13	.28	.11	.22
Diluted earnings per common share	.13	.28	.11	.22
<b>Host Hotels &amp; Resorts, L.P.<sup>(1)</sup>:</b>				
Net income attributable to Host Hotels & Resorts, L.P.	99	215	86	165
Basic earnings per common unit	.13	.29	.12	.22
Diluted earnings per common unit	.13	.29	.12	.22

	<b>2014</b>			
	<b>First Quarter</b>	<b>Second Quarter</b>	<b>Third Quarter</b>	<b>Fourth Quarter</b>
	<b>(in millions, except per share/unit amounts)</b>			
<b>Host Hotels &amp; Resorts, Inc.:</b>				
Revenues	\$ 1,309	\$ 1,431	\$ 1,294	\$ 1,320
Operating profit	134	225	202	149
Net income	185	159	145	258
Net income attributable to Host Hotels & Resorts, Inc.	179	155	144	254
Basic earnings per common share	.24	.21	.19	.34
Diluted earnings per common share	.24	.21	.19	.33
<b>Host Hotels &amp; Resorts, L.P.<sup>(1)</sup>:</b>				
Net income attributable to Host Hotels & Resorts, L.P.	181	157	146	257
Basic earnings per common unit	.24	.21	.19	.34
Diluted earnings per common unit	.24	.21	.19	.34

**HOST HOTELS & RESORTS, INC., HOST HOTELS & RESORTS, L.P., AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

- (1) Other income statement line items not presented for Host L.P. are equal to the amounts presented for Host Inc.

The sum of the basic and diluted earnings per common share and OP units for the four quarters in all years presented differs from the annual earnings per common share and OP units due to the required method of computing the weighted average number of shares and OP units in the respective periods.

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

None.

**Item 9A. Controls and Procedures**

***Controls and Procedures (Host Hotels & Resorts, Inc.)***

***Disclosure Controls and Procedure***

Under the supervision and with the participation of our management, including Host Inc.'s Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(b) as of the end of the period covered by this report. Based on that evaluation, Host Inc.'s Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by us in reports we file or submit under the Exchange Act is (1) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and (2) accumulated and communicated to our management, including Host Inc.'s Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures.

***Internal Control over Financial Reporting***

Management is responsible for establishing and maintaining adequate internal control over financial reporting for Host Inc. With the participation of Host Inc.'s Chief Executive Officer and Chief Financial Officer, management conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2015 based on the *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management concluded that our internal control over financial reporting was effective as of December 31, 2015. There were no changes in our internal control over financial reporting during the quarter ended December 31, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Our independent registered public accounting firm, KPMG LLP, has issued an attestation report on the effectiveness of our internal control over financial reporting of Host Inc., which appears in Item 8.

***Controls and Procedures (Host Hotels & Resorts, L.P.)***

***Disclosure Controls and Procedures***

Under the supervision and with the participation of our management, including Host Inc.'s Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(b) as of the end of the period covered by this report. Based on that evaluation, Host Inc.'s Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by us in reports we file or submit under the Exchange Act is (1) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and (2) accumulated and communicated to our management, including Host Inc.'s Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures.

***Internal Control over Financial Reporting***

Management is responsible for establishing and maintaining adequate internal control over financial reporting for Host L.P. With the participation of Host Inc.'s Chief Executive Officer and Chief Financial Officer, management conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2015 based on the *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management concluded that our internal control over financial reporting was effective as of December 31, 2015. There were no changes in our internal control over financial reporting during the quarter ended December 31, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

This annual report does not include an attestation report of Host L.P.'s independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by Host L.P.'s registered public accounting firm pursuant to rules of the Securities and Exchange Commission applicable to "non-accelerated filers."

**Item 9B. Other Information**

None.

### **PART III**

Certain information called for by Items 10-14 is incorporated by reference from Host Inc.'s 2016 Annual Meeting of Stockholders Notice and Proxy Statement (to be filed pursuant to Regulation 14A not later than 120 days after the close of our fiscal year).

#### **Item 10. Directors, Executive Officers and Corporate Governance**

The information required by this item with respect to directors is incorporated by reference to the section of Host Inc.'s definitive Proxy Statement for its 2016 Annual Meeting of Stockholders entitled "Proposal One: Election of Directors." See Part I "Executive Officers" of this Annual Report for information regarding executive officers.

The information required by this item with respect to Audit Committee and Audit Committee Financial Experts is incorporated by reference to the section of Host Inc.'s definitive Proxy Statement for its 2016 Annual Meeting of Stockholders entitled "Corporate Governance and Board Matters." There have been no material changes to the procedures by which stockholders may recommend nominees to the Board of Directors since our last annual report.

We have adopted a Code of Business Conduct and Ethics that applies to all employees. In compliance with the applicable rules of the SEC, special ethics obligations of our Chief Executive Officer, Chief Financial Officer, Corporate Controller and other employees who perform financial or accounting functions are set forth in Section 10 of the Code of Business Conduct and Ethics, entitled "Special Ethics Obligations of Employees with Financial Reporting Obligations." The Code is available at the Corporate Governance section of our website at [www.hosthotels.com](http://www.hosthotels.com). A copy of the Code is available in print, free of charge, to stockholders and unitholders upon request to the company at the address set forth in Item 1 of this Annual Report under the section "Business—Where to Find Additional Information." We intend to satisfy the disclosure requirements under the Securities and Exchange Act of 1934, as amended, regarding an amendment to or waiver from a provision of our Code of Business Conduct and Ethics by posting such information on our web site.

#### **Item 11. Executive Compensation**

The information required by this item is incorporated by reference to the sections of Host Inc.'s definitive Proxy Statement for its 2016 Annual Meeting of Stockholders entitled: "Compensation Discussion and Analysis," "Executive Officer Compensation," "Director Compensation," "Corporate Governance and Board Matters—Compensation Policy Committee Interlocks and Insider Participation" and "Report of the Compensation Policy Committee on Executive Compensation."

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

The information required by this item is incorporated by reference to the sections of Host Inc.'s definitive Proxy Statement for its 2016 Annual Meeting of Stockholders entitled: "Security Ownership of Certain Beneficial Owners and Management" and "Executive Officer Compensation—Securities Authorized for Issuance Under Equity Compensation Plans."

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

The information required by this item is incorporated by reference to the sections of Host Inc.'s definitive Proxy Statement for its 2016 Annual Meeting of Stockholders entitled: "Certain Relationships and Related Person Transactions" and "Corporate Governance and Board Matters—Independence of Directors."

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

The information required by this item is incorporated by reference to the section of Host Inc.'s definitive Proxy Statement for its 2016 Annual Meeting of Stockholders entitled "Auditor Fees."

## PART IV

### Item 15. Exhibits and Financial Statement Schedules.

#### (a) LIST OF DOCUMENTS FILED AS PART OF THIS REPORT

##### (i) FINANCIAL STATEMENTS

All financial statements of the registrants are set forth under Item 8 of this Report on Form 10-K.

##### (ii) FINANCIAL STATEMENT SCHEDULES

The following financial information is filed herewith on the pages indicated.

Financial Schedules:

	Page
III. Real Estate and Accumulated Depreciation.	S-1 to S-5

All other schedules are omitted because they are not applicable or the required information is included in the consolidated financial statements or notes thereto.

#### (b) EXHIBITS

*In reviewing the agreements included as exhibits to this report, please remember they are included to provide you with information regarding their terms and are not intended to provide any other factual or disclosure information about the company, its subsidiaries or other parties to the agreements. The agreements contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties have been made solely for the benefit of the other parties to the applicable agreement and:*

- should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate;*
- have been qualified by disclosures that were made to the other party in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement;*
- may apply standards of materiality in a way that is different from what may be viewed as material to you or other investors; and*
- were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement and are subject to more recent developments.*

*Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time.*

Exhibit No.	Description
<b>3.</b>	<b>Articles of Incorporation and Bylaws</b>
3.1	Articles of Restatement of Articles of Incorporation of Host Hotels & Resorts, Inc. (incorporated by reference to Exhibit 3.3 of Host Hotels & Resorts, L.P. Registration Statement on Form S-4 (SEC File No. 333-170934), filed on December 2, 2010).
3.1A	Third Amended and Restated Agreement of Limited Partnership of Host Hotels & Resorts, L.P. (incorporated by reference to Exhibit 3.1 of Host Hotels & Resorts, L.P.'s Annual Report on Form 10-K for the year ended December 31, 2006, filed on March 1, 2007).
3.2	Amended and Restated Bylaws of Host Hotels & Resorts, Inc., effective November 6, 2008 (incorporated by reference to Exhibit 3.3 of Host Hotels & Resorts, Inc.'s Current Report on Form 8-K, filed on November 12, 2008).
3.3	Articles Supplementary of Host Hotels & Resorts, Inc. filed with the State Department of Assessments and Taxation of Maryland on March 27, 2014 (incorporated by reference to Exhibit 3.3 of Host Hotels & Resorts, Inc.'s Current Report on Form 8-K filed on March 27, 2014).
<b>4.</b>	<b>Instruments Defining Rights of Security Holders</b>
4.1	See Exhibit 3.1, 3.2 and 3.3 for provisions of the Articles and Bylaws of Host Hotels & Resorts, Inc. defining the rights of security holders. See Exhibit 3.1A for provisions of the Agreement of Limited Partnership of Host Hotels & Resorts, L.P. defining the rights of security holders.
4.2	Form of Common Stock Certificate (incorporated herein by reference to Exhibit 4.7 to Host Marriott Corporation's Amendment No. 4 to its Registration Statement on Form S-4 (SEC File No. 333-55807) filed on October 2, 1998).
4.3	Amended and Restated Indenture dated as of August 5, 1998, by and among HMH Properties, Inc., as Issuer, and the Subsidiary Guarantors named therein, and Marine Midland Bank, as Trustee (incorporated by reference to Exhibit 4.1 of Host Marriott Corporation's Current Report on Form 8-K dated August 6, 1998) (SEC File No. 001-05664).
4.4	Third Supplemental Indenture, dated as of December 14, 1998, by and among HMH Properties Inc., Host Marriott, L.P., the entities identified therein as New Subsidiary Guarantors and Marine Midland Bank, as Trustee, to the Amended and Restated Indenture, dated as of August 5, 1998, among the Company, the Guarantors named therein, Subsidiary Guarantors named therein and the Trustee (incorporated by reference to Exhibit 4.3 of Host Marriott, L.P.'s Current Report on Form 8-K filed with the Commission on December 31, 1998) (SEC File No. 333-55807).
4.5	Registration Rights Agreement, dated December 22, 2009, among Host Hotels & Resorts, L.P., Host Hotels & Resorts, Inc. and Deutsche Bank Securities Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities Inc., in their capacity as representatives of the several initial purchasers of the debentures, related to the 2.50% Exchangeable Senior Debentures due 2029 (incorporated by reference to Exhibit 10.1 to Host Hotels & Resorts, Inc.'s Current Report on Form 8-K filed on December 23, 2009).
4.6	Forty-First Supplemental Indenture, dated November 18, 2011, by and among Host Hotels & Resorts, L.P., the Subsidiary Guarantors named therein and The Bank of New York Mellon, as trustee, to the Amended and Restated Indenture dated August 5, 1998, including form of debenture (incorporated by reference to Exhibit 4.1 to the combined Current Report on Form 8-K of Host Hotels & Resorts, Inc., and Host Hotels & Resorts L.P., filed on November 18, 2011).
4.7	Forty-Second Supplemental Indenture, dated March 22, 2012, by and among Host Hotels & Resorts, L.P. and The Bank of New York Mellon, as trustee, to the Amended and Restated Indenture dated August 5, 1998, including form of debenture (incorporated by reference to Exhibit 4.1 to the combined Current Report on Form 8-K of Host Hotels & Resorts, Inc., and Host Hotels & Resorts L.P., filed on March 23, 2012).
4.8	Forty-Third Supplemental Indenture, dated August 9, 2012, by and among Host Hotels & Resorts, L.P. and The Bank of New York Mellon, as trustee, to the Amended and Restated Indenture dated August 5, 1998, including form of debenture (incorporated by reference to Exhibit 4.1 to the combined Current Report on Form 8-K of Host Hotels & Resorts, Inc., and Host Hotels & Resorts L.P., filed on August 9, 2012).
4.9	Forty-Fourth Supplemental Indenture, dated March 28, 2013, by and among Host Hotels & Resorts, L.P. and The Bank of New York Mellon, as trustee, to the Amended and Restated Indenture dated August 5, 1998, including form of debenture (incorporated by reference to Exhibit 4.1 to the combined Current Report on Form 8-K of Host Hotels & Resorts, Inc., and Host Hotels & Resorts L.P., filed on March 28, 2013).

<b>Exhibit No.</b>	<b>Description</b>
4.10	Indenture, dated May 15, 2015, by and between Host Hotels & Resorts, L.P. and The Bank of New York Mellon, as trustee (incorporated by reference to Exhibit 4.1 to Host Hotels & Resorts, Inc., and Host Hotels & Resorts, L.P. Current Report on Form 8-K, filed May 18, 2015).
4.11	First Supplemental Indenture, dated May 15, 2015, by and between Host Hotels & Resorts, L.P. and The Bank of New York Mellon, as trustee, to the Indenture dated May 15, 2015 (incorporated by reference to Exhibit 4.2 to Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Current Report on Form 8-K, filed May 18, 2015).
4.12	Second Supplemental Indenture, dated October 14, 2015, by and between Host Hotels & Resorts, L.P. and The Bank of New York Mellon, as trustee, to the Indenture dated May 15, 2015 (incorporated by reference to Exhibit 4.1 to Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Current Report on Form 8-K, filed October 14, 2015).
<b>10.</b>	<b>Material Contracts</b>
10.1	Host Hotels & Resorts, L.P. Executive Deferred Compensation Plan as amended and restated effective January 1, 2014 (incorporated by reference to Exhibit 10.1 of Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Annual Report on Form 10-K for the year ended December 31, 2013, filed on February 25, 2014).
10.2	Trust Agreement between Wilmington Trust Company and Host Hotels & Resorts, L.P., dated June 1, 2006, relating to the Host Hotels & Resorts, L.P. Executive Deferred Compensation Plan (incorporated by reference to Exhibit 10.2 of Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Annual Report on Form 10-K for the year ended December 31, 2013, filed on February 25, 2014).
10.3	Host Marriott Corporation and Host Marriott, L.P. 1997 Comprehensive Stock and Cash Incentive Plan, as amended and restated December 29, 1998, as amended January 2004 (incorporated by reference to Exhibit 10.7 of Host Marriott Corporation's Annual Report on Form 10-K for the year ended December 31, 2003, filed March 2, 2004).
10.4*	Host Hotels & Resorts, Inc.'s Severance Plan for Executives, as amended and restated, effective as of December 31, 2015.
10.5	Indemnification Agreement for officers and directors of Host Hotels & Resorts, Inc. (incorporated by reference to Exhibit 10.7 of Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Annual Report on Form 10-K for the year ended December 31, 2011, filed on February 22, 2012).
10.6	Host Hotels & Resorts 2009 Comprehensive Stock and Cash Incentive Plan, effective as of March 12, 2009 (incorporated by reference to Appendix A to the Host Hotels & Resorts, Inc. Definitive Proxy Statement on Schedule 14A filed with the Commission on March 31, 2009).
10.7	Form of Restricted Stock Agreement for use under the Host Hotels & Resorts 2009 Comprehensive Stock and Cash Incentive Plan (incorporated by reference to Exhibit 10.33 of Host Hotels & Resorts, Inc.'s Quarterly Report on Form 10-Q, filed July 28, 2009).
10.8	Form of Option Agreement for use under the Host Hotels & Resorts 2009 Comprehensive Stock and Cash Incentive Plan (incorporated by reference to Exhibit 10.34 of Host Hotels & Resorts, Inc.'s Quarterly Report on Form 10-Q, filed July 28, 2009).
10.9	Amended and Restated Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Employee Stock Purchase Plan, effective as of January 1, 2008 (incorporated by reference to Exhibit 10.40 of Host Hotels & Resorts, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2007 filed with the Commission on February 25, 2008).
10.10#	Fifth Amended and Restated Agreement of Limited Partnership of HHR EURO CV, dated as of June 6, 2014, by and among HHR Euro II GP B.V., HST LP Euro B.V., HST Euro II LP B.V., APG Strategic Real Estate Pool N.V. and Jasmine Hotels Private Limited (incorporated by reference to Exhibit 10.2 of Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Quarterly Report on Form 10-Q, filed on August 1, 2014).
10.11	Host Hotels & Resorts, Inc. Non-Employee Directors' Deferred Stock Compensation Plan, as amended and restated effective as of December 15, 2009, as further amended February 2, 2012 and February 6, 2014 (incorporated by reference to Exhibit 10.14 of Host Hotels & Resorts, Inc. and Host Hotels & Resorts L.P. Annual Report on Form 10-K for the year ended December 31, 2013, filed on February 25, 2014).
10.12	Third Amended and Restated Credit Agreement, dated as of September 10, 2015, among Host Hotels & Resorts, L.P., certain Canadian subsidiaries of Host Hotels & Resorts, L.P., Bank of America, N.A., as administrative agent, JPMorgan Chase Bank, N.A., as syndication agent, Wells Fargo Bank, N.A., Deutsche Bank Securities Inc., The Bank of Nova Scotia, Bank of New York Mellon, Credit Agricole Corporate and Investment Bank and Goldman Sachs Bank USA as documentation agents, and various other agents and lenders (incorporated by reference to Exhibit 10.1 to Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Current Report on Form 8-K, filed September 14, 2015).

Exhibit No.	Description
<b>12.</b>	<b>Statements re Computation of Ratios</b>
12.1*	Computation of Ratios of Earnings to Fixed Charges and Preferred Stock Dividends for Host Hotels & Resorts, Inc.
12.2*	Computation of Ratios of Earnings to Fixed Charges and Preferred Unit Distributions for Host Hotels & Resorts, L.P.
<b>21.</b>	<b>Subsidiaries</b>
21.1*	List of Subsidiaries of Host Hotels & Resorts, Inc.
21.2*	List of Subsidiaries of Host Hotels & Resorts, L.P.
<b>23.</b>	<b>Consents</b>
23*	Consent of KPMG LLP
<b>31.</b>	<b>Rule 13a-14(a)/15d-14(a) Certifications</b>
31.1*	Certification of Chief Executive Officer for Host Hotels & Resorts, Inc. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Chief Financial Officer for Host Hotels & Resorts, Inc. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.3*	Certification of Chief Executive Officer for Host Hotels & Resorts, L.P. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.4*	Certification of Chief Financial Officer for Host Hotels & Resorts, L.P. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
<b>32.</b>	<b>Section 1350 Certifications</b>
32.1*	Certification of Chief Executive Officer and Chief Financial Officer for Host Hotels & Resorts, Inc. pursuant to 18 U.S.C. 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002.†
32.2*	Certification of Chief Executive Officer and Chief Financial Officer for Host Hotels & Resorts, L.P. pursuant to 18 U.S.C. 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002.†
101.INS	XBRL Instance Document. <i>Submitted electronically with this report.</i>
101.SCH	XBRL Taxonomy Extension Schema Document. <i>Submitted electronically with this report.</i>
101.CAL	XBRL Taxonomy Calculation Linkbase Document. <i>Submitted electronically with this report.</i>
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document. <i>Submitted electronically with this report.</i>
101.LAB	XBRL Taxonomy Label Linkbase Document. <i>Submitted electronically with this report.</i>
101.PRE	XBRL Taxonomy Presentation Linkbase Document. <i>Submitted electronically with this report.</i>

Attached as Exhibit 101 to this report are the following documents formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Statements of Operations for the Years ended December 31, 2015, 2014 and 2013, respectively, for Host Hotels & Resorts, Inc.; (ii) the Consolidated Balance Sheets at December 31, 2015 and December 31, 2014, respectively, for Host Hotels & Resorts, Inc.; (iii) the Consolidated Statements of Comprehensive Income (Loss) for the Years ended December 31, 2015, 2014 and 2013, respectively, for Host Hotels & Resorts, Inc.; (iv) the Consolidated Statements of Equity for the Years ended December 31, 2015, 2014 and 2013, respectively, for Host Hotels & Resorts, Inc.; (v) the Consolidated Statements of Cash Flows for the Years ended December 31, 2015, 2014 and 2013, respectively, for Host Hotels & Resorts, Inc.; (vi) the Consolidated Statements of Operations for the Years ended December 31, 2015, 2014 and 2013, respectively, for Host Hotels & Resorts, L.P.; (vii) the Consolidated Balance Sheets at December 31, 2015 and December 31, 2014, respectively, for Host Hotels & Resorts, L.P.; (viii) the Consolidated Statements of Comprehensive Income (Loss) for the Years ended December 31, 2015, 2014 and 2013, respectively, for Host Hotels & Resorts, L.P.; (ix) the Consolidated Statements of Capital for the Years ended December 31, 2015, 2014 and 2013, respectively, for Host Hotels & Resorts, L.P.; (x) the Consolidated Statement of Cash Flows for the Years ended December 31, 2015, 2014 and 2013, respectively, for Host Hotels & Resorts, L.P.; and (xi) Notes to the Consolidated Financial Statements that have been detail tagged.

\* Filed herewith.

# Confidential treatment requested.



† This certificate is being furnished solely to accompany the report pursuant to 18 U.S.C. 1350 and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

## SIGNATURES

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

HOST HOTELS & RESORTS, INC.

Date: February 22, 2016

By: /s/ GREGORY J. LARSON  
**Gregory J. Larson**  
*Executive Vice President, Chief Financial Officer*

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signatures	Title	Date
<u>/s/ RICHARD E. MARRIOTT</u> <b>Richard E. Marriott</b>	Chairman of the Board of Directors	February 22, 2016
<u>/s/ W. EDWARD WALTER</u> <b>W. Edward Walter</b>	President, Chief Executive Officer and Director (Principal Executive Officer)	February 22, 2016
<u>/s/ GREGORY J. LARSON</u> <b>Gregory J. Larson</b>	Executive Vice President, Chief Financial Officer (Principal Financial Officer)	February 22, 2016
<u>/s/ BRIAN G. MACNAMARA</u> <b>Brian G. Macnamara</b>	Senior Vice President, Corporate Controller (Principal Accounting Officer)	February 22, 2016
<u>/s/ MARY L. BAGLIVO</u> <b>Mary L. Baglivo</b>	Director	February 22, 2016
<u>/s/ SHEILA C. BAIR</u> <b>Sheila C. Bair</b>	Director	February 22, 2016
<u>/s/ TERENCE C. GOLDEN</u> <b>Terence C. Golden</b>	Director	February 22, 2016
<u>/s/ ANN MCLAUGHLIN KOROLOGOS</u> <b>Ann McLaughlin Korologos</b>	Director	February 22, 2016
<u>/s/ JOHN B. MORSE, JR.</u> <b>John B. Morse, Jr.</b>	Director	February 22, 2016
<u>/s/ WALTER C. RAKOWICH</u> <b>Walter C. Rakowich</b>	Director	February 22, 2016
<u>/s/ GORDON H. SMITH</u> <b>Gordon H. Smith</b>	Director	February 22, 2016

## SIGNATURES

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

HOST HOTELS & RESORTS, LP

Date: February 22, 2016

By: HOST HOTELS & RESORTS, INC., its general partner

By:                     /s/ GREGORY J. LARSON                      
**Gregory J. Larson**  
*Executive Vice President, Chief Financial Officer*

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following officers and directors of Host Hotels & Resorts, Inc., the general partner of the registrant, and in the capacities and on the dates indicated.

Signatures	Title	Date
<u>                    /s/ RICHARD E. MARRIOTT                    </u> <b>Richard E. Marriott</b>	Chairman of the Board of Directors	February 22, 2016
<u>                    /s/ W. EDWARD WALTER                    </u> <b>W. Edward Walter</b>	President, Chief Executive Officer and Director (Principal Executive Officer)	February 22, 2016
<u>                    /s/ GREGORY J. LARSON                    </u> <b>Gregory J. Larson</b>	Executive Vice President, Chief Financial Officer (Principal Financial Officer)	February 22, 2016
<u>                    /s/ BRIAN G. MACNAMARA                    </u> <b>Brian G. Macnamara</b>	Senior Vice President, Corporate Controller (Principal Accounting Officer)	February 22, 2016
<u>                    /s/ MARY L. BAGLIVO                    </u> <b>Mary L. Baglivo</b>	Director	February 22, 2016
<u>                    /s/ SHEILA C. BAIR                    </u> <b>Sheila C. Bair</b>	Director	February 22, 2016
<u>                    /s/ TERENCE C. GOLDEN                    </u> <b>Terence C. Golden</b>	Director	February 22, 2016
<u>                    /s/ ANN MCLAUGHLIN KOROLOGOS                    </u> <b>Ann McLaughlin Korologos</b>	Director	February 22, 2016
<u>                    /s/ JOHN B. MORSE, JR.                    </u> <b>John B. Morse, Jr.</b>	Director	February 22, 2016
<u>                    /s/ WALTER C. RAKOWICH                    </u> <b>Walter C. Rakowich</b>	Director	February 22, 2016
<u>                    /s/ GORDON H. SMITH                    </u> <b>Gordon H. Smith</b>	Director	February 22, 2016

**HOST HOTELS & RESORTS, INC., HOST HOTELS & RESORTS, L.P., AND SUBSIDIARIES**  
**REAL ESTATE AND ACCUMULATED DEPRECIATION**

**December 31, 2015**

(in millions)

Description	Debt	Initial Cost		Subsequent Costs Capitalized	Foreign Currency Adjustment	Gross Amount at December 31, 2015				Date of Completion of Construction	Date Acquired	Depreciation Life
		Land	Buildings & Improvements			Land	Buildings & Improvements	Total	Accumulated Depreciation			
Hotels:												
Atlanta Marriott Perimeter Center	\$ —	\$ 15	\$ 7	\$ 36	—	\$ 15	\$ 43	\$ 58	\$ 31	—	1976	40
Atlanta Marriott Suites Midtown	—	—	26	9	—	—	35	35	20	—	1996	40
Axiom Hotel	—	36	38	1	—	36	39	75	3	—	2014	33
Boston Marriott Copley Place	—	—	203	77	—	—	280	280	119	—	2002	40
Calgary Marriott Downtown	—	5	18	44	—	5	62	67	25	—	1996	40
Chicago Marriott Suites Downers Grove	—	2	14	12	—	2	26	28	13	—	1996	40
Chicago Marriott Suites O'Hare	—	5	36	10	—	5	46	51	23	—	1998	40
Coronado Island Marriott Resort & Spa	—	—	53	29	—	—	82	82	46	—	1997	40
Costa Mesa Marriott	—	3	18	8	—	3	26	29	15	—	1996	40
Courtyard Chicago Downtown/River North	—	7	27	14	—	7	41	48	26	—	1992	40
Denver Marriott Tech Center Hotel	—	6	26	29	—	6	55	61	34	—	1994	40
Denver Marriott West	—	—	12	14	—	—	26	26	19	—	1983	40
Embassy Suites Chicago-Downtown/Lakefront	—	—	86	16	—	—	102	102	31	—	2004	40
Gaithersburg Marriott Washingtonian Center	—	7	22	13	—	7	35	42	20	—	1993	40
Grand Hyatt Atlanta in Buckhead	—	8	88	29	—	8	117	125	54	—	1998	40
Grand Hyatt Washington	—	154	247	26	—	154	273	427	36	—	2012	33
Harbor Beach Marriott Resort & Spa	150	—	62	112	—	—	174	174	100	—	1997	40
Hilton Melbourne South Wharf	63	—	136	13	(49)	—	100	100	16	—	2011	31
Hilton Singer Island Oceanfront Resort	—	2	10	22	—	2	32	34	20	—	1994	40
Houston Airport Marriott at George Bush Intercontinental	—	—	10	80	—	—	90	90	47	—	1984	40
Houston Marriott at the Texas Medical Center	—	—	19	25	—	—	44	44	28	—	1998	40

**HOST HOTELS & RESORTS, INC., HOST HOTELS & RESORTS, L.P., AND SUBSIDIARIES**  
**REAL ESTATE AND ACCUMULATED DEPRECIATION (continued)**

**December 31, 2015**

**(in millions)**

Description	Initial Cost			Subsequent Costs Capitalized	Foreign Currency Adjustment	Gross Amount at December 31, 2015				Accumulated Depreciation	Date of Completion of Construction	Date Acquired	Depreciation Life
	Debt	Land	Buildings & Improvements			Land	Buildings & Improvements	Total					
Hyatt Place Waikiki Beach	—	12	120	2	—	12	122	134	11	—	2013	34	
Hyatt Regency Cambridge, Overlooking Boston	—	18	84	10	—	19	93	112	51	—	1998	40	
Hyatt Regency Maui Resort & Spa	—	92	212	43	—	81	266	347	94	—	2003	40	
Hyatt Regency Reston	100	11	78	27	—	12	104	116	48	—	1998	40	
Hyatt Regency San Francisco Airport	—	16	119	60	—	20	175	195	81	—	1998	40	
Hyatt Regency Washington on Capitol Hill	—	40	230	41	—	40	271	311	81	—	2005	40	
JW Marriott Atlanta Buckhead	—	16	21	28	—	16	49	65	32	—	1990	40	
JW Marriott Desert Springs Resort & Spa	—	13	143	139	—	13	282	295	146	—	1997	40	
JW Marriott Hotel Rio de Janeiro	—	13	29	3	(26)	5	14	19	2	—	2010	40	
JW Marriott Houston	—	4	26	41	—	6	65	71	34	—	1994	40	
JW Marriott Mexico City	—	11	35	19	—	10	55	65	45	—	1996	40	
JW Marriott Washington D.C.	—	26	98	61	—	26	159	185	78	—	2003	40	
Key Bridge Marriott	—	—	38	36	—	—	74	74	66	—	1997	40	
Manchester Grand Hyatt, San Diego	—	—	548	54	—	—	602	602	100	—	2011	35	
Manhattan Beach Marriott	—	—	29	30	—	—	59	59	33	—	1997	40	
Marina del Rey Marriott	—	—	13	31	—	—	44	44	23	—	1995	40	
Marriott Marquis San Diego Marina	—	—	202	283	—	—	485	485	238	—	1996	40	
Miami Marriott Biscayne Bay	—	—	27	34	—	—	61	61	42	—	1998	40	
Minneapolis Marriott City Center	—	34	27	43	—	34	70	104	55	—	1995	40	
New Orleans Marriott	—	16	96	126	—	16	222	238	139	—	1996	40	
New York Marriott Downtown	—	19	79	48	—	19	127	146	71	—	1997	40	
New York Marriott Marquis	—	49	552	215	—	49	767	816	546	—	1986	40	
New Zealand Hotel Portfolio	36	—	37	(7)	(3)	—	27	27	7	—	2011	35	
Newark Liberty International Airport Marriott	—	—	30	46	—	—	76	76	41	—	1984	40	
Newport Beach Marriott Bayview	—	6	14	12	—	6	26	32	15	—	1988	40	
Newport Beach Marriott Hotel & Spa	—	11	13	116	—	8	132	140	80	—	1988	40	
Orlando World Center Marriott	—	18	157	375	—	29	521	550	247	—	1997	40	

**HOST HOTELS & RESORTS, INC., HOST HOTELS & RESORTS, L.P., AND SUBSIDIARIES**  
**REAL ESTATE AND ACCUMULATED DEPRECIATION (continued)**

**December 31, 2015**

**(in millions)**

Description	Debt	Initial Cost		Subsequent Costs Capitalized	Foreign Currency Adjustment	Gross Amount at December 31, 2015			Accumulated Depreciation	Date of Completion of Construction	Date Acquired	Depreciation Life
		Land	Buildings & Improvements			Land	Buildings & Improvements	Total				
Philadelphia Airport Marriott	—	—	42	17	—	—	59	59	30	—	1995	40
Residence Inn Arlington Pentagon City	—	6	29	11	—	6	40	46	21	—	1996	40
Rio de Janeiro Parque Olimpico Hotels	—	21	39	—	(28)	11	21	32	1	2014	—	35
San Antonio Marriott Rivercenter	—	—	86	84	—	—	170	170	90	—	1996	40
San Antonio Marriott Riverwalk	—	—	45	30	—	—	75	75	39	—	1995	40
San Cristobal Tower, Santiago	—	7	15	2	(7)	5	12	17	4	—	2006	40
San Francisco Marriott Fisherman's Wharf	—	6	20	21	—	6	41	47	27	—	1994	40
San Francisco Marriott Marquis	—	—	278	114	—	—	392	392	249	—	1989	40
San Ramon Marriott	—	—	22	22	—	—	44	44	24	—	1996	40
Santa Clara Marriott	—	—	39	56	—	—	95	95	82	—	1989	40
Scottsdale Marriott at McDowell Mountains	—	8	48	7	—	8	55	63	17	—	2004	40
Scottsdale Marriott Suites Old Town	—	3	20	10	—	3	30	33	17	—	1996	40
Seattle Airport Marriott	—	3	42	20	—	3	62	65	46	—	1998	40
Sheraton Boston Hotel	—	42	262	68	—	42	330	372	98	—	2006	40
Sheraton Indianapolis Hotel at Keystone Crossing	—	3	51	33	—	8	79	87	25	—	2006	40
Sheraton Memphis Downtown Hotel	—	—	16	50	—	—	66	66	32	—	1998	40
Sheraton New York Times Square Hotel	—	346	409	200	—	346	609	955	187	—	2006	40
Sheraton Parsippany Hotel	—	8	30	19	—	8	49	57	17	—	2006	40
Sheraton San Diego Hotel & Marina	—	—	328	36	—	—	364	364	99	—	2006	40
Sheraton Santiago Hotel & Convention Center	—	19	11	13	(11)	14	18	32	8	—	2006	40
Swissôtel Chicago	—	29	132	83	—	29	215	244	88	—	1998	40
Tampa Airport Marriott	—	—	9	24	—	—	33	33	27	—	1971	40
The Camby Hotel	—	10	63	9	—	10	72	82	35	—	1998	40
The Fairmont Kea Lani, Maui	—	55	294	59	—	55	353	408	110	—	2004	40
The Logan	—	26	60	21	—	27	80	107	42	—	1998	40
The Phoenician Hotel	—	72	307	—	—	72	307	379	6	—	2015	32
The Ritz-Carlton, Amelia Island	—	25	115	77	—	25	192	217	92	—	1998	40
The Ritz-Carlton, Buckhead	—	14	81	63	—	15	143	158	84	—	1996	40
The Ritz-Carlton, Marina del Rey	—	—	52	29	—	—	81	81	47	—	1997	40

**HOST HOTELS & RESORTS, INC., HOST HOTELS & RESORTS, L.P., AND SUBSIDIARIES**  
**REAL ESTATE AND ACCUMULATED DEPRECIATION (continued)**

**December 31, 2015**

**(in millions)**

Description	Debt	Initial Cost		Subsequent Costs Capitalized	Foreign Currency Adjustment	Gross Amount at December 31, 2015			Accumulated Depreciation	Date of Completion of Construction	Date Acquired	Depreciation Life
		Land	Buildings & Improvements			Land	Buildings & Improvements	Total				
The Ritz-Carlton, Naples	—	19	126	136	—	21	260	281	145	—	1996	40
The Ritz-Carlton, Naples Golf Resort	—	22	10	71	—	22	81	103	28	2002	—	40
The Ritz-Carlton, Tysons Corner	—	—	89	26	—	—	115	115	55	—	1998	40
The St. Regis Houston	—	6	33	20	—	6	53	59	21	—	2006	40
The Westin Buckhead Atlanta	—	5	84	32	—	6	115	121	52	—	1998	40
The Westin Chicago River North	—	33	116	11	—	33	127	160	18	—	2010	40
The Westin Cincinnati	—	—	54	15	—	—	69	69	22	—	2006	40
The Westin Denver Downtown	—	—	89	17	—	—	106	106	30	—	2006	40
The Westin Georgetown, Washington D.C.	—	16	80	15	—	16	95	111	29	—	2006	40
The Westin Indianapolis	—	12	100	16	—	12	116	128	32	—	2006	40
The Westin Kierland Resort & Spa	—	100	280	24	—	100	304	404	74	—	2006	40
The Westin Los Angeles Airport	—	—	102	19	—	—	121	121	36	—	2006	40
The Westin Mission Hills Resort & Spa	—	40	47	(40)	—	13	34	47	20	—	2006	40
The Westin New York Grand Central	—	156	152	79	—	156	231	387	65	—	2011	40
The Westin Seattle	—	39	175	33	—	39	208	247	54	—	2006	40
The Westin South Coast Plaza, Costa Mesa	—	—	46	22	—	—	68	68	33	—	2006	40
The Westin Waltham-Boston	—	9	59	17	—	9	76	85	23	—	2006	40
Toronto Marriott Downtown Eaton Centre Hotel	—	—	27	20	—	—	47	47	29	—	1995	40
W New York	—	138	102	71	—	138	173	311	62	—	2006	40
W New York - Union Square	—	48	145	10	—	48	155	203	23	—	2010	40
W Seattle	—	11	125	5	—	11	130	141	33	—	2006	40
Washington Dulles Airport Marriott	—	—	3	41	—	—	44	44	36	—	1970	40
Washington Marriott at Metro Center	—	20	24	27	—	20	51	71	32	—	1994	40
Westfields Marriott Washington Dulles	—	7	32	18	—	7	50	57	30	—	1994	40
YVE Hotel Miami	—	15	41	—	—	15	41	56	2	—	2014	33
Total hotels:	349	2,074	9,301	4,418	(124)	2,036	13,633	15,669	5,760			
Other properties, each less than 5% of total	—	4	4	13	—	8	13	21	7	—	various	40
<b>TOTAL</b>	<b>\$ 349</b>	<b>\$ 2,078</b>	<b>\$ 9,305</b>	<b>\$ 4,431</b>	<b>\$ (124)</b>	<b>\$ 2,044</b>	<b>\$ 13,646</b>	<b>\$ 15,690</b>	<b>\$ 5,767</b>			

**HOST HOTELS & RESORTS, INC., AND SUBSIDIARIES**  
**HOST HOTELS & RESORTS, L.P., AND SUBSIDIARIES**  
**REAL ESTATE AND ACCUMULATED DEPRECIATION**  
**December 31, 2015**  
**(in millions)**

**Notes:**

(A) The change in total cost of properties for the fiscal years ended December 31, 2015, 2014 and 2013 is as follows:

Balance at December 31, 2012	\$	15,661
Additions:		
Acquisitions		184
Capital expenditures and transfers from construction-in-progress		353
Deductions:		
Dispositions and other		(789)
Impairments		(1)
Balance at December 31, 2013		15,408
Additions:		
Acquisitions		137
Capital expenditures and transfers from construction-in-progress		288
Deductions:		
Dispositions and other		(501)
Impairments		(6)
Balance at December 31, 2014		15,326
Additions:		
Acquisitions		419
Capital expenditures and transfers from construction-in-progress		391
Deductions:		
Dispositions and other		(368)
Impairments		—
Assets held for sale		(78)
Balance at December 31, 2015	\$	<u>15,690</u>

(B) The change in accumulated depreciation and amortization of real estate assets for the fiscal years ended December 31, 2015, 2014 and 2013 is as follows:

Balance at December 31, 2012	\$	4,768
Depreciation and amortization		550
Dispositions and other		(270)
Balance at December 31, 2013		5,048
Depreciation and amortization		547
Dispositions and other		(219)
Balance at December 31, 2014		5,376
Depreciation and amortization		566
Dispositions and other		(148)
Depreciation on assets held for sale		(27)
Balance at December 31, 2015	\$	<u>5,767</u>

(C) The aggregate cost of real estate for federal income tax purposes is approximately \$10,634 million at December 31, 2015.

(D) The total cost of properties excludes construction-in-progress properties.



## EXHIBIT INDEX

Exhibit No.	Description
<b>3.</b>	<b>Articles of Incorporation and Bylaws</b>
3.1	Articles of Restatement of Articles of Incorporation of Host Hotels & Resorts, Inc. (incorporated by reference to Exhibit 3.3 of Host Hotels & Resorts, L.P. Registration Statement on Form S-4 (SEC File No. 333-170934), filed on December 2, 2010).
3.1A	Third Amended and Restated Agreement of Limited Partnership of Host Hotels & Resorts, L.P. (incorporated by reference to Exhibit 3.1 of Host Hotels & Resorts, L.P.'s Annual Report on Form 10-K for the year ended December 31, 2006, filed on March 1, 2007).
3.2	Amended and Restated Bylaws of Host Hotels & Resorts, Inc., effective November 6, 2008 (incorporated by reference to Exhibit 3.3 of Host Hotels & Resorts, Inc.'s Current Report on Form 8-K, filed on November 12, 2008).
3.3	Articles Supplementary of Host Hotels & Resorts, Inc. filed with the State Department of Assessments and Taxation of Maryland on March 27, 2014 (incorporated by reference to Exhibit 3.3 of Host Hotels & Resorts, Inc.'s Current Report on Form 8-K filed on March 27, 2014).
<b>4.</b>	<b>Instruments Defining Rights of Security Holders</b>
4.1	See Exhibit 3.1, 3.2 and 3.3 for provisions of the Articles and Bylaws of Host Hotels & Resorts, Inc. defining the rights of security holders. See Exhibit 3.1A for provisions of the Agreement of Limited Partnership of Host Hotels & Resorts, L.P. defining the rights of security holders.
4.2	Form of Common Stock Certificate (incorporated herein by reference to Exhibit 4.7 to Host Marriott Corporation's Amendment No. 4 to its Registration Statement on Form S-4 (SEC File No. 333-55807) filed on October 2, 1998).
4.3	Amended and Restated Indenture dated as of August 5, 1998, by and among HMH Properties, Inc., as Issuer, and the Subsidiary Guarantors named therein, and Marine Midland Bank, as Trustee (incorporated by reference to Exhibit 4.1 of Host Marriott Corporation's Current Report on Form 8-K dated August 6, 1998) (SEC File No. 001-05664).
4.4	Third Supplemental Indenture, dated as of December 14, 1998, by and among HMH Properties Inc., Host Marriott, L.P., the entities identified therein as New Subsidiary Guarantors and Marine Midland Bank, as Trustee, to the Amended and Restated Indenture, dated as of August 5, 1998, among the Company, the Guarantors named therein, Subsidiary Guarantors named therein and the Trustee (incorporated by reference to Exhibit 4.3 of Host Marriott, L.P.'s Current Report on Form 8-K filed with the Commission on December 31, 1998) (SEC File No. 333-55807).
4.5	Registration Rights Agreement, dated December 22, 2009, among Host Hotels & Resorts, L.P., Host Hotels & Resorts, Inc. and Deutsche Bank Securities Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities Inc., in their capacity as representatives of the several initial purchasers of the debentures, related to the 2.50% Exchangeable Senior Debentures due 2029 (incorporated by reference to Exhibit 10.1 to Host Hotels & Resorts, Inc.'s Current Report on Form 8-K filed on December 23, 2009).
4.6	Forty-First Supplemental Indenture, dated November 18, 2011, by and among Host Hotels & Resorts, L.P., the Subsidiary Guarantors named therein and The Bank of New York Mellon, as trustee, to the Amended and Restated Indenture dated August 5, 1998, including form of debenture (incorporated by reference to Exhibit 4.1 to the combined Current Report on Form 8-K of Host Hotels & Resorts, Inc., and Host Hotels & Resorts L.P., filed on November 18, 2011).
4.7	Forty-Second Supplemental Indenture, dated March 22, 2012, by and among Host Hotels & Resorts, L.P. and The Bank of New York Mellon, as trustee, to the Amended and Restated Indenture dated August 5, 1998, including form of debenture (incorporated by reference to Exhibit 4.1 to the combined Current Report on Form 8-K of Host Hotels & Resorts, Inc., and Host Hotels & Resorts L.P., filed on March 23, 2012).

## EXHIBIT INDEX

Exhibit No.	Description
4.8	Forty-Third Supplemental Indenture, dated August 9, 2012, by and among Host Hotels & Resorts, L.P. and The Bank of New York Mellon, as trustee, to the Amended and Restated Indenture dated August 5, 1998, including form of debenture (incorporated by reference to Exhibit 4.1 to the combined Current Report on Form 8-K of Host Hotels & Resorts, Inc., and Host Hotels & Resorts L.P., filed on August 9, 2012).
4.9	Forty-Fourth Supplemental Indenture, dated March 28, 2013, by and among Host Hotels & Resorts, L.P. and The Bank of New York Mellon, as trustee, to the Amended and Restated Indenture dated August 5, 1998, including form of debenture (incorporated by reference to Exhibit 4.1 to the combined Current Report on Form 8-K of Host Hotels & Resorts, Inc., and Host Hotels & Resorts L.P., filed on March 28, 2013).
4.10	Indenture, dated May 15, 2015, by and between Host Hotels & Resorts, L.P. and The Bank of New York Mellon, as trustee (incorporated by reference to Exhibit 4.1 to Host Hotels & Resorts, Inc., and Host Hotels & Resorts, L.P. Current Report on Form 8-K, filed May 18, 2015).
4.11	First Supplemental Indenture, dated May 15, 2015, by and between Host Hotels & Resorts, L.P. and The Bank of New York Mellon, as trustee, to the Indenture dated May 15, 2015 (incorporated by reference to Exhibit 4.2 to Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Current Report on Form 8-K, filed May 18, 2015).
4.12	Second Supplemental Indenture, dated October 14, 2015, by and between Host Hotels & Resorts, L.P. and The Bank of New York Mellon, as trustee, to the Indenture dated May 15, 2015 (incorporated by reference to Exhibit 4.1 to Host Hotels & Resorts, Inc. and Host Hotels & Resorts L.P. Current Report on Form 8-K, filed on October 14, 2015).
<b>10.</b>	<b>Material Contracts</b>
10.1	Host Hotels & Resorts, L.P. Executive Deferred Compensation Plan as amended and restated effective January 1, 2014 (incorporated by reference to Exhibit 10.1 of Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Annual Report on Form 10-K for the year ended December 31, 2013, filed on February 25, 2014).
10.2	Trust Agreement between Wilmington Trust Company and Host Hotels & Resorts, L.P., dated June 1, 2006, relating to the Host Hotels & Resorts, L.P. Executive Deferred Compensation Plan (incorporated by reference to Exhibit 10.2 of Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Annual Report on Form 10-K for the year ended December 31, 2013, filed on February 25, 2014).
10.3	Host Marriott Corporation and Host Marriott, L.P. 1997 Comprehensive Stock and Cash Incentive Plan, as amended and restated December 29, 1998, as amended January 2004 (incorporated by reference to Exhibit 10.7 of Host Marriott Corporation's Annual Report on Form 10-K for the year ended December 31, 2003, filed March 2, 2004).
10.4*	Host Hotels & Resorts, Inc.'s Severance Plan for Executives, as amended and restated, effective as of December 31, 2015.
10.5	Indemnification Agreement for officers and directors of Host Hotels & Resorts, Inc. (incorporated by reference to Exhibit 10.7 of Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Annual Report on Form 10-K for the year ended December 31, 2011, filed on February 22, 2012).
10.6	Host Hotels & Resorts 2009 Comprehensive Stock and Cash Incentive Plan, effective as of March 12, 2009 (incorporated by reference to Appendix A to the Host Hotels & Resorts, Inc. Definitive Proxy Statement on Schedule 14A filed with the Commission on March 31, 2009).
10.7	Form of Restricted Stock Agreement for use under the Host Hotels & Resorts 2009 Comprehensive Stock and Cash Incentive Plan (incorporated by reference to Exhibit 10.33 of Host Hotels & Resorts, Inc.'s Quarterly Report on Form 10-Q, filed July 28, 2009).
10.8	Form of Option Agreement for use under the Host Hotels & Resorts 2009 Comprehensive Stock and Cash Incentive Plan (incorporated by reference to Exhibit 10.34 of Host Hotels & Resorts, Inc.'s Quarterly Report on Form 10-Q, filed July 28, 2009).

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Exhibit No.	Description
10.9	Amended and Restated Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Employee Stock Purchase Plan, effective as of January 1, 2008 (incorporated by reference to Exhibit 10.40 of Host Hotels & Resorts, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2007 filed with the Commission on February 25, 2008).
10.10#	Fifth Amended and Restated Agreement of Limited Partnership of HHR EURO CV, dated as of June 6, 2014, by and among HHR Euro II GP B.V., HST LP Euro B.V., HST Euro II LP B.V., APG Strategic Real Estate Pool N.V. and Jasmine Hotels Private Limited (incorporated by reference to Exhibit 10.2 of Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Quarterly Report on Form 10-Q, filed on August 1, 2014).
10.11	Host Hotels & Resorts, Inc. Non-Employee Directors' Deferred Stock Compensation Plan, as amended and restated effective as of December 15, 2009, as further amended February 2, 2012 and February 6, 2014 (incorporated by reference to Exhibit 10.14 of Host Hotels & Resorts, Inc. and Host Hotels & Resorts L.P. Annual Report on Form 10-K for the year ended December 31, 2013, filed on February 25, 2014).
10.12	Third Amended and Restated Credit Agreement, dated as of September 10, 2015, among Host Hotels & Resorts, L.P., certain Canadian subsidiaries of Host Hotels & Resorts, L.P., Bank of America, N.A., as administrative agent, JPMorgan Chase Bank, N.A., as syndication agent, Wells Fargo Bank, N.A., Deutsche Bank Securities Inc., The Bank of Nova Scotia, Bank of New York Mellon, Credit Agricole Corporate and Investment Bank and Goldman Sachs Bank USA as documentation agents, and various other agents and lenders (incorporated by reference to Exhibit 10.1 to Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Current Report on Form 8-K, filed September 14, 2015).
<b>12.</b>	<b>Statements re Computation of Ratios</b>
12.1*	Computation of Ratios of Earnings to Fixed Charges and Preferred Stock Dividends for Host Hotels & Resorts, Inc.
12.2*	Computation of Ratios of Earnings to Fixed Charges and Preferred Unit Distributions for Host Hotels & Resorts, L.P.
<b>21.</b>	<b>Subsidiaries</b>
21.1*	List of Subsidiaries of Host Hotels & Resorts, Inc.
21.2*	List of Subsidiaries of Host Hotels & Resorts, L.P.
<b>23.</b>	<b>Consents</b>
23*	Consent of KPMG LLP
<b>31.</b>	<b>Rule 13a-14(a)/15d-14(a) Certifications</b>
31.1*	Certification of Chief Executive Officer for Host Hotels & Resorts, Inc. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Chief Financial Officer for Host Hotels & Resorts, Inc. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.3*	Certification of Chief Executive Officer for Host Hotels & Resorts, L.P. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.4*	Certification of Chief Financial Officer for Host Hotels & Resorts, L.P. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
<b>32.</b>	<b>Section 1350 Certifications</b>
32.1*	Certification of Chief Executive Officer and Chief Financial Officer for Host Hotels & Resorts, Inc. pursuant to 18 U.S.C. 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002.†
32.2*	Certification of Chief Executive Officer and Chief Financial Officer for Host Hotels & Resorts, L.P. pursuant to 18 U.S.C. 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002.†

101.INS	XBRL Instance Document.	<i>Submitted electronically with this report.</i>
101.SCH	XBRL Taxonomy Extension Schema Document.	<i>Submitted electronically with this report.</i>
101.CAL	XBRL Taxonomy Calculation Linkbase Document.	<i>Submitted electronically with this report.</i>
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.	<i>Submitted electronically with this report.</i>
101.LAB	XBRL Taxonomy Label Linkbase Document.	<i>Submitted electronically with this report.</i>
101.PRE	XBRL Taxonomy Presentation Linkbase Document.	<i>Submitted electronically with this report.</i>

Attached as Exhibit 101 to this report are the following documents formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Statements of Operations for the Years ended December 31, 2015, 2014 and 2013, respectively, for Host Hotels & Resorts, Inc.; (ii) the Consolidated Balance Sheets at December 31, 2015 and December 31, 2014, respectively, for Host Hotels & Resorts, Inc.; (iii) the Consolidated Statements of Comprehensive Income (Loss) for the Years ended December 31, 2015, 2014 and 2013, respectively, for Host Hotels & Resorts, Inc.; (iv) the Consolidated Statements of Equity for the Years ended December 31, 2015, 2014 and 2013, respectively, for Host Hotels & Resorts, Inc.; (v) the Consolidated Statements of Cash Flows for the Years ended December 31, 2015, 2014 and 2013, respectively, for Host Hotels & Resorts, Inc.; (vi) the Consolidated Statements of Operations for the Years ended December 31, 2015, 2014 and 2013, respectively, for Host Hotels & Resorts, L.P.; (vii) the Consolidated Balance Sheets at December 31, 2015 and December 31, 2014, respectively, for Host Hotels & Resorts, L.P.; (viii) the Consolidated Statements of Comprehensive Income (Loss) for the Years ended December 31, 2015, 2014 and 2013, respectively, for Host Hotels & Resorts, L.P.; (ix) the Consolidated Statements of Capital for the Years ended December 31, 2015, 2014 and 2013, respectively, for Host Hotels & Resorts, L.P.; (x) the Consolidated Statement of Cash Flows for the Years ended December 31, 2015, 2014 and 2013, respectively, for Host Hotels & Resorts, L.P.; and (xi) Notes to the Consolidated Financial Statements that have been detail tagged.

\* Filed herewith.

# Confidential treatment requested.

† This certificate is being furnished solely to accompany the report pursuant to 18 U.S.C. 1350 and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

**HOST HOTELS & RESORTS, INC.  
SEVERANCE PLAN FOR EXECUTIVES**

(As Amended and Restated, Effective as of December 31, 2015)

**HOST HOTELS & RESORTS, INC.**  
**SEVERANCE PLAN FOR EXECUTIVES**

**SECTION 1 -- PURPOSE**

The purpose of the Host Hotels & Resorts, Inc. Severance Plan for Executives ("Plan") is to provide severance pay and benefits to certain Executives of Host Hotels & Resorts, Inc. and its subsidiaries (collectively the "Company") whose employment is terminated by the Company or by the Executive. The severance pay and benefits available under this Plan vary depending upon the Participant's title and the circumstances of his or her termination of employment, and they are contingent upon the execution of a release in favor of the Company.

The Plan is intended to be an "employee welfare benefit plan" as that term is defined in Section 3(1) of the Employee Retirement Income Security Act of 1974, as amended. Severance benefits for covered Executives shall be determined exclusively under this Plan. All of the corporate policies and practices regarding severance, or similar payments upon employment termination, with respect to Executives eligible to participate herein are hereby superseded by this Plan. Benefits under this Plan are in no way contingent upon retirement under any Company retirement plan. The severance pay and benefits available under this Plan do not represent the payment of income deferred for services performed during employment.

**SECTION 2 -- DEFINITIONS**

The following capitalized terms shall have the meanings set forth in this Section 2 unless the context clearly indicates otherwise:

2.1 "Administrator" means the Company or its delegees.

2.2 "Average Bonus" means the sum of the Participant's actual paid bonus for the three years prior to the Severance Date divided by three.

2.2 "Base Salary" means the Participant's current annual base salary, excluding the Participant's annual bonus and all other forms of compensation, perquisites and allowances.

2.3 "Company" means Host Hotels & Resorts, Inc. and its subsidiaries.

2.4 "Cause" means any conduct that in the reasonable judgment of the Board of Directors of the Company is detrimental to the interests of the Company. Such conduct shall include, without limitation:

(A) failing to perform assigned duties in a reasonable manner;

(B) failing to perform assigned duties as a result of incompetence or neglect;

(C) engaging in any act of dishonesty or bad faith with respect to the Company or the Company's affairs;

(D) committing any act or crime that reflects unfavorably on the Participant or the Company;

(E) violating any material policy of the Company, including, without limitation, the Company's Code of Business Conduct and Ethics and policies on insider trading, antibribery compliance, harassment and non-discrimination; or

(F) engaging in any other conduct that in the reasonable judgment of the Board justifies termination.

A determination of Cause by the Board of Directors of the Company shall be final and binding on the parties for all purposes, provided however, that such determination may not be arbitrary or capricious.

2.5 "Change in Control" means the occurrence of a "change in the ownership," a "change in the effective control" or a "change in the ownership of a substantial portion of the assets" of the Company, as determined in accordance with this Section 2.5. In determining whether an event shall be considered a "change in the ownership," a "change in the effective control" or a "change in the ownership of a substantial portion of the assets" of an entity, the following provisions shall apply:

(A) A "change in the ownership" of the Company shall occur on the date on which any one person, or more than one person acting as a group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Securities Exchange Act of 1934, as amended (a "Person")), acquires ownership of the equity securities of the Company that, together with the equity securities held by such Person, constitutes more than 50% of the total fair market value or total voting power of the Company, as determined in accordance with Treas. Reg. §1.409A-3(i)(5)(v). If a Person is considered either to own more than 50% of the total fair market value or total voting power of the equity securities of the Company, or to have effective control of the Company within the meaning of Section 2.5(B), and such Person acquires additional equity securities of the Company, the acquisition of additional equity securities by such Person shall not be considered to cause a "change in the ownership" of the Company.

(B) A “change in the effective control” of the Company shall occur on either of the following dates:

(i) The date on which any Person, acquires (or has acquired during the 12-month period ending on the date of the most recent acquisition by such Person) ownership of equity securities of the Company possessing 30% or more of the total voting power of the Company’s equity securities, as determined in accordance with Treas. Reg. §1.409A-3(i)(5)(vi). If a Person is considered to possess 30% or more of the total voting power of the Company’s equity securities, and such Person acquires additional equity securities of the Company, the acquisition of additional equity securities by such Person shall not be considered to cause a “change in the effective control” of the Company; or

(ii) The date on which a majority of the members of the Board of Directors of the Company is replaced during any 12-month period by directors whose appointment or election is not endorsed by a majority of the members of the Board of Directors before the date of the appointment or election, as determined in accordance with Treas. Reg. §1.409A-3(i)(5)(vi).

(C) A “change in the ownership of a substantial portion of the assets” of the Company shall occur on the date on which any one Person acquires (or has acquired during the 12-month period ending on the date of the most recent acquisition by such Person) assets from the Company that have a total gross fair market value equal to or more than 40% of the total gross fair market value of all of the assets of the Company immediately before such acquisition or acquisitions, as determined in accordance with Treas. Reg. §1.409A-3(i)(5)(vii). A transfer of assets shall not be treated as a “change in the ownership of a substantial portion of the assets” when such transfer is made to an entity that is controlled by the holders of the Company’s equity securities, as determined in accordance with Treas. Reg. §1.409A-3(i)(5)(vii)(B).

(D) For the purposes of this Plan and Section 2.5, the following acquisitions shall not constitute a Change in Control: (i) an acquisition by the Company or entity controlled by the Company, or (ii) an acquisition by an employee benefit plan (or related trust) sponsored or maintained by the Company or any entity controlled by the Company.

2.6 “Disability” or “Disabled” means that the Participant either: (a) has been determined to be entitled to benefits under a disability insurance program that complies with the requirements of Treas. Reg. §1.409A-3(i)(4), or (b) if he is not a participant in such long-term disability insurance program, has been determined to be totally disabled by the Social Security Administration.

2.7 “Effective Date” means January 1, 2008.

2.8 “ERISA” means the Employee Retirement Income Security Act of 1974, as amended.

2.9 “Executive” means any active, full-time Executive of the Company. These individuals shall include the Chief Executive Officer, Chief Financial Officer, and individuals with the title of Executive Vice President, Managing Director or Senior Vice President, in each case as determined in the sole and absolute discretion of the Company. For purposes of this Plan, “Executive” excludes any individual who has an individual employment agreement or severance agreement with the Company or who is not residing in the United States.

2.10 “Good Reason” means the occurrence of any of the following:

(A) A material diminution in the Participant’s total overall compensation opportunity, which consists of the sum of the Participant’s Base Salary, cash bonus incentive opportunity and historic grant date value of any equity compensation, other than reductions applicable to similar situated executives of the Company in substantially the same proportions ;

(B) A material diminution in the Participant’s authority, duties or responsibilities, excluding any change that is solely a diminution in title or reporting relationships;

(C) A material change in the geographic location at which the Participant is required to perform his duties for the Company; or

(D) Any other action or inaction that constitutes a material breach by the Company of the terms of Participant’s employment.

Notwithstanding the foregoing, (i) Good Reason shall not be deemed to exist unless notice of termination on account thereof (specifying a termination date no later than 30 days from the date of such notice) is given no later than 30 days after the time at which the event or condition purportedly giving rise to Good Reason first occurs or arises, and (ii) if there exists (without regard to this clause (ii)) an event or condition that constitutes Good Reason, the Company shall have 30 days from the date notice of such a termination is given to cure such event or condition and, if the Company does so, such event or condition shall not constitute Good Reason hereunder.

2.11 “Participant” means an Executive who is notified by the Company in writing that he or she is under the Plan.

2.12 “Plan” means the Host Hotels & Resorts, Inc. Severance Plan for Executives.

2.13 “Plan Year” means the calendar year.

2.14 “Pro Rata Bonus” means the amount equal to the Participant’s full target bonus for the current fiscal year of the Company, determined in accordance with the applicable incentive compensation plan, multiplied by a fraction the numerator of which is the number of days in the incentive plan year through the Severance Date and the denominator of which is 365.

2.15 “Release Agreement” means the Severance Agreement and Release in the substantially form hereto as Exhibit A and as acceptable to the Company, which shall include a general release given by the Participant to the Company regarding employment-related claims, covenants against competition and the solicitation of employees and customers of the Company, and other matters as stated therein. The Release Agreement shall bind the Participant and the Company.

2.16 “Severance Date” means the termination of the Participant’s services to the Company and all Subsidiaries, whether voluntarily or involuntarily, in accordance with Treas. Reg. §1.409A-1(h).

2.17 “Successor” means any employer (whether or not the employer is affiliated with the Company) which acquires (through merger, consolidation, reorganization, transfer, sublease, assignment, or otherwise) all or substantially all of the business or assets of the Company, or of a division of the Company.

### **SECTION 3 -- ELIGIBILITY AND PAYMENT**

3.1 Subject to Sections 3.2, 3.3, and 3.4 of this Plan, an Executive shall become a Participant if, on or after the Effective Date, the Executive is notified by the Company in writing that he or she is a Participant.

3.2 A Participant shall be entitled to the severance pay set forth in Section 4 hereof, if:

(A) he or she returns and does not revoke a completed and executed Release Agreement to the Company within the time period specified in Section 3.4 after such person’s Severance Date; and

(B) he or she is not and does not become disqualified from receiving severance pay pursuant to Section 3.3 hereof at any time prior to such person’s Severance Date; provided, that a Participant shall be disqualified from receiving or retaining any severance pay hereunder if he or she breaches the Release Agreement.

3.3 A Participant shall not be entitled to receive or retain the severance pay set forth in Section 4 hereof, if the Participant:

(A) fails to return a properly signed Release Agreement to the Company in a timely manner as required by Section 3.4;

(B) revokes such Release Agreement within the time period specified in the Release Agreement;

(C) prior to his or her Severance Date, the Participant:

(i) terminates voluntarily his or her employment other than for Good Reason;

(ii) fails to show up and properly attend work; or

(iii) fails to adequately perform his or her employment duties as established by the Company in its reasonable judgment;

(D) rejects an offer or fails to accept an offer of another position from a Successor or from any affiliate of the Company on or before his or her Severance Date, provided however, that a Participant may still receive his or her severance benefits despite rejecting such offer if the rejection or failure to accept is for Good Reason; or

(E) prior to the Severance Date, the Company terminates the employment of the Participant and:

(i) the termination is for Cause, as determined by the Company in its reasonable judgment; or

(ii) the Company determines after such termination that the Participant had engaged in conduct that would have constituted Cause had such conduct been known to the Company prior to such termination.

3.4 Prior to the Severance Date, such Participant will receive a Release Agreement, substantially in the form attached to this Plan as Exhibit A. Such Release Agreement must be timely and appropriately executed and effective on or before the 60<sup>th</sup> day following the Participant’s Severance Date for such Participant to qualify for payments and benefits under Section 4.



## **SECTION 4 - AMOUNT AND PAYMENT OF SEVERANCE PAY**

4.1 If the Participant's employment with the Company is terminated by the Company for Cause or Disability, or by reason of the Participant's death, or by the Participant without Good Reason, then Company shall pay the Participant all amounts earned or accrued through the Severance Date but not paid as of the Severance Date, including:

(A) Base Salary; and

(B) reimbursement for reasonable and necessary expenses incurred by the Participant on behalf of the Company during the period ending on the Severance Date; (collectively, "Accrued Compensation").

In addition to the foregoing, if the Participant's employment is terminated by the Company because of Disability or death, the Company shall pay to the Participant or his beneficiaries an amount equal to the Participant's Pro Rata Bonus, which, in the case of death shall not be subject to the requirements of Sections 3.3(A) or (B), except as provided in Section 5.

4.2 Except as otherwise provided in Section 4.3, if the Participant's employment with the Company is terminated by the Company without Cause, or by the Participant for Good Reason, the Participant shall be entitled to the following:

(A) the Company shall pay the Participant all Accrued Compensation;

(B) the Company shall pay the Participant as severance pay and in lieu of any further compensation for periods subsequent to the Severance Date an amount (the "Severance Amount") in cash equal to:

(i) if the Participant is the Chief Executive Officer of the Company on the Severance Date, two (2) times the sum of the Participant's Base Salary and the Participant's Average Bonus; or

(ii) if the Participant is not the Chief Executive Officer of the Company on the Severance Date, one (1) times the sum of the Participant's Base Salary and the Participant's Average Bonus.

4.3 If during the period beginning on the date thirty (30) days prior to a Change in Control and ending on the date one year immediately following such Change in Control, the Participant's employment with the Company is terminated by the Company without Cause, or by the Participant for Good Reason, then no severance benefits shall be payable pursuant to Section 4.2, and the Participant shall be entitled to the following:

(A) the Company shall pay the Participant all Accrued Compensation and an amount equal to the Participant's Pro Rata Bonus; and

(B) the Company shall pay the Participant as severance pay and in lieu of any further compensation for periods subsequent to the Severance Date an amount (the "Severance Amount") in cash equal to:

(i) if the Participant is the Chief Executive Officer of the Company on the Severance Date, three (3) times the sum of the Participant's Base Salary and the Participant's Average Bonus; or

(ii) if the Participant is not the Chief Executive Officer of the Company on the Severance Date, two (2) times the sum of the Participant's Base Salary and the Participant's Average Bonus.

4.4 Participants shall have the right to continue medical and dental benefits under the continuation health coverage provisions of Title X of the Consolidated Omnibus Budget Reconciliation Act of 1986 (COBRA) after his or her Severance Date, if otherwise eligible. To the extent that the Participant is eligible for and elects COBRA coverage, the Company shall cover the premium cost of such coverage on a monthly basis for the lesser of (A) 18 months; or (B) until Participant no longer qualifies for COBRA continuance coverage. The Company's obligation to cover this premium cost is limited to Participants who are eligible to receive severance payments pursuant to Section 4.2 or Section 4.3 of the Plan, and will terminate when such a Participant becomes eligible to obtain any such benefits under a subsequent employer's benefit plans. At the end of the Participant's Company-paid COBRA coverage, the Participant may continue COBRA coverage at the Participant's expense and to the extent eligible under the terms of such Plan. In no event shall any Participant be entitled to a cash payment in lieu of health coverage.

4.5 The severance pay provided for in this Section 4 shall be paid in a single lump sum as soon as practicable after the Participant's Severance Date. In no event will the severance payment be made later than two and one-half months after the Participant's Severance Date.

4.6 The severance pay and benefits provided for in this Section 4 shall be in lieu of any other severance pay to which the Participant may be entitled under any Company severance plan, program or arrangement.

4.7 Employment taxes and all other deductions required by law or by any other Company plan, program or policy, shall be withheld from all severance payments. In addition, any amount payable under this Section 4 shall be reduced (but not below zero) by any payment made as required by government-mandated programs that require payment of wages and fringe benefits in lieu of notice of closing, layoffs or termination of employment.

4.8 Participants shall be paid for normal termination vacation pay and any other earned pay (if any) pursuant to existing Company policy and applicable state law.

4.9 Benefits under any other employee benefit plans, including but not limited to, restricted stock grants, stock awards, tax-qualified retirement plans, retiree health care plans, fringe benefit plans, incentive compensation plans, stock option plans and nonqualified deferred compensation plans, and life insurance plans, policies or programs sponsored by the Company are governed solely by the terms of those plans, programs or policies. Participants may exercise stock options to the extent that such options are exercisable under their terms. This Plan does not change the eligibility, termination or other provisions for those benefits.

4.10 The Company may, in its sole and absolute discretion, offer additional benefits or programs which, if offered, shall be described in appendices to this Plan.

4.11 The Company reserves the right to offset the benefits payable under Section 4, by any advance, loan or other monies the Participant owes the Company.

## **SECTION 5 -- DEATH BENEFITS**

5.1 If a Participant dies before receiving his or her severance pay due under this Plan, such pay will be distributed in one lump sum cash payment to the Participant's executor or administrator, as applicable, as soon as practicable but in no event later than two and one-half months following the Participant's Severance Date.

5.2 The Administrator may require that any individual or entity purporting to represent a Participant's estate provide such proof of such status as the Administrator may deem appropriate, including but not limited to letters testamentary or letters of administration. The Administrator may also require that such individual, as a condition to receiving severance pay, agree in a provision to be incorporated in the Release Agreement, to indemnify and hold harmless the Administrator and such other persons deemed appropriate by the Administrator for any financial responsibility, liability or expense arising out of a claim by another party or parties asserting entitlement to all or part of the benefit payable hereunder. In addition, the Company reserves the right to offset the benefits payable under this Section 5 by any advance, loan or other monies the Participant, with respect to whom the severance pay is being paid, owes the Company.

## **SECTION 6 - BENEFIT LIMITATIONS**

6.1 In the event that the Severance Amount and other benefits provided for in this Plan (i) would constitute "parachute payments" within the meaning of Section 280G of the Internal Revenue Code of 1986, as amended (the "Code") and (ii) but for this Section, would be subject to the excise tax imposed by Section 4999 of the Code, then such severance benefits shall be either (i) delivered in full, or (ii) delivered as to the maximum extent which would result in no portion of such severance benefits being subject to excise tax under Section 4999 of the Code, whichever of the foregoing amounts, taking into account the applicable federal, state and local income taxes and the excise tax imposed by Section 4999, results in the receipt by the Participant on an after-tax basis, of the greatest amount of severance benefits under this Plan, notwithstanding that all or some portion of such severance benefits may be taxable under Section 4999 of the Code.

6.2 A determination as to whether a reduction of Severance Payments will be made pursuant to Section 6.1 shall be made by the Company or at the Company's expense by an accounting firm selected by the Company (the "Accounting Firm"). The Company shall provide its determination (the "Determination"), together with detailed supporting calculations and documentation to the Participant within five days of the Severance Date if applicable, or such other time as requested by the Company or by the Participant (provided the Participant reasonably believes that any of the Payments may be subject to the Excise Tax). For purposes of making the calculations required by this paragraph, the Accountants may make reasonable assumptions and approximations concerning applicable taxes and may rely on reasonable, good faith interpretations concerning the application of Sections 280G and 4999 of the Code. The Company and the Participant shall furnish to the Accountants such information and documents as the Accountants may reasonably request in order to make a determination under this Section. Within ten days of the delivery of the Determination to the Participant, the Participant shall have the right to dispute the Determination (the "Dispute"), which shall be subject to the claims procedures in Section 8. If there is no Dispute, the Determination shall be binding, final and conclusive upon the Company and the Participant subject to the application of Section 6.3 below.

6.3 In the event the Company shall determine that payments pursuant to this Plan would constitute an "excess parachute payments" thereby necessitating that Severance Payments be reduced in part if consistent with Section 6.1, the Participant may consult with the Company in determining the priority in which any benefit payment shall be reduced. Any such joint determination must be made no later than seven (7) days prior to the next regular full-pay cycle, otherwise the Company's decision of which benefits shall be reduced or eliminated shall be final.

## **SECTION 7 -- ADMINISTRATION**

7.1 The Company shall have sole discretionary authority to interpret, apply and administer the terms of the Plan and to determine eligibility for and the amounts of benefits under the Plan, including interpretation of ambiguous Plan provisions, determination of disputed facts or application of Plan provisions to unanticipated circumstances. The Company's decision on any such matter shall be final and binding.

7.2 The Company shall be the administrator of the Plan for purposes of Section 3(16) of ERISA and shall have responsibility for complying with any ERISA reporting and disclosure rules applicable to the Plan for any Plan Year. The Administrator may at any time delegate to any other named person or body, or reassume therefrom, any of its fiduciary responsibilities (other than trustee responsibilities as defined in Section 405(c)(3) of ERISA) or administrative duties with respect to this Plan.

7.3 The Administrator may contract with one or more persons to render advice or services with regard to any responsibility it has under this Plan.

7.4 Subject to the limitations of this Plan, the Administrator shall from time to time establish such rules for the administration of this Plan as the Administrator may deem desirable.

## **SECTION 8 -- CLAIMS PROCEDURE**

8.1 If a Participant believes he or she has not been provided with severance pay benefits due under the Plan, then the Participant may file a request for benefits under this Plan with the Human Resources Department or its delegate within ninety (90) days after the date the Participant believes he or she should have received such benefits. If a Participant makes such a request for benefits under the Plan and that claim is denied, in whole or in part, the Administrator shall notify the Participant of the adverse determination within ninety (90) calendar days unless the Administrator determines that special circumstances require an extension of time for processing. If the Administrator determines that an extension of time is necessary, written notice shall be furnished to the claimant prior to the end of the initial ninety-day period and the extension shall not exceed ninety days from the original ninety-day period. The extension notice shall indicate the special circumstances requiring an extension and the date by which the Administrator expects to render a determination. The Administrator shall notify the Participant of the specific reasons for the denial with specific references to pertinent Plan provisions on which the denial is based and shall notify the Participant of any additional material or information that is needed to perfect the claim and explanation of why such material or information is necessary. At that time the Participant will be advised of his or her right to appeal that determination, and given an explanation of the Plan's review and appeal procedure including time limits, and a statement regarding the Participant's right to bring a civil action under ERISA section 502(a) following an adverse determination or appeal.

8.2 A Participant may appeal the determination or denial by submitting to the Administrator within sixty (60) calendar days after receiving a denial notice by: (a) requesting a review by the Administrator of the claim; (b) setting forth all of the grounds upon which the request for review is based and any facts in support thereof; and (c) setting forth any issues or comments which the Participant deems relevant to the claim. The Participant may submit written comments, documents, records and other information relating to his claim. Upon request, the Participant may obtain free of charge, copies of all documents and records relevant to his claim.

8.3 The Administrator shall act upon the appeal taking into account all comments, documents, records and other information submitted by the Participant without regard to whether such information was submitted or considered in the initial benefit determination and shall render a decision within sixty (60) days or one hundred twenty (120) days in special circumstances after its receipt of the appeal. If the Administrator determines that an extension of time is necessary, written notice of the extension shall be furnished to the Participant prior to the end of the initial sixty-day period. The extension notice shall indicate the special circumstances requiring an extension of time and the date by which the Administrator expects to render a determination. The Administrator shall review the claim and all written materials submitted by the Participant, and may require him or her to submit, within ten (10) days of its written notice, such additional facts, documents, or other evidence as the Administrator in its sole discretion deems necessary or advisable in making such a review. On the basis of its review, the Administrator shall make an independent determination of the Participant's eligibility for benefits and the amount of such benefits under the Plan. The decision of the Administrator on any claim shall be final and conclusive upon all persons if supported by substantial evidence. If the Administrator denies a claim on review in whole or in part, it shall give the Participant written notice of its decision setting forth the following: (a) the specific reasons for the denial and specific references to the pertinent Plan provisions on which its decision was based; (b) notice that the Participant may obtain free of charge, copies of all documents, records and other information relevant to the Participant's claim; and (c) a statement of the Participant's right to bring a civil action under section 502(a) of ERISA.

8.4 A Participant or his or her legal representative may appeal any final decision by filing an action in a federal court of competent jurisdiction, provided that such action is filed no later than 90 days after receipt of a final decision by the Participant or his or her legal representative.

## **SECTION 9 -- GENERAL**

9.1 The benefits and costs of this Plan shall be paid by the Company out of its general assets.

9.2 This Plan is intended to be an “employee welfare benefit plan”, as defined in Section 3(1), Subtitle A of Title 1 of ERISA. The Plan will be interpreted to effectuate this intent. Notwithstanding any other provision of this Plan, no Participant in the event of termination shall receive hereunder any payment exceeding three times that Officer’s annual compensation during the year immediately preceding the termination of his service, within the meaning of 29 C.F.R. Section 2510.3-2, as the same was in effect on the effective date of this Plan.

9.3 The Participant and the Company acknowledge that the employment of the Participant by the Company is “at will” and, prior to the Effective Date, may be terminated by either the Participant or the Company at any time. If prior to the Effective Date, the Participant’s employment with the Company terminates, the Participant shall have no rights under this Plan. Nothing in this Plan shall be construed to create for any Participant a right of continued employment with the Company.

## **SECTION 10 -- AMENDMENT AND TERMINATION**

The Company reserves the right to amend this Plan, in whole or in part, or discontinue or terminate the Plan; provided, however, that any such amendment, discontinuance or termination shall not affect any right of any Participant to claim benefits under the Plan or as in effect prior to such amendment, discontinuance or termination, for events occurring prior to the date of such amendment, discontinuance or termination. An amendment to this Plan, and/or resolution of discontinuance or termination, may be made by the Administrator, to the extent permitted by resolution of the Board of Directors or a committee thereof.

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IN WITNESS WHEREOF, the Company has caused its officer, duly authorized by its the Compensation Policy Committee of the Board of Directors to execute the Plan on this 5th day of February, 2016.

HOST HOTELS & RESORTS, INC.

By: /s/ Elizabeth A. Abdoo

Name: Elizabeth A. Abdoo

Title: Executive Vice President,  
General Counsel and Corporate Secretary

**FORM OF  
SEVERANCE AGREEMENT AND RELEASE**

This is a Severance Agreement and Release (the "Agreement") is required to be delivered by EMPLOYEE NAME ("Employee") as a condition of Employee's receipt of severance and other benefits under the Host Hotels & Resorts, Inc. Severance Plan for Executives (the "Severance Plan").

1. Employee agrees that, in consideration of the severance and other benefits to which he/she is eligible under the terms of the Severance Plan, he/she will, and hereby does knowingly and voluntarily, forever and irrevocably release and discharge between Host Hotels & Resorts, L.P., a Delaware limited partnership (together with its parent, subsidiaries and affiliates, "Employer"), and each of its and their respective partners, officers, directors, employees, agents, predecessors, successors, purchasers, assigns, representatives and benefit plans (collectively with the Employer, the "Releasees") of any and all actions, causes of action, grievances, demands, rights, claims for damages, indemnity, costs, interest, loss or injury whatsoever which he/she now has, has had, or may have, whether the same be at law, in equity, or mixed, in any way arising from or relating to Employee's employment with Employer or the termination of that employment. **THIS IS A GENERAL RELEASE.** Employee expressly acknowledges that this release specifically includes, but is not limited to, Employee's intent to release Employer from any claim of age, race, sex, religion, national origin or any other claim of employment discrimination under Title VII of the Civil Rights Act of 1964 (42 U.S.C. § 2000e et seq.), the Age Discrimination in Employment Act (29 U.S.C. § 621, et seq.), the Americans with Disabilities Act (42 U.S.C. § 12101, et seq.), the Family and Medical Leave Act (29 U.S.C. § 2601 et seq.), Worker Adjustment and Retraining Notification Act, Employee Retirement Income Security Act, Article 49B of the Maryland Code, and any other similar federal, state or local law regarding employment. Employee is not waiving rights or claims (i) for indemnification and/or advanced expenses under applicable law, any directors and officers liability insurance, the Employer's partnership agreement, applicable articles of incorporation or by-laws, (ii) to enforce the Severance Plan, (iii) to exercise vested stock options or other equity awards determined as of the date hereof, (iv) to employee benefits which have accrued and are payable pursuant to the Employer's employee benefit plans, or (v) which otherwise cannot be waived by law, including, but not limited to, Employee's right to file a charge with or participate in a charge by the Equal Employment Opportunity Commission, or any other local, state, or federal administrative body or government agency that is authorized to enforce or administer laws related to employment, against Employer (with the understanding that Employee's release of claims herein bars Employee from recovering monetary relief from any Releasees).

2. Employee agrees not to sue any Releasee or participate in any lawsuit against a Releasee concerning any claim released under Section 1 above, or to challenge the enforceability of this Agreement or the release given thereby.

3. Employee agrees to treat this Agreement as confidential and will not discuss or disclose the terms of this Agreement, other than to his/her immediate family members, attorneys and financial advisors, future employers regarding the provisions of Section 7, or as required by law.

4. Employee agrees that while he/she was employed by Employer he/she was exposed to certain confidential and proprietary information of Employer. Such information may include, but is not necessarily limited to, business plans, analyses, forecasts, predictions or projections, customer information, technical information, business models, pricing strategies, marketing ideas, sales data, sales projections, financing plans, valuations, capitalization, budgets and other financial information. It is specifically understood and agreed that Employee will maintain all such information in strict confidence and will not use such information for any purpose whatsoever.

5. Employee agrees that he/she has not removed any property of the Employer from the Employer's premises, except as authorized by the Employer in writing, or that Employee has returned or will return all of the Employer's property immediately upon execution of this Agreement. Such property includes, but is not limited to, the original and any copies of any confidential information or trade secrets, PDA's, keys, pass cards, customer lists, files, brochures, documents or computer disks or printouts, equipment and any other item relating to the Employer and its business. Further, Employee agrees that he/she has not taken, procured, or copied any property of the Employer.

6. Employee shall not, at any time following the date of this Agreement, make or publish any derogatory, unfavorable, negative, disparaging, false, damaging or deleterious written or oral statements or remarks (including without limitation, the repetition or distribution of derogatory rumors, allegations, or negative or unfavorable reports or comments) regarding any Releasee.

7. For a period of one year following the date of this Agreement, Employee will not directly or indirectly, as a director, officer, employee, manager, consultant, independent contractor, advisor or otherwise:

- (a) employ or solicit for employment, or advise or recommend to any other person or entity that they employ or solicit for employment, any employee of Employer;
- (b) solicit or encourage any employee of Employer to leave the employ of Employer, to do any act that is disloyal to Employer, is inconsistent with the interests of Employer or violates any provision of this Agreement or any agreement Employee has with Employer; or
- (c) provide his/her services to any person, company, firm, organization or other entity (each an "Entity") engaged in the ownership and/or management of hotel properties (the "Hotel Property Business"); provided that it shall not be a breach of this clause (c) if Employee provides services to an Entity engaged in the Hotel Property Business if such Entity is also engaged in a significant amount of activities that are not related to the Hotel Property Business and the services Executive provides to such Entity are not directly or indirectly related to the Hotel Property Business.

For purposes of the foregoing an "employee of Employer" shall include any person who was an employee of the Employer at any time within six (6) months prior to Employee's Severance Date (as defined in the Severance Plan).

8. Employee has read and fully reviewed the terms of this Agreement. Employee acknowledges that he/she has been advised to consult with an attorney if he/she chooses before signing this Agreement. Employee also expressly acknowledges that she has been given at least [21 or 45 *if a group layoff*] days to consider this Agreement and has 60 days from his/her Severance Date to return and not revoke an executed version of this Agreement before severance or other benefits under the Severance Plan are payable. For a period of 7 days following the execution of this Agreement, Employee may revoke the Agreement. The Agreement shall not become effective or be in force until the revocation period has expired.

9. In the event the Employee breaches any terms of this Agreement, the Employee shall forfeit all rights to benefits under the Severance Plan, and in addition to any and all other remedies available under law or equity to the Employer, the Employee shall be obligated to repay to the Employer, all amounts previously paid under the Severance Plan, as well as all reasonable attorneys' fees, expenses and costs incurred by Releasees.

10. Employee expressly acknowledges and understands that this Agreement is not an admission of liability under any statute or otherwise by Employer, and it does not admit any violation of Employee's legal rights.

11. The parties agree that this Agreement shall be binding upon and inure to the benefit of Employee's assigns, heirs, executors and administrators as well as all Releasees.

12. This Agreement contains the entire agreement and understanding of the parties. There are no additional promises or terms among the parties other than those contained herein. This Agreement shall not be modified except in writing signed by both parties. This Agreement shall in all respects be interpreted, enforced and governed in accordance with the laws of Maryland, and furthermore, any dispute regarding this Agreement shall be subject to the exclusive jurisdiction of any court of competent jurisdiction located in Montgomery County or the United States District Court of Maryland, Southern Division.

13. The language of all parts of this Agreement shall in all cases be construed as a whole, according to its fair meaning, and not strictly for or against any of the parties. In the event that one or more provisions of this Agreement shall for any reason be held to be illegal or unenforceable, this Agreement shall be revised only to the extent necessary to make the Agreement or such provision(s) legal and enforceable.

14. *[Include if part of a group layoff:* Employee acknowledges that he/she has received a list of the ages and job descriptions of the individuals who are eligible to receive severance benefits under the Severance Plan as a condition of signing a similar Severance Agreement and Release.]

Employer:

\_\_\_\_\_  
Company Representative

\_\_\_\_\_  
Date

\_\_\_\_\_  
Employee

\_\_\_\_\_  
Date

**HOST HOTELS & RESORTS, INC. AND SUBSIDIARIES**  
**COMPUTATION OF RATIOS OF EARNINGS TO FIXED CHARGES**  
**AND PREFERRED STOCK DIVIDENDS**  
(in millions, except ratio amounts)

	2015	2014	2013	2012	2011
Income from continuing operations before income taxes	\$ 580	\$ 761	\$ 231	\$ 23	\$ (28)
Add (deduct):					
Fixed charges	265	247	337	428	421
Capitalized interest	(5)	(7)	(6)	(6)	(4)
Amortization of capitalized interest	7	10	6	7	7
Distributions from equity investments	17	—	—	3	—
Equity in (earnings) losses related to equity method investees	(70)	(26)	17	(2)	(4)
Adjusted earnings	\$ 794	\$ 985	\$ 585	\$ 453	\$ 392
Fixed charges:					
Interest on indebtedness and amortization of deferred financing costs	\$ 234	\$ 214	\$ 304	\$ 373	\$ 371
Capitalized interest	5	7	6	6	4
Portion of rents representative of the interest factor	26	26	27	49	46
Total fixed charges and preferred stock dividends	\$ 265	\$ 247	\$ 337	\$ 428	\$ 421
Ratio of earnings to fixed charges and preferred stock dividends	3.0	4.0	1.7	1.1	
Deficiency of earnings to fixed charges and preferred stock dividends	—	—	—	—	\$ (29)



**HOST HOTELS & RESORTS, L.P. AND SUBSIDIARIES**  
**COMPUTATION OF RATIOS OF EARNINGS TO FIXED CHARGES**  
**AND PREFERRED UNIT DISTRIBUTIONS**  
(in millions, except ratio amounts)

	2015	2014	2013	2012	2011
Income from continuing operations before income taxes	\$ 580	\$ 761	\$ 231	\$ 23	\$ (28)
Add (deduct):					
Fixed charges	265	247	337	428	421
Capitalized interest	(5)	(7)	(6)	(6)	(4)
Amortization of capitalized interest	7	10	6	7	7
Distributions from equity investments	17	—	—	3	—
Equity in (earnings) losses related to equity method investees	(70)	(26)	17	(2)	(4)
Adjusted earnings	\$ 794	\$ 985	\$ 585	\$ 453	\$ 392
Fixed charges:					
Interest on indebtedness and amortization of deferred financing costs	\$ 234	\$ 214	\$ 304	\$ 373	\$ 371
Capitalized interest	5	7	6	6	4
Portion of rents representative of the interest factor	26	26	27	49	46
Total fixed charges and preferred unit distributions	\$ 265	\$ 247	\$ 337	\$ 428	\$ 421
Ratio of earnings to fixed charges and preferred unit distributions	3.0	4.0	1.7	1.1	
Deficiency of earnings to fixed charges and preferred unit distributions	—	—	—	—	\$ (29)

**HOST HOTELS & RESORTS, INC.**  
**SUBSIDIARIES**

	<u><b>Company Name</b></u>	<u><b>Place of Incorporation</b></u>
1.	Airport Hotels LLC	Delaware
2.	Ameliatel LP	Delaware
3.	Beachfront Properties, Inc.	Virgin Islands
4.	Arizona Vacation Ownership LLC	Delaware
5.	Benjamin Franklin Hotel, Inc.	Delaware
6.	BRE/Swiss LP	Delaware
7.	Calgary Charlotte Holdings Company	Nova Scotia
8.	Calgary Charlotte Partnership	Alberta, CN
9.	CB Realty Sales, Inc.	Delaware
10.	CCES Chicago LLC	Delaware
11.	CCFH Maui LLC	Delaware
12.	CCFS Atlanta LLC	Delaware
13.	CCFS Philadelphia LLC	Delaware
14.	CCHH Atlanta LLC	Delaware
15.	CCHH Burlingame LLC	Delaware
16.	CCHH Cambridge LLC	Delaware
17.	CCHH GHDC LLC	Delaware
18.	CCHH Host Capitol Hill LLC	Delaware
19.	CCHH Maui LLC	Delaware
20.	CCHH Reston LLC	Delaware
21.	CCHP Waikiki LLC	Delaware
22.	CCHI Singer Island LLC	Delaware
23.	CCMH Atlanta Suites LLC	Delaware
24.	CCMH Chicago CY LLC	Delaware
25.	CCMH Copley LLC	Delaware
26.	CCMH Coronado LLC	Delaware
27.	CCMH Costa Mesa Suites LLC	Delaware
28.	CCMH DC LLC	Delaware
29.	CCMH Denver Tech LLC	Delaware
30.	CCMH Denver West LLC	Delaware
31.	CCMH Downers Grove Suites LLC	Delaware
32.	CCMH Dulles AP LLC	Delaware
33.	CCMH Fin Center LLC	Delaware
34.	CCMH Fisherman's Wharf LLC	Delaware
35.	CCMH Gaithersburg LLC	Delaware
36.	CCMH Houston Galleria LLC	Delaware
37.	CCMH IHP LLC	Delaware
38.	CCMH Kansas City AP LLC	Delaware
39.	CCMH Key Bridge LLC	Delaware
40.	CCMH Lenox LLC	Delaware
41.	CCMH Manhattan Beach LLC	Delaware
42.	CCMH Marina LLC	Delaware
43.	CCMH McDowell LLC	Delaware
44.	CCMH Memphis LLC	Delaware

**HOST HOTELS & RESORTS, INC.  
SUBSIDIARIES**

	<u><b>Company Name</b></u>	<u><b>Place of Incorporation</b></u>
45.	CCMH Metro Center LLC	Delaware
46.	CCMH Minneapolis LLC	Delaware
47.	CCMH Moscone LLC	Delaware
48.	CCMH Newark LLC	Delaware
49.	CCMH Newport Beach LLC	Delaware
50.	CCMH Newport Beach Suites LLC	Delaware
51.	CCMH O'Hare AP LLC	Delaware
52.	CCMH O'Hare Suites LLC	Delaware
53.	CCMH Orlando LLC	Delaware
54.	CCMH Palm Desert LLC	Delaware
55.	CCMH Park Ridge LLC	Delaware
56.	CCMH Pentagon RI LLC	Delaware
57.	CCMH Perimeter LLC	Delaware
58.	CCMH Philadelphia AP LLC	Delaware
59.	CCMH Philadelphia Mkt. LLC	Delaware
60.	CCMH Potomac LLC	Delaware
61.	CCMH Properties II LLC	Delaware
62.	CCMH Quorum LLC	Delaware
63.	CCMH Riverwalk LLC	Delaware
64.	CCMH San Diego LLC	Delaware
65.	CCMH Santa Clara LLC	Delaware
66.	CCMH Scottsdale Suites LLC	Delaware
67.	CCMH Tampa AP LLC	Delaware
68.	CCMH Tampa Waterside LLC	Delaware
69.	CCMH Times Square LLC	Delaware
70.	CCMH Westfields LLC	Delaware
71.	CCRC Amelia Island LLC	Delaware
72.	CCRC Buckhead/Naples LLC	Delaware
73.	CCRC Dearborn LLC	Delaware
74.	CCRC Marina LLC	Delaware
75.	CCRC Naples Golf LLC	Delaware
76.	CCRC Phoenix LLC	Delaware
77.	CCRC Tysons LLC	Delaware
78.	CCSH Atlanta LLC	Delaware
79.	CCSH Chicago LLC	Delaware
80.	Chesapeake Hotel Limited Partnership	Delaware
81.	Cincinnati Plaza LLC	Delaware
82.	City Center Hotel Limited Partnership	Minnesota
83.	CLDH Meadowvale, Inc.	Ontario
84.	CLMH Airport, Inc.	Ontario
85.	CLMH Calgary, Inc.	Ontario
86.	CLMH Eaton Centre, Inc.	Ontario
87.	DS Hotel LLC	Delaware
88.	Durbin LLC	Delaware
89.	East Camelback Residential LLC	Delaware

**HOST HOTELS & RESORTS, INC.  
SUBSIDIARIES**

	<u><b>Company Name</b></u>	<u><b>Place of Incorporation</b></u>
90.	East Side Hotel Associates, L.P.	Delaware
91.	Elcrisa S.A. de C.V.	Mexico
92.	Euro JV Manager B.V.	Netherlands
93.	Euro JV Manager LLC	Delaware
94.	Farrell's Ice Cream Parlour Restaurants LLC	Delaware
95.	GLIC, LLC	Hawaii
96.	Harbor-Cal S.D.	California
97.	Harbor-Cal S.D. Partner LLC	California
98.	HHR 42 Associates, L.P.	Delaware
99.	HRH 42 Associates GP LLC	Delaware
100.	HHR 42 Associates PP LLC	Delaware
101.	HHR Assets LLC	Delaware
102.	HHR Auckland Limited	New Zealand
103.	HHR BT Rio de Janeiro Investimentos Hoteleiros Ltda.	Brazil
104.	HHR Capital Wellington NTL Limited	New Zealand
105.	HHR Christchurch IB Limited	New Zealand
106.	HHR Christchurch NTL Limited	New Zealand
107.	HHR Conventions Pty Ltd.	Australia
108.	HHR Downtown Miami GP LLC	Delaware
109.	HHR Downtown Miami, L.P.	Delaware
110.	HHR Euro II GP B.V.	Netherlands
111.	HHR FIP I LLC	Delaware
112.	HHR FIP II LLC	Delaware
113.	HHR FIP III LLC	Delaware
114.	HHR Fourth Avenue GP LLC	Delaware
115.	HHR Fourth Avenue Limited Partnership	Delaware
116.	HHR GHDC GP LLC	Delaware
117.	HHR GHDC Limited Partnership	Delaware
118.	HHR HP Waikiki, L.P.	Delaware
119.	HHR HP Waikiki GP LLC	Delaware
120.	HHR Harbor Beach LLC	Delaware
121.	HHR Holdings Coöperatief U.A.	Netherlands
122.	HHR Holdings Pty Ltd.	Australia
123.	HHR Hotel Services Pty Ltd.	Australia
124.	HHR Investment II Coöperatief U.A.	Netherlands
125.	HHR JW Rio de Janeiro Investimentos Hoteleiros Ltda.	Brazil
126.	HHR Lauderdale Beach Limited Partnership	Delaware
127.	HHR Melbourne Hotel Pty Ltd	Australia
128.	HHR Member II LLC	Delaware
129.	HHR Naples LLC	Delaware
130.	HHR Naples Golf LLC	Delaware
131.	HHR Nashville LLC	Delaware
132.	HHR New Zealand Holdings Limited	New Zealand
133.	HHR Newport Beach LLC	Delaware
134.	HHR Powell Street, L.P.	Delaware

**HOST HOTELS & RESORTS, INC.  
SUBSIDIARIES**

	<u>Company Name</u>	<u>Place of Incorporation</u>
135.	HHR Powell GP LLC	Delaware
136.	HHR Queenstown Limited	New Zealand
137.	HHR Rio Holdings LLC	Delaware
138.	HHR Rocky Hill L.P.	Delaware
139.	HHR Leblon Investimentos Hoteleiros Ltda.	Brazil
140.	HHR Singer Island GP LLC	Delaware
141.	HHR Singer Island Limited Partnership	Delaware
142.	HHR Union Square Ventures LLC	Delaware
143.	HHR Wellington IB Limited	New Zealand
144.	HHR WRN GP LLC	Delaware
145.	HHR WRN Limited Partnership	Delaware
146.	HMC Airport, Inc.	Delaware
147.	HMC Amelia II LLC	Delaware
148.	HMC AP Canada Company	Nova Scotia
149.	HMC AP GP LLC	Delaware
150.	HMC AP LP	Delaware
151.	HMC Burlingame Hotel LP	California
152.	HMC Burlingame LLC	Delaware
153.	HMC Cambridge LP	Delaware
154.	HMC Capital Resources LP	Delaware
155.	HMC Charlotte (Calgary) Company	Nova Scotia
156.	HMC Charlotte GP LLC	Delaware
157.	HMC Charlotte LP	Delaware
158.	HMC Chicago Lakefront LLC	Delaware
159.	HMC Chicago LLC	Delaware
160.	HMC Copley LP	Delaware
161.	HMC Desert LLC	Delaware
162.	HMC DSM LLC	Delaware
163.	HMC East Side LLC	Delaware
164.	HMC Gateway LP	Delaware
165.	HMC Grace (Calgary) Company	Nova Scotia
166.	HMC Grand LP	Delaware
167.	HMC Headhouse Funding LLC	Delaware
168.	HMC Host Restaurants LLC	Delaware
169.	HMC Hotel Development LP	Delaware
170.	HMC Hotel Properties II Limited Partnership	Delaware
171.	HMC Hotel Properties Limited Partnership	Delaware
172.	HMC HT LP	Delaware
173.	HMC JWDC GP LLC	Delaware
174.	HMC Kea Lani LP	Delaware
175.	HMC Lenox LP	Delaware
176.	HMC Manhattan Beach LLC	Delaware
177.	HMC Maui LP	Delaware
178.	HMC McDowell LP	Delaware
179.	HMC MHP II, Inc.	Delaware

**HOST HOTELS & RESORTS, INC.  
SUBSIDIARIES**

	<u><b>Company Name</b></u>	<u><b>Place of Incorporation</b></u>
180.	HMC Mexpark LLC	Delaware
181.	HMC MHP II LLC	Delaware
182.	HMC NGL LP	Delaware
183.	HMC O'Hare Suites Ground LP	Delaware
184.	HMC OLS I LLC	Delaware
185.	HMC OLS I L.P.	Delaware
186.	HMC OLS II L.P.	Delaware
187.	HMC OP BN LP	Delaware
188.	HMC Palm Desert LLC	Delaware
189.	HMC Partnership Properties LLC	Delaware
190.	HMC PLP LLC	Delaware
191.	HMC Polanco LLC	Delaware
192.	HMC Potomac LLC	Delaware
193.	HMC Properties I LLC	Delaware
194.	HMC Property Leasing LLC	Delaware
195.	HMC Reston LP	Delaware
196.	HMC Retirement Properties, L.P.	Delaware
197.	HMC Seattle LLC	Delaware
198.	HMC Suites Limited Partnership	Delaware
199.	HMC Suites LLC	Delaware
200.	HMC Times Square Hotel, L.P.	New York
201.	HMC Times Square Partner LLC	Delaware
202.	HMC Toronto Air Company	Nova Scotia
203.	HMC Toronto Airport GP LLC	Delaware
204.	HMC Toronto Airport LP	Delaware
205.	HMC Toronto EC Company	Nova Scotia
206.	HMC Toronto EC GP LLC	Delaware
207.	HMC Toronto EC LP	Delaware
208.	HMC/Interstate Manhattan Beach, L.P.	Delaware
209.	HMH General Partner Holdings LLC	Delaware
210.	HMH Marina LLC	Delaware
211.	HMH Pentagon LP	Delaware
212.	HMH Restaurants LP	Delaware
213.	HMH Rivers, L.P.	Delaware
214.	HMH Rivers LLC	Delaware
215.	HMH WTC LLC	Delaware
216.	HMT Lessee Sub (Palm Desert) LLC	Delaware
217.	HMT Lessee Sub (SDM Hotel) LLC	Delaware
218.	HMT Lessee Sub I LLC	Delaware
219.	HMT Lessee Sub II LLC	Delaware
220.	HMT Lessee Sub III LLC	Delaware
221.	HMT Lessee Sub IV LLC	Delaware
222.	HMT SPE (Palm Desert) Corporation	Delaware
223.	Host Atlanta Perimeter Ground GP LLC	Delaware
224.	Host Atlanta Perimeter Ground LP	Delaware

**HOST HOTELS & RESORTS, INC.  
SUBSIDIARIES**

	<u><b>Company Name</b></u>	<u><b>Place of Incorporation</b></u>
225.	Host CAD Business Trust	Maryland
226.	Host California Corporation	Delaware
227.	Host Cambridge GP LLC	Delaware
228.	Host Camelback I LLC	Delaware
229.	Host Camelback II LLC	Delaware
230.	Host Camelback LLC	Delaware
231.	Host Capitol Hill LLC	Delaware
232.	Host Cincinnati Hotel LLC	Delaware
233.	Host Cincinnati II LLC	Delaware
234.	Host City Center GP LLC	Delaware
235.	Host CLP Business Trust	Maryland
236.	Host CLP LLC	Delaware
237.	Host Copley GP LLC	Delaware
238.	Host Dallas Quorum Ground GP LLC	Delaware
239.	Host Dallas Quorum Ground LP	Delaware
240.	Host Denver Hotel Company	Delaware
241.	Host Denver LLC	Delaware
242.	Host DSM Limited Partnership	Delaware
243.	Host Financing LLC	Delaware
244.	Host FJD Business Trust	Maryland
245.	Host Fourth Avenue LLC	Delaware
246.	Host GH Atlanta GP LLC	Delaware
247.	Host Grand GP LLC	Delaware
248.	Host Harbor Island Corporation	Delaware
249.	Host Holding Business Trust	Maryland
250.	Host Hotels Empreendimentos Hoteleiros Ltda.	Brazil
251.	Host Hotels & Resorts, L.P.	Delaware
252.	Host Hotels Limited	United Kingdom
253.	Host Houston Airport GP LLC	Delaware
254.	Host Houston Briar Oaks, L.P.	Delaware
255.	Host Indianapolis GP LLC	Delaware
256.	Host Indianapolis Hotel Member LLC	Delaware
257.	Host Indianapolis I LP	Delaware
258.	Host Indianapolis LP	Delaware
259.	Host Kea Lani GP LLC	Delaware
260.	Host East 86 <sup>th</sup> Street Land LLC	Delaware
261.	Host Kierland GP LLC	Delaware
262.	Host Kierland LP	Delaware
263.	Host Lenox Land GP LLC	Delaware
264.	Host Los Angeles GP LLC	Delaware
265.	Host Los Angeles LP	Delaware
266.	Host Maui GP LLC	Delaware
267.	Host Maui Developer LLC	Delaware
268.	Host Maui Vacation Ownership LLC	Delaware
269.	Host McDowell GP LLC	Delaware

**HOST HOTELS & RESORTS, INC.  
SUBSIDIARIES**

	<u>Company Name</u>	<u>Place of Incorporation</u>
270.	Host Melbourne LLC	Delaware
271.	Host Minneapolis City Center Ground LLC	Delaware
272.	Host Mission Hills Hotel LP	Delaware
273.	Host Mission Hills II LLC	Delaware
274.	Host Moscone GP LLC	Delaware
275.	Host Needham Hotel LP	Delaware
276.	Host Needham II LLC	Delaware
277.	Host NY Downtown GP LLC	Delaware
278.	Host O'Hare Suites Ground GP LLC	Delaware
279.	Host of Boston, Ltd.	Massachusetts
280.	Host of Houston 1979 LP	Delaware
281.	Host of Houston LP	Delaware
282.	Host OP BN GP LLC	Delaware
283.	Host Park Ridge LLC	Delaware
284.	Host Pentagon GP LLC	Delaware
285.	Host PLN Business Trust	Maryland
286.	Host Realty Hotel LLC	Delaware
287.	Host Realty LLC	Delaware
288.	Host Realty Partnership, L.P.	Delaware
289.	Host Restaurants GP LLC	Delaware
290.	Host Reston GP LLC	Delaware
291.	Host San Diego Hotel LLC	Delaware
292.	Host San Diego LLC	Delaware
293.	Host Santa Clara GP LLC	Delaware
294.	Host SH Boston Corporation	Delaware
295.	Host South Coast GP LLC	Delaware
296.	Host Swiss GP LLC	Delaware
297.	Host Tampa GP LLC	Delaware
298.	Host Times Square GP LLC	Delaware
299.	Host Times Square LP	Delaware
300.	Host UK Business Trust	Maryland
301.	Host Waltham Hotel LP	Delaware
302.	Host Waltham II LLC	Delaware
303.	Host WNY GP LLC	Delaware
304.	Hotelera Host San Cristobal Limitada	Chile
305.	Hotels Union Square LLC	Delaware
306.	Houston Airport Hotel Owner Limited Partnership	Delaware
307.	HST Asia/Australia Asset Manager LLC	Delaware
308.	HST Asia/Australia LLC	Delaware
309.	HST Downtown Miami LLC	Delaware
310.	HST Euro II LP B.V.	Netherlands
311.	HST EBT Euro Holdings B.V.	Netherlands
312.	HST Electric Vans LLC	Delaware`
313.	HST GP LAX LLC	Delaware
314.	HST GP Mission Hills LLC	Delaware



**HOST HOTELS & RESORTS, INC.  
SUBSIDIARIES**

	<u>Company Name</u>	<u>Place of Incorporation</u>
315.	HST GP San Diego LLC	Delaware
316.	HST GP South Coast LLC	Delaware
317.	HST GP SR Houston LLC	Delaware
318.	HST Grand Central LLC	Delaware
319.	HST Houston AP LLC	Delaware
320.	HST I LLC	Delaware
321.	HST II LLC	Delaware
322.	HST III LLC	Delaware
323.	HST Kierland LLC	Delaware
324.	HST Lessee Boston LLC	Delaware
325.	HST Lessee Cincinnati LLC	Delaware
326.	HST Lessee CMBS LLC	Delaware
327.	HST Lessee Denver LLC	Delaware
328.	HST Lessee Indianapolis LLC	Delaware
329.	HST Lessee Keystone LLC	Delaware
330.	HST Lessee LAX LP	Delaware
331.	HST Lessee Mission Hills LP	Delaware
332.	HST Lessee Needham LLC	Delaware
333.	HST Lessee San Diego LP	Delaware
334.	HST Lessee SNYT LLC	Delaware
335.	HST Lessee South Coast LP	Delaware
336.	HST Lessee SR Houston LP	Delaware
337.	HST Lessee Waltham LLC	Delaware
338.	HST Lessee West Seattle LLC	Delaware
339.	HST Lessee WNY LLC	Delaware
340.	HST Lessee WSeattle LLC	Delaware
341.	HST LP Euro B.V.	Netherlands
342.	HST LT LLC	Delaware
343.	HST RHP LLC	Delaware
344.	HST Powell LLC	Delaware
345.	HST San Diego HH Lessee GP LLC	Delaware
346.	HST San Diego HH LP	Delaware
347.	HST Union Square LLC	Delaware
348.	HST WRN LLC	Delaware
349.	HST Sub-Owner LLC	Delaware
350.	IHP Holdings Partnership LP	Pennsylvania
351.	Inversiones y Hotelera Host San Cristobal Limitada	Chile
352.	JWDC Limited Partnership	Delaware
353.	JWDC LP Holdings Limited Partnership	Delaware
354.	Lauderdale Beach Association	Florida
355.	Manchester Grand Resorts, Inc.	California
356.	Manchester Grand Resorts, L.P.	California
357.	Marriott Mexico City Partnership, G.P.	Delaware
358.	MFI Liquidating Agent LLC	Delaware
359.	MDSM Finance LLC	Delaware

**HOST HOTELS & RESORTS, INC.  
SUBSIDIARIES**

	<u>Company Name</u>	<u>Place of Incorporation</u>
360.	Mutual Benefit Chicago Suite Hotel Partners, L.P.	Delaware
361.	Pacific Gateway, Ltd.	California
362.	Host Hotels & Resorts Asia Pacific Private Limited	Singapore
363.	Philadelphia Airport Hotel Corporation	Pennsylvania
364.	Philadelphia Airport Hotel Limited Partnership	Pennsylvania
365.	Philadelphia Airport Hotel LLC	Delaware
366.	Philadelphia Market Street Hotel Corporation	Delaware
367.	PM Financial LLC	Delaware
368.	PM Financial LP	Delaware
369.	Phoenician Operating LLC	Delaware
370.	Polserv S.A. de C.V.	Mexico
371.	Potomac Hotel Limited Partnership	Delaware
372.	RHP Foreign Lessee LLC	Delaware
373.	Rockledge HMC BN LLC	Delaware
374.	Rockledge HMT LLC	Delaware
375.	Rockledge Hotel LLC	Delaware
376.	Rockledge Hotel Properties, Inc.	Delaware
377.	Rockledge Insurance Company (Cayman) Ltd.	Cayman Islands
378.	Rockledge Manhattan Beach LLC	Delaware
379.	Rockledge Minnesota LLC	Delaware
380.	Rockledge NY Times Square LLC	Delaware
381.	Rockledge Potomac LLC	Delaware
382.	Rockledge Riverwalk LLC	Delaware
383.	Rockledge Square 254 LLC	Delaware
384.	S.D. Hotels LLC	Delaware
385.	Santa Clara Host Hotel Limited Partnership	Delaware
386.	Seattle Host Hotel Company LLC	Delaware
387.	SNYT LLC	Delaware
388.	South Coast Host Hotel LP	Delaware
389.	Starlex LP	Delaware
390.	Tiburon Golf Ventures Limited Partnership	Delaware
391.	Timeport, L.P.	Georgia
392.	Times Square GP LLC	Delaware
393.	Timewell Group, L.P.	Georgia
394.	W&S Realty Corporation of Delaware	Delaware
395.	Wellsford-Park Ridge HMC Hotel Limited Partnership	Delaware
396.	YBG Associates LP	Delaware

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

	<u>Company Name</u>	<u>Place of Incorporation</u>
1.	Airport Hotels LLC	Delaware
2.	Ameliatel LP	Delaware
3.	Arizona Vacation Ownership LLC	Delaware
4.	Beachfront Properties, Inc.	Virgin Islands
5.	Benjamin Franklin Hotel, Inc.	Delaware
6.	BRE/Swiss LP	Delaware
7.	Calgary Charlotte Holdings Company	Nova Scotia
8.	Calgary Charlotte Partnership	Alberta, CN
9.	CB Realty Sales, Inc.	Delaware
10.	CCES Chicago LLC	Delaware
11.	CCFH Maui LLC	Delaware
12.	CCFS Atlanta LLC	Delaware
13.	CCFS Philadelphia LLC	Delaware
14.	CCHH Atlanta LLC	Delaware
15.	CCHH Burlingame LLC	Delaware
16.	CCHH Cambridge LLC	Delaware
17.	CCHH GHDC LLC	Delaware
18.	CCHH Host Capitol Hill LLC	Delaware
19.	CCHH Maui LLC	Delaware
20.	CCHH Reston LLC	Delaware
21.	CCHP Waikiki LLC	Delaware
22.	CCHI Singer Island LLC	Delaware
23.	CCMH Atlanta Suites LLC	Delaware
24.	CCMH Chicago CY LLC	Delaware
25.	CCMH Copley LLC	Delaware
26.	CCMH Coronado LLC	Delaware
27.	CCMH Costa Mesa Suites LLC	Delaware
28.	CCMH DC LLC	Delaware
29.	CCMH Denver Tech LLC	Delaware
30.	CCMH Denver West LLC	Delaware
31.	CCMH Downers Grove Suites LLC	Delaware
32.	CCMH Dulles AP LLC	Delaware
33.	CCMH Fin Center LLC	Delaware
34.	CCMH Fisherman's Wharf LLC	Delaware
35.	CCMH Gaithersburg LLC	Delaware
36.	CCMH Houston Galleria LLC	Delaware
37.	CCMH IHP LLC	Delaware
38.	CCMH Kansas City AP LLC	Delaware
39.	CCMH Key Bridge LLC	Delaware
40.	CCMH Lenox LLC	Delaware
41.	CCMH Manhattan Beach LLC	Delaware
42.	CCMH Marina LLC	Delaware
43.	CCMH McDowell LLC	Delaware

**HOST HOTELS & RESORTS, L.P.**  
**SUBSIDIARIES—(Continued)**

	<u>Company Name</u>	<u>Place of Incorporation</u>
44.	CCMH Memphis LLC	Delaware
45.	CCMH Metro Center LLC	Delaware
46.	CCMH Minneapolis LLC	Delaware
47.	CCMH Moscone LLC	Delaware
48.	CCMH Newark LLC	Delaware
49.	CCMH Newport Beach LLC	Delaware
50.	CCMH Newport Beach Suites LLC	Delaware
51.	CCMH O'Hare AP LLC	Delaware
52.	CCMH O'Hare Suites LLC	Delaware
53.	CCMH Orlando LLC	Delaware
54.	CCMH Palm Desert LLC	Delaware
55.	CCMH Park Ridge LLC	Delaware
56.	CCMH Pentagon RI LLC	Delaware
57.	CCMH Perimeter LLC	Delaware
58.	CCMH Philadelphia AP LLC	Delaware
59.	CCMH Philadelphia Mkt. LLC	Delaware
60.	CCMH Potomac LLC	Delaware
61.	CCMH Properties II LLC	Delaware
62.	CCMH Quorum LLC	Delaware
63.	CCMH Riverwalk LLC	Delaware
64.	CCMH San Diego LLC	Delaware
65.	CCMH Santa Clara LLC	Delaware
66.	CCMH Scottsdale Suites LLC	Delaware
67.	CCMH Tampa AP LLC	Delaware
68.	CCMH Tampa Waterside LLC	Delaware
69.	CCMH Times Square LLC	Delaware
70.	CCMH Westfields LLC	Delaware
71.	CCRC Amelia Island LLC	Delaware
72.	CCRC Buckhead/Naples LLC	Delaware
73.	CCRC Dearborn LLC	Delaware
74.	CCRC Marina LLC	Delaware
75.	CCRC Naples Golf LLC	Delaware
76.	CCRC Phoenix LLC	Delaware
77.	CCRC Tysons LLC	Delaware
78.	CCSH Atlanta LLC	Delaware
79.	CCSH Chicago LLC	Delaware
80.	Chesapeake Hotel Limited Partnership	Delaware
81.	Cincinnati Plaza LLC	Delaware
82.	City Center Hotel Limited Partnership	Minnesota
83.	CLDH Meadowvale, Inc.	Ontario
84.	CLMH Airport, Inc.	Ontario
85.	CLMH Calgary, Inc.	Ontario
86.	CLMH Eaton Centre, Inc.	Ontario

**HOST HOTELS & RESORTS, L.P.**  
**SUBSIDIARIES—(Continued)**

	<u>Company Name</u>	<u>Place of Incorporation</u>
87.	DS Hotel LLC	Delaware
88.	Durbin LLC	Delaware
89.	East Side Hotel Associates, L.P.	Delaware
90.	East Camelback Residential LLC	Delaware
91.	Elcrisa S.A. de C.V.	Mexico
92.	Euro JV Manager B.V.	Netherlands
93.	Euro JV Manager LLC	Delaware
94.	Farrell's Ice Cream Parlour Restaurants LLC	Delaware
95.	GLIC, LLC	Hawaii
96.	Harbor-Cal S.D.	California
97.	Harbor-Cal S.D. Partner LLC	Delaware
98.	HHR 42 Associates, L.P.	Delaware
99.	HHR 42 Associates GP LLC	Delaware
100.	HHR 42 Associates PP LLC	Delaware
101.	HHR Assets LLC	Delaware
102.	HHR Auckland Limited	New Zealand
103.	HHR BT Rio de Janeiro Investmimentos Hoteleiros Ltda.	Brazil
104.	HHR Capital Wellington NTL Limited	New Zealand
105.	HHR Christchurch IB Limited	New Zealand
106.	HHR Christchurch NTL Limited	New Zealand
107.	HHR Conventions Pty Ltd.	Australia
108.	HHR Downtown Miami GP LLC	Delaware
109.	HHR Downtown Miami, L.P.	Delaware
110.	HHR Euro II GP B.V.	Netherlands
111.	HHR FIP I LLC	Delaware
112.	HHR FIP II LLC	Delaware
113.	HHR FIP III LLC	Delaware
114.	HHR Fourth Avenue GP LLC	Delaware
115.	HHR Fourth Avenue Limited Partnership	Delaware
116.	HHR GHDC GP LLC	Delaware
117.	HHR GHDC Limited Partnership	Delaware
118.	HHR HP Waikiki, L.P.	Delaware
119.	HHR HP Waikiki GP LLC	Delaware
120.	HHR Harbor Beach LLC	Delaware
121.	HHR Holdings Coöperatief U.A.	Netherlands
122.	HHR Holdings Pty Ltd.	Australia
123.	HHR Hotel Services Pty Ltd.	Australia
124.	HHR Investment II Coöperatief U.A.	Netherlands
125.	HHR JW Rio de Janeiro Investimentos Hoteleiros Ltda.	Brazil
126.	HHR Lauderdale Beach Limited Partnership	Delaware
127.	HHR Melbourne Hotel Pty Ltd.	Australia
128.	HHR Member II LLC	Delaware
129.	HHR Naples LLC	Delaware

**HOST HOTELS & RESORTS, L.P.**  
**SUBSIDIARIES—(Continued)**

	<u>Company Name</u>	<u>Place of Incorporation</u>
130.	HHR Naples Golf LLC	Delaware
131.	HHR Nashville LLC	Delaware
132.	HHR New Zealand Holdings Limited	New Zealand
133.	HHR Newport Beach LLC	Delaware
134.	HHR Powell Street, L.P.	Delaware
135.	HHR Powell GP LLC	Delaware
136.	HHR Queenstown Limited	New Zealand
137.	HHR Rio Holdings LLC	Delaware
138.	HHR Rocky Hill L.P.	Delaware
139.	HHR Leblon Investimentos Hoteleiros Ltda	Brazil
140.	HHR Singer Island GP LLC	Delaware
141.	HHR Singer Island Limited Partnership	Delaware
142.	HHR Union Square Ventures LLC	Delaware
143.	HHR Wellington IB Limited	New Zealand
144.	HHR WRN GP LLC	Delaware
145.	HHR WRN Limited Partnership	Delaware
146.	HMC Airport, Inc.	Delaware
147.	HMC Amelia II LLC	Delaware
148.	HMC AP Canada Company	Nova Scotia
149.	HMC AP GP LLC	Delaware
150.	HMC AP LP	Delaware
151.	HMC Burlingame Hotel LP	California
152.	HMC Burlingame LLC	Delaware
153.	HMC Cambridge LP	Delaware
154.	HMC Capital Resources LP	Delaware
155.	HMC Charlotte (Calgary) Company	Nova Scotia
156.	HMC Charlotte GP LLC	Delaware
157.	HMC Charlotte LP	Delaware
158.	HMC Chicago Lakefront LLC	Delaware
159.	HMC Chicago LLC	Delaware
160.	HMC Copley LP	Delaware
161.	HMC Desert LLC	Delaware
162.	HMC DSM LLC	Delaware
163.	HMC East Side LLC	Delaware
164.	HMC Gateway LP	Delaware
165.	HMC Grace (Calgary) Company	Nova Scotia
166.	HMC Grand LP	Delaware
167.	HMC Headhouse Funding LLC	Delaware
168.	HMC Host Restaurants LLC	Delaware
169.	HMC Hotel Development LP	Delaware
170.	HMC Hotel Properties II Limited Partnership	Delaware
171.	HMC Hotel Properties Limited Partnership	Delaware
172.	HMC HT LP	Delaware

**HOST HOTELS & RESORTS, L.P.**  
**SUBSIDIARIES—(Continued)**

	<u>Company Name</u>	<u>Place of Incorporation</u>
173.	HMC JWDC GP LLC	Delaware
174.	HMC Kea Lani LP	Delaware
175.	HMC Lenox LP	Delaware
176.	HMC Manhattan Beach LLC	Delaware
177.	HMC Maui LP	Delaware
178.	HMC McDowell LP	Delaware
179.	HMC Mexpark LLC	Delaware
180.	HMC MHP II LLC	Delaware
181.	HMC NGL LP	Delaware
182.	HMC O'Hare Suites Ground LP	Delaware
183.	HMC OLS I LLC	Delaware
184.	HMC OLS I L.P.	Delaware
185.	HMC OLS II L.P.	Delaware
186.	HMC OP BN LP	Delaware
187.	HMC Palm Desert LLC	Delaware
188.	HMC Partnership Properties LLC	Delaware
189.	HMC PLP LLC	Delaware
190.	HMC Polanco LLC	Delaware
191.	HMC Potomac LLC	Delaware
192.	HMC Properties I LLC	Delaware
193.	HMC Property Leasing LLC	Delaware
194.	HMC Reston LP	Delaware
195.	HMC Retirement Properties, L.P.	Delaware
196.	HMC Seattle LLC	Delaware
197.	HMC Suites Limited Partnership	Delaware
198.	HMC Suites LLC	Delaware
199.	HMC Times Square Hotel, L.P.	New York
200.	HMC Times Square Partner LLC	Delaware
201.	HMC Toronto Air Company	Nova Scotia
202.	HMC Toronto Airport GP LLC	Delaware
203.	HMC Toronto Airport LP	Delaware
204.	HMC Toronto EC Company	Nova Scotia
205.	HMC Toronto EC GP LLC	Delaware
206.	HMC Toronto EC LP	Delaware
207.	HMC/Interstate Manhattan Beach, L.P.	Delaware
208.	HMH General Partner Holdings LLC	Delaware
209.	HMH Marina LLC	Delaware
210.	HMH Pentagon LP	Delaware
211.	HMH Restaurants LP	Delaware
212.	HMH Rivers, L.P.	Delaware
213.	HMH Rivers LLC	Delaware
214.	HMH WTC LLC	Delaware
215.	HMT Lessee Sub (Palm Desert) LLC	Delaware

**HOST HOTELS & RESORTS, L.P.**  
**SUBSIDIARIES—(Continued)**

	<u>Company Name</u>	<u>Place of Incorporation</u>
216.	HMT Lessee Sub (SDM Hotel) LLC	Delaware
217.	HMT Lessee Sub I LLC	Delaware
218.	HMT Lessee Sub II LLC	Delaware
219.	HMT Lessee Sub III LLC	Delaware
220.	HMT Lessee Sub IV LLC	Delaware
221.	HMT SPE (Palm Desert) Corporation	Delaware
222.	Host Atlanta Perimeter Ground GP LLC	Delaware
223.	Host Atlanta Perimeter Ground LP	Delaware
224.	Host CAD Business Trust	Maryland
225.	Host California Corporation	Delaware
226.	Host Cambridge GP LLC	Delaware
227.	Host Camelback I LLC	Delaware
228.	Host Camelback II LLC	Delaware
229.	Host Camelback LLC	Delaware
230.	Host Capitol Hill LLC	Delaware
231.	Host Cincinnati Hotel LLC	Delaware
232.	Host Cincinnati II LLC	Delaware
233.	Host City Center GP LLC	Delaware
234.	Host CLP Business Trust	Maryland
235.	Host CLP LLC	Delaware
236.	Host Copley GP LLC	Delaware
237.	Host Dallas Quorum Ground GP LLC	Delaware
238.	Host Dallas Quorum Ground LP	Delaware
239.	Host Denver Hotel Company	Delaware
240.	Host Denver LLC	Delaware
241.	Host DSM Limited Partnership	Delaware
242.	Host Financing LLC	Delaware
243.	Host FJD Business Trust	Maryland
244.	Host Fourth Avenue LLC	Delaware
245.	Host GH Atlanta GP LLC	Delaware
246.	Host Grand GP LLC	Delaware
247.	Host Harbor Island Corporation	Delaware
248.	Host Holding Business Trust	Maryland
249.	Host Hotels Empreendimentos Hoteleiros Ltda.	Brazil
250.	Host Hotel Limited	United Kingdom
251.	Host Houston Airport GP LLC	Delaware
252.	Host Houston Briar Oaks, L.P.	Delaware
253.	Host Indianapolis GP LLC	Delaware
254.	Host Indianapolis Hotel Member LLC	Delaware
255.	Host Indianapolis I LP	Delaware
256.	Host Indianapolis LP	Delaware
257.	Host Kea Lani GP LLC	Delaware
258.	Host Keystone Land LLC	Delaware



**HOST HOTELS & RESORTS, L.P.**  
**SUBSIDIARIES—(Continued)**

	<u>Company Name</u>	<u>Place of Incorporation</u>
259.	Host Kierland GP LLC	Delaware
260.	Host East 86th Street Land LLC	Delaware
261.	Host Kierland LP	Delaware
262.	Host Lenox Land GP LLC	Delaware
263.	Host Los Angeles GP LLC	Delaware
264.	Host Los Angeles LP	Delaware
265.	Host Maui GP LLC	Delaware
266.	Host Maui Developer LLC	Delaware
267.	Host Maui Vacation Ownership LLC	Delaware
268.	Host McDowell GP LLC	Delaware
269.	Host Melbourne LLC	Delaware
270.	Host Minneapolis City Center Ground LLC	Delaware
271.	Host Mission Hills Hotel LP	Delaware
272.	Host Mission Hills II LLC	Delaware
273.	Host Moscone GP LLC	Delaware
274.	Host Needham Hotel LP	Delaware
275.	Host Needham II LLC	Delaware
276.	Host NY Downtown GP LLC	Delaware
277.	Host O'Hare Suites Ground GP LLC	Delaware
278.	Host of Boston, Ltd.	Massachusetts
279.	Host of Houston 1979 LP	Delaware
280.	Host of Houston LP	Delaware
281.	Host OP BN GP LLC	Delaware
282.	Host Park Ridge LLC	Delaware
283.	Host Pentagon GP LLC	Delaware
284.	Host PLN Business Trust	Maryland
285.	Host Realty Hotel LLC	Delaware
286.	Host Realty LLC	Delaware
287.	Host Realty Partnership, L.P.	Delaware
288.	Host Restaurants GP LLC	Delaware
289.	Host Reston GP LLC	Delaware
290.	Host San Diego Hotel LLC	Delaware
291.	Host San Diego LLC	Delaware
292.	Host Santa Clara GP LLC	Delaware
293.	Host SH Boston Corporation	Delaware
294.	Host South Coast GP LLC	Delaware
295.	Host Swiss GP LLC	Delaware
296.	Host Tampa GP LLC	Delaware
297.	Host Times Square GP LLC	Delaware
298.	Host Times Square LP	Delaware
299.	Host UK Business Trust	Maryland
300.	Host Waltham Hotel LP	Delaware
301.	Host Waltham II LLC	Delaware

**HOST HOTELS & RESORTS, L.P.**  
**SUBSIDIARIES—(Continued)**

	<u>Company Name</u>	<u>Place of Incorporation</u>
302.	Host WNY GP LLC	Delaware
303.	Hotelera Host San Cristobal Limitada	Chile
304.	Hotels Union Square LLC	Delaware
305.	Houston Airport Hotel Owner Limited Partnership	Delaware
306.	HST Asia/Australia Asset Manager LLC	Delaware
307.	HST Asia/Australia LLC	Delaware
308.	HST Downtown Miami LLC	Delaware
309.	HST Euro II LP B.V.	Netherlands
310.	HST EBT Euro Holdings B.V.	Netherlands
311.	HST Electric Vans LLC	Delaware
312.	HST GP LAX LLC	Delaware
313.	HST GP Mission Hills LLC	Delaware
314.	HST GP San Diego LLC	Delaware
315.	HST GP South Coast LLC	Delaware
316.	HST GP SR Houston LP	Delaware
317.	HST Grand Central LLC	Delaware
318.	HST Houston AP LLC	Delaware
319.	HST I LLC	Delaware
320.	HST II LLC	Delaware
321.	HST III LLC	Delaware
322.	HST Kierland LLC	Delaware
323.	HST Lessee Boston LLC	Delaware
324.	HST Lessee Cincinnati LLC	Delaware
325.	HST Lessee CMBS LLC	Delaware
326.	HST Lessee Denver LLC	Delaware
327.	HST Lessee Indianapolis LLC	Delaware
328.	HST Lessee Keystone LLC	Delaware
329.	HST Lessee LAX LP	Delaware
330.	HST Lessee Mission Hills LP	Delaware
331.	HST Lessee Needham LLC	Delaware
332.	HST Lessee San Diego LP	Delaware
333.	HST Lessee SNYT LLC	Delaware
334.	HST Lessee South Coast LP	Delaware
335.	HST Lessee SR Houston LLC	Delaware
336.	HST Lessee Waltham LLC	Delaware
337.	HST Lessee West Seattle LLC	Delaware
338.	HST Lessee WNY LLC	Delaware
339.	HST Lessee WSeattle LLC	Delaware
340.	HST LP Euro B.V.	Netherlands
341.	HST LT LLC	Delaware
342.	HST RHP LLC	Delaware
343.	HST Powell LLC	Delaware
344.	HST San Diego HH Lessee GP LLC	Delaware

**HOST HOTELS & RESORTS, L.P.**  
**SUBSIDIARIES—(Continued)**

	<u>Company Name</u>	<u>Place of Incorporation</u>
345.	HST San Diego HH LP	Delaware
346.	HST Union Square LLC	Delaware
347.	HST WRN LLC	Delaware
348.	HST Sub-Owner LLC	Delaware
349.	IHP Holdings Partnership LP	Pennsylvania
350.	Inversiones y Hotelera Host San Cristobal Limitada	Chile
351.	JWDC Limited Partnership	Delaware
352.	JWDC LP Holdings Limited Partnership	Delaware
353.	Lauderdale Beach Association	Florida
354.	Manchester Grand Resorts, Inc.	California
355.	Manchester Grand Resorts, L.P.	California
356.	Marriott Mexico City Partnership, G.P.	Delaware
357.	MFI Liquidating Agent LLC	Delaware
358.	MDSM Finance LLC	Delaware
359.	Mutual Benefit Chicago Suite Hotel Partners, L.P.	Delaware
360.	Pacific Gateway, Ltd.	California
361.	Host Hotels & Resorts Asia Pacific Private Limited	Singapore
362.	Philadelphia Airport Hotel Limited Partnership	Pennsylvania
363.	Philadelphia Airport Hotel LLC	Delaware
364.	PM Financial LLC	Delaware
365.	PM Financial LP	Delaware
366.	Phoenician Operating LLC	Delaware
367.	Polserv S.A. de C.V.	Mexico
368.	Potomac Hotel Limited Partnership	Delaware
369.	RHP Foreign Lessee LLC	Delaware
370.	Rockledge HMC BN LLC	Delaware
371.	Rockledge HMT LLC	Delaware
372.	Rockledge Hotel LLC	Delaware
373.	Rockledge Hotel Properties, Inc.	Delaware
374.	Rockledge Insurance Company (Cayman) Ltd.	Cayman Islands
375.	Rockledge Manhattan Beach LLC	Delaware
376.	Rockledge Minnesota LLC	Delaware
377.	Rockledge NY Times Square LLC	Delaware
378.	Rockledge Potomac LLC	Delaware
379.	Rockledge Riverwalk LLC	Delaware
380.	Rockledge Square 254 LLC	Delaware
381.	S.D. Hotels LLC	Delaware
382.	Santa Clara Host Hotel Limited Partnership	Delaware
383.	Seattle Host Hotel Company LLC	Delaware
384.	SNYT LLC	Delaware
385.	South Coast Host Hotel LP	Delaware
386.	Starlex LP	Delaware
387.	Tiburon Golf Ventures Limited Partnership	Delaware

**HOST HOTELS & RESORTS, L.P.**  
**SUBSIDIARIES—(Continued)**

	<u>Company Name</u>	<u>Place of Incorporation</u>
388.	Timeport, L.P.	Georgia
389.	Times Square GP LLC	Delaware
390.	Timewell Group, L.P.	Georgia
391.	W&S Realty Corporation of Delaware	Delaware
392.	Wellsford-Park Ridge HMC Hotel Limited Partnership	Delaware
393.	YBG Associates LP	Delaware

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Host Hotels & Resorts, Inc., and  
Host Hotels & Resorts, L.P.:

We consent to the incorporation by reference in the registration statement (No. 333-188059) on Form S-3 and (Nos. 333-75055, 333-28683, 333-75057, 333-75059, 333-161488, 033-66622, and 333-171607) on Form S-8 of Host Hotels & Resorts, Inc. and registration statement (No. 333-203127) on Form S-3 of Host Hotels & Resorts, L.P. of (i) our reports dated February 22, 2016, with respect to the consolidated balance sheets of Host Hotels & Resorts, Inc. and subsidiaries as of December 31, 2015 and 2014, and the related consolidated statements of operations, comprehensive income (loss), equity, and cash flows for each of the years in the three-year period ended December 31, 2015, and all related financial statement schedules, and the effectiveness of internal control over financial reporting as of December 31, 2015, and (ii) our report dated February 22, 2016, with respect to the consolidated balance sheets of Host Hotels & Resorts, L.P. and subsidiaries as of December 31, 2015 and 2014, and the related consolidated statements of operations, comprehensive income (loss), capital, and cash flows for each of the years in the three-year period ended December 31, 2015, and all related financial statement schedules as of December 31, 2015, which reports appear in the December 31, 2015 annual report on Form 10-K of Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P.

Our reports with respect to the consolidated financial statements of Host Hotels & Resorts, Inc. and the consolidated financial statements of Host Hotels & Resorts, L.P. dated February 22, 2016, contain an explanatory paragraph that states the Company has changed its method of reporting discontinued operations as of January 1, 2014.

/s/ KPMG LLP

McLean, Virginia  
February 22, 2016

**Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, W. Edward Walter, certify that:

1. I have reviewed this annual report on Form 10-K of Host Hotels & Resorts, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: February 22, 2016

/s/ W. EDWARD WALTER

**W. Edward Walter**  
*President, Chief Executive Officer*

**Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Gregory J. Larson, certify that:

1. I have reviewed this annual report on Form 10-K of Host Hotels & Resorts, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: February 22, 2016

/s/ GREGORY J. LARSON

**Gregory J. Larson**

***Executive Vice President, Chief Financial Officer***

**Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, W. Edward Walter, certify that:

1. I have reviewed this annual report on Form 10-K of Host Hotels & Resorts, L.P.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: February 22, 2016

/s/ W. EDWARD WALTER

**W. Edward Walter**

*President, Chief Executive Officer of  
Host Hotels & Resorts, Inc.,  
general partner of Host Hotels & Resorts, L.P.*



**Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Gregory J. Larson, certify that:

1. I have reviewed this annual report on Form 10-K of Host Hotels & Resorts, L.P.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: February 22, 2016

/s/ GREGORY J. LARSON

**Gregory J. Larson**

***Executive Vice President, Chief Financial Officer of  
Host Hotels & Resorts, Inc.,  
general partner of Host Hotels & Resorts, L.P.***

**Section 906 Certification**

Certification of Chief Executive Officer and Chief Financial Officer Pursuant to

18 U.S.C. § 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to 18 U.S.C. § 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officers of Host Hotels & Resorts, Inc. (the “Company”) hereby certify, to such officers’ knowledge, that:

(i) the accompanying Annual Report on Form 10-K of the Company for the year ended December 31, 2015 (the “Report”) fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended;

and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 22, 2016

\_\_\_\_\_  
/s/ W. EDWARD WALTER

**W. Edward Walter**  
*Chief Executive Officer*

\_\_\_\_\_  
/s/ GREGORY J. LARSON

**Gregory J. Larson**  
*Chief Financial Officer*

**Section 906 Certification**

Certification of Chief Executive Officer and Chief Financial Officer Pursuant to

18 U.S.C. § 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to 18 U.S.C. § 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officers of Host Hotels & Resorts, Inc., the general partner of Host Hotels & Resorts, L.P., (the “Company”) hereby certify, to such officers’ knowledge, that:

(i) the accompanying Annual Report on Form 10-K of the Company for the year ended December 31, 2015 (the “Report”) fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended;

and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 22, 2016

/s/ W. EDWARD WALTER

**W. Edward Walter**

*Chief Executive Officer of Host Hotels & Resorts, Inc.,  
general partner of Host Hotels & Resorts, L.P.*

/s/ GREGORY J. LARSON

**Gregory J. Larson**

*Chief Financial Officer of Host Hotels & Resorts, Inc.,  
general partner of Host Hotels & Resorts, L.P.*