

HOST HOTELS & RESORTS, INC.
Form 424B7
August 25, 2010

Filed pursuant to Rule 424(b)(7)
Registration No. 333-144195

Prospectus Supplement to

Prospectus dated June 29, 2007

HOST HOTELS & RESORTS, INC.

16,831,794 Shares of Common Stock

This prospectus supplement supplements the prospectus dated June 29, 2007 relating to the resale by selling stockholders of shares of our common stock that may be issuable upon exchange of the 2.625% Exchangeable Senior Debentures due 2027 (which we refer to as the 2007 debentures) of our operating partnership, Host Hotels & Resorts, L.P. This prospectus supplement also relates to an indeterminate number of additional shares of our common stock that may be issued from time to time upon exchange of the 2007 debentures as a result of exchange rate adjustments under the terms of the debentures.

You should read this prospectus supplement in conjunction with the prospectus. This prospectus supplement is not complete without, and may not be delivered or used except in conjunction with, the prospectus, including any amendments or supplements to it. This prospectus supplement is qualified by reference to the prospectus, except to the extent that the information provided by this prospectus supplement supersedes information contained in the prospectus.

No securities are being offered or sold by us pursuant to this prospectus supplement. We will not receive any of the proceeds from the sale of these shares by the selling stockholders.

Our common stock is traded on the New York Stock Exchange under the symbol HST . On August 24, 2010, the last reported sale price of our common stock was \$13.10 per share.

Our principal executive offices are located at 6903 Rockledge Drive, Suite 1500, Bethesda, Maryland, 20817. Our phone number is (240) 744-1000.

Investing in the offered securities involves risks. See Risk Factors beginning on page 1 of the prospectus dated June 29, 2007.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the offered securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is August 25, 2010.

The section entitled "Selling Stockholders" in the prospectus is superseded in its entirety by the following:

SELLING STOCKHOLDERS

The 2007 debentures were originally issued by Host L.P., our operating partnership, and sold by the initial purchasers of the 2007 debentures in transactions exempt from the registration requirements of the Securities Act to persons reasonably believed by the initial purchasers to be qualified institutional buyers as defined by Rule 144A under the Securities Act. Currently there is outstanding \$525,601,000 aggregate principal amount of the 2007 debentures. Under certain circumstances, we may issue shares of our common stock upon the exchange of the 2007 debentures. In such circumstances, the recipients of shares of our common stock, whom we refer to as the selling stockholders, may use this prospectus and any accompanying prospectus supplement to resell from time to time the shares of our common stock that we may issue to them upon the exchange of the 2007 debentures. Information about selling stockholders is set forth in this prospectus, and information about additional selling stockholders may be set forth in a prospectus supplement, in a post effective amendment, or in filings we make with the SEC under the Exchange Act that are incorporated by reference in this prospectus.

The following table sets forth information, as of August 19, 2010, with respect to the selling stockholders and the maximum number of shares of our common stock that we expect could become beneficially owned by each selling stockholder should we issue shares of our common stock to such selling stockholder that may be offered pursuant to this prospectus upon the exchange of the 2007 debentures. The information is based on information provided by or on behalf of the selling stockholders. Solely for purposes of determining the number of shares covered by this registration statement, the number of shares of our common stock issuable upon the exchange of the 2007 debentures shown in the table below is based upon the exchange of the full principal amount of 2007 debentures held by each selling stockholder at the current exchange rate of 32.0239 shares of our common stock per \$1,000 principal amount of 2007 debentures. However, due to the exchange settlement provisions of the 2007 debentures, the greatest number of shares of our common stock that we may actually issue upon any exchanges of 2007 debentures is a number of shares having an aggregate value equal to the difference between the aggregate exchange value and the aggregate principal amount of 2007 debentures exchanged. In other words, shares issuable upon exchange of the debentures can only have a value equal to the net amount (as defined in the debentures) and not the principal amount. The return of the principal amount in shares was assumed solely for purposes of determining the shares registered under this registration statement. The exchange rate on the 2007 debentures is subject to adjustment in certain events. Accordingly, the number of shares of our common stock issuable upon the exchange of the 2007 debentures may increase or decrease from time to time. The percent of shares of common stock beneficially owned following the exchange is based on 662,784,044 shares of common stock outstanding as of August 13, 2010.

Unless otherwise indicated in the footnotes below, we believe that the persons and entities named in the table have sole voting and investment power with respect to all shares beneficially owned. Because the selling stockholders may offer, pursuant to this prospectus, all or some portion of the common stock listed below, no estimate can be given as to the amount of common stock that will be held by the selling stockholder upon consummation of any sales. In addition, the selling stockholders listed in the table may have sold, transferred or otherwise disposed of, in transactions exempt from registration requirements of the Securities Act, some or all of their 2007 debentures since the date as of which such information was provided to us.

Unless otherwise set forth below, no selling stockholder has had any material relationship with us or any of our affiliates within the past three years, other than as a stockholder.

Information about the selling stockholders may change over time. Any changed information given to us by the selling stockholders will be set forth in prospectus supplements or amendments to this prospectus if and when necessary.

Selling Securityholder

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| | Total # of shares beneficially owned (1) | Number of Shares being Offered for Resale (2),(3) | Percentage of Common Stock Outstanding (4) |
|---|--|--|---|
| Absolute Strategies Fund, Forum Funds Trust | 3,202 | 3,202 | * |
| Accident Fund Insurance Company of America | 12,169 | 12,169 | * |
| Admiral Flagship Master Fund, LTD | 160,120 | 160,120 | * |
| Advent Claymore Global Convertible Securities and Income Fund | 120,154 | 120,154 | * |
| Advent Convertible Arbitrage Master | 282,867 | 282,867 | * |
| Advent Enhanced Phoenix | 224,167 | 224,167 | * |
| Agamas Continuum Masterfund, Ltd. | 176,131 | 176,131 | * |
| AK Steel Master Pension Trust | 13,290 | 13,290 | * |
| Alabama Children's Hospital Foundation | 5,124 | 5,124 | * |
| Alcon Laboratories | 9,287 | 9,287 | * |
| Alexandra Global Master Fund Ltd. | 160,120 | 160,120 | * |
| Amerisure Mutual Insurance Company | 1,121 | 1,121 | * |
| Amphenol Corporation Master Retirement Trust | 2,082 | 2,082 | * |
| Anne Arundel County | 5,764 | 5,764 | * |
| Arlington County Employees' Retirement System | 9,543 | 9,543 | * |
| Ascension Health, Health System Depository | 14,091 | 14,091 | * |
| Ascension Health, Master Pension Trust | 7,526 | 7,526 | * |
| Attorney's Title Insurance Fund | 3,683 | 3,683 | * |
| Automotive Industries Pension Trust Fund | 4,804 | 4,804 | * |
| AVK (Advent Claymore) Fund | 224,327 | 224,327 | * |
| Basso Fund Ltd. | 4,483 | 4,483 | * |
| Basso Holdings Ltd | 59,084 | 59,084 | * |
| Basso Multi-Strategy Holding Fund Ltd. | 13,290 | 13,290 | * |
| BCBSM Pension Plan | 43,232 | 43,232 | * |
| Black Diamond Convertible Offshore LDC | 32,024 | 32,024 | * |
| Black Diamond Offshore Ltd. | 14,091 | 14,091 | * |
| Blue Cross Blue Shield Natl Emp Ben Committee | 10,088 | 10,088 | * |
| Blue Cross Blue Shield of Michigan | 15,371 | 15,371 | * |
| BMO Nesbitt Burns Inc. | 80,060 | 80,060 | * |
| Boilermakers' Blacksmith Pension Trust | 39,069 | 39,069 | * |
| British Virgin Islands Social Security Board | 3,074 | 3,074 | * |
| Bunting Family III, LLC - capital Appreciation Convertibles | 3,202 | 3,202 | * |
| California Healthcare Foundation | 10,536 | 10,536 | * |
| Campbell Soup Company | 18,094 | 18,094 | * |
| Canyon Capital Arbitrage Master Fund, Ltd. | 1,354,451 | 1,354,451 | * |
| Canyon Value Realization Fund, L.P. | 512,382 | 512,382 | * |
| Canyon Value Realization MAC 18 Ltd. | 95,912 | 95,912 | * |
| CAS - HY (IFS - DTC 355) | 44,833 | 44,833 | * |
| CC Arbitrage, Ltd. | 160,120 | 160,120 | * |
| Central Pension Fund - Int'l Union of Operating Engineers | 127,295 | 127,295 | * |
| CGCM High Yield Investments - Penn Capital Management | 6,405 | 6,405 | * |
| Children's Medical Center | 9,447 | 9,447 | * |
| Citigroup Global Markets Inc. | 24,114 | 24,114 | * |
| Colcom Foundation | 2,402 | 2,402 | * |
| Columbia Convertible Securities Fund | 128,096 | 128,096 | * |
| Commissioners of the Land Office | 52,839 | 52,839 | * |
| Construction Industry and Laborers Pension Fund | 3,523 | 3,523 | * |
| CQS Convertible and Quantitative Strategies Master Fund Limited | 160,120 | 160,120 | * |
| Credit Suisse Europe Ltd. | 256,191 | 256,191 | * |
| Credit Suisse Securities LLC (USA) | 163,962 | 163,962 | * |
| Dallas Police and Fire Pension System | 32,184 | 32,184 | * |
| Dartmouth-Hitchcock Pension Group Trust | 2,562 | 2,562 | * |
| DBAG London | 1,969,470 | 1,969,470 | * |
| Denver Area Meat Cutters and Employers | 1,601 | 1,601 | * |
| Deutsche Bank Sec. Inc. | 206,554 | 206,554 | * |
| Deutsche Postbank AG - Securities | 12,810 | 12,810 | * |
| Double Black Diamond Offshore LDC | 114,005 | 114,005 | * |

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| | | | |
|---|---------|---------|---|
| Dunham High Yield Mutual Fund | 6,565 | 6,565 | * |
| ELCA Social Purpose High Yield | 3,202 | 3,202 | * |
| ELCA Unscreened High Yield | 22,417 | 22,417 | * |
| Five Sticks, LP | 3,202 | 3,202 | * |
| Florida Power & Light | 40,030 | 40,030 | * |
| Fore Convertible Master Fund, Ltd. | 1,473 | 1,473 | * |
| Fore ERISA Fund Ltd. | 128 | 128 | * |
| FPL Group Employees Pension Plan | 19,054 | 19,054 | * |
| GCOF HY (IFS DTC 355) | 14,411 | 14,411 | * |
| General Motors Co. Trust (GMIMCO) | 24,626 | 24,626 | * |
| Georgetown University | 7,173 | 7,173 | * |
| Gettysburg College | 320 | 320 | * |
| Governing Board Employees Benefit Plan of the City of Detroit | 512 | 512 | * |
| Grady Hospital | 2,562 | 2,562 | * |
| Halliburton High Yield | 17,293 | 17,293 | * |
| Healthcare Georgia Foundation | 2,466 | 2,466 | * |
| HFR CA Opportunity Master Trust | 9,575 | 9,575 | * |
| HFR RV Performance Master Trust | 41,372 | 25,619 | * |
| Highbridge Convertible Arbitrage Master Fund LP | 48,036 | 48,036 | * |
| Highbridge International LLC | 352,263 | 352,263 | * |
| Houston Firefighters Relief and Retirement Fund B | 60,525 | 60,525 | * |
| Houston Municipal Employees Pension System | 20,495 | 20,495 | * |
| IAM National Pension Fund High Yield | 13,610 | 13,610 | * |
| IBM Personal Pension Plan Trust | 19,214 | 19,214 | * |
| Illinois State Board of Investment | 46,275 | 46,275 | * |
| Independence Blue Cross | 14,026 | 14,026 | * |
| Indiana Area UFCW Local 700 Pension Plan | 1,121 | 1,121 | * |
| Indianapolis Power and Light Company | 2,082 | 2,082 | * |
| ING Investors Trust ING T. Rowe Price Capital Appreciation Portfolio | 495,186 | 495,186 | * |
| Institutional Benchmark Series (Master Feeder) Ltd. | 30,038 | 30,038 | * |
| Intl. Truck & Engine Corp. Non-Contributory Retirement Plan Trust | 26,420 | 26,420 | * |
| Intl. Truck & Engine Corp. Retirement Plan for Salaried Employees Trust | 13,610 | 13,610 | * |
| Japan Trustee Services Bank, Ltd A/C 46673-6037 | 5,124 | 5,124 | * |
| John Hancock Funds II Spectrum Income High Yield | 15,211 | 15,211 | * |
| John Hancock Trust Capital Appreciation Value Trust | 66,482 | 66,482 | * |
| John Hancock Trust Spectrum Income High Yield | 18,414 | 18,414 | * |
| Kayne Anderson Capital Income Fund Ltd | 51,238 | 51,238 | * |
| Kayne Anderson Capital Income Partners (QP), LP | 166,524 | 166,524 | * |
| Kayne Anderson Income Partners, LP | 18,873 | 12,810 | * |
| KBR Employee Benefit Master Trust High Yield | 8,486 | 8,486 | * |
| KeySpan Foundation | 2,562 | 2,562 | * |
| KeySpan Insurance Company | 6,565 | 6,565 | * |
| Knollwood Investment Partnership Capital Appreciation Conv. | 3,395 | 3,395 | * |
| Kodak Retirement Income Plan Committee HY | 4,643 | 4,643 | * |
| Lehigh University | 2,722 | 2,722 | * |
| Loomis Sayles MultiSector Full Discretion Trust | 39,389 | 39,389 | * |
| Lord Abbett Investment Trust LA Convertible Fund | 162,201 | 162,201 | * |
| Los Angeles County | 5,604 | 5,604 | * |
| Louisiana CCRF | 16,973 | 16,973 | * |
| LS Bond Fund | 849,594 | 849,594 | * |
| LS Fixed Income Fund | 45,794 | 45,794 | * |
| LS High Income Opportunities Fund | 12,970 | 12,970 | * |
| LS Institutional High Income Fund | 29,462 | 29,462 | * |
| LS Strategic Income Fund | 624,882 | 624,882 | * |
| Lucent Technologies, Inc. Master Pension Trust | 22,417 | 22,417 | * |
| Lyxor/Advent Convertible Arbitrage Fund Ltd. | 4,900 | 4,900 | * |
| Lyxor/Canyon Capital Arbitrage Fund Ltd. | 589,880 | 589,880 | * |
| Lyxor/Canyon Value Realization Fund, Ltd. | 133,380 | 133,380 | * |
| Lyxor/Master Trust Fund | 5,060 | 5,060 | * |
| Magnetar Capital Master Fund, Ltd. | 480,359 | 480,359 | * |
| Maritime Association I.L.A. Pension Fund | 3,363 | 3,363 | * |

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|--|-----------|-----------|---|
| Massachusetts Global, Ltd. | 1,121 | 1,121 | * |
| Maxim Loomis Sayles Bond Portfolio | 29,942 | 29,942 | * |
| Mellon Bank NA Employee Benefit Fund | 25,619 | 25,619 | * |
| Meriter Health Services, Inc. | 1,121 | 1,121 | * |
| Metropolitan St. Louis Sewer District | 801 | 801 | * |
| Michigan Education Financial Service Retirement Plan | 1,601 | 1,601 | * |
| Michigan Laborers Pension Fund | 5,284 | 5,284 | * |
| Milwaukee County Employees Retirement System B | 25,939 | 25,939 | * |
| Minnesota Laborers Health and Welfare Fund | 2,562 | 2,562 | * |
| Minnesota Laborers Pension Fund | 10,088 | 10,088 | * |
| Mohican VCA Master Fund, Ltd. | 32,024 | 32,024 | * |
| Montgomery County Employees Retirement System | 16,492 | 16,492 | * |
| National Fuel & Gas Company Retirement Plan | 20,015 | 20,015 | * |
| Natixis Loomis Sayles Institutional High Income Fund | 40,190 | 40,190 | * |
| Nebraska Investment Council Endowment Plan | 2,242 | 2,242 | * |
| Nebraska Investment Council Retirement Plan | 15,211 | 15,211 | * |
| New Jersey Carpenters Pension Fund | 7,526 | 7,526 | * |
| New York City Board of Educational Retirement System | 17,933 | 17,933 | * |
| New York City Employees Retirement System | 37,276 | 37,276 | * |
| New York City Employees Retirement System | 55,241 | 55,241 | * |
| New York City Fire Department Pension Fund | 9,767 | 9,767 | * |
| New York City Fire Dept Pension Fund, Sub-Chapter 2 | 14,411 | 14,411 | * |
| New York City Police Department Pension Fund | 50,438 | 50,438 | * |
| New York City Police Officers VSF | 7,526 | 7,526 | * |
| New York City Police Pension Fund | 20,079 | 20,079 | * |
| New York City Police Pension Fund, Sub-Chapter 2 | 29,622 | 29,622 | * |
| New York City Police Superior Officers VSF | 7,526 | 7,526 | * |
| New York City Teachers Retirement System | 26,099 | 26,099 | * |
| North Dakota State Investment Board | 17,133 | 17,133 | * |
| NYC Employees Retirement System | 74,616 | 74,616 | * |
| NYC Fire Department Pension Fund | 19,503 | 19,503 | * |
| NYC Police Pension Fund | 40,190 | 40,190 | * |
| NYC Teachers Retirement System | 51,687 | 51,687 | * |
| NYC Teacher s Variable Annuity Fund | 57,643 | 57,643 | * |
| Occidental Life Insurance Co. | 32,024 | 32,024 | * |
| Occidental Petroleum | 6,181 | 6,181 | * |
| Ohio Police and Fire Pension Fund | 18,574 | 18,574 | * |
| Old Lane Cayman Master Fund LP | 1,087,404 | 1,087,404 | * |
| Old Lane GMA Master Fund LP | 170,880 | 170,880 | * |
| Old Lane HMA Master Fund LP | 345,602 | 345,602 | * |
| Old Lane U.S. Master Fund LP | 870,538 | 870,538 | * |
| Olin Pension Plan Master Retirement Trust | 9,767 | 9,767 | * |
| Orange County Employees Retirement System | 70,933 | 70,933 | * |
| OZ Special Funding (OZM D) LP | 80,060 | 80,060 | * |
| Papaver Inc | 2,402 | 2,402 | * |
| Partners HealthCare High Yield | 2,882 | 2,882 | * |
| Partners HealthCare System Inc Pension Fund High Yield | 5,444 | 5,444 | * |
| Partners HealthCare System Inc Pooled Invest Acct LT | 4,483 | 4,483 | * |
| Penn Series High Yield Bond Fund | 6,405 | 6,405 | * |
| Penn Series Flexibly Managed Fund | 165,019 | 165,019 | * |
| Pension, Hospitalization Benefit Plan | 24,018 | 24,018 | * |
| PensionDanmark Invest Global High Yield | 10,408 | 10,408 | * |
| PFA Invest Global High Yield | 36,827 | 36,827 | * |
| Philadelphia Board of Pensions Convertible | 25,619 | 25,619 | * |
| PIMCO Convertible Fund | 19,214 | 19,214 | * |
| PIMCO GIS High Yield Bond Fund | 8,807 | 8,807 | * |
| PIMCO Global High Yield Strategy Fund | 60,845 | 60,845 | * |
| PIMCO High Yield Fund | 50,438 | 50,438 | * |
| Platinum Grove Contingent Capital Master Fund | 720,538 | 720,538 | * |
| Police & Fire Retirement System of the City of Detroit | 10,344 | 10,344 | * |
| Pollux Global, Ltd. | 1,281 | 1,281 | * |
| Polygon Global Opportunities Master Fund | 160,120 | 160,120 | * |

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| Premera Blue Cross | 1,761 | 1,761 | * |
| Priests of the Sacred Heart | 160 | 160 | * |
| Prince Georges County Maryland | 4,323 | 4,323 | * |
| Pro-Mutual | 16,877 | 16,877 | * |
| PVIT High Yield Portfolio | 3,202 | 3,202 | * |
| Raytheon Phoenix | 19,759 | 19,759 | * |
| Red Brick Capital Fat Tail Fund | 480,359 | 480,359 | * |
| Red Brick Capital Master Fund, LTD | 1,232,920 | 1,232,920 | * |
| Red River HYPi, LP | 73,655 | 73,655 | * |
| Retirement Board of Allegheny County | 1,761 | 1,761 | * |
| Retirement Plan For Employees of ONEOK, Inc. and Subsidiaries Penn Capital Mgmt. | 5,764 | 5,764 | * |
| Rocky Mountain UFCW | 5,124 | 5,124 | * |
| Royal Bank of Canada | 256,191 | 256,191 | * |
| S.A.C. Arbitrage Fund, LLC | 32,024 | 32,024 | * |
| Sage Capital Management, LLC | 41,631 | 41,631 | * |
| Sailfish Multi Strategy Fixed Income Master Fund (G2) Ltd. | 1,120,837 | 1,120,837 | * |
| San Francisco City & County ERS | 26,452 | 26,452 | * |
| Seattle City Employees Retirement System | 3,042 | 3,042 | * |
| Sheet Metal Workers National Pension Fund | 4,483 | 4,483 | * |
| Sheet Metal Workers Pension FD | 4,483 | 4,483 | * |
| Siemens Sayinos Plan | 19,855 | 19,855 | * |
| Silvercreek II Limited | 80,060 | 80,060 | * |
| Silvercreek Limited Partnership | 192,143 | 192,143 | * |
| Singapore Labour Foundation | 801 | 801 | * |
| Sisters of Charity of the Blessed Virgin Mary | 801 | 801 | * |
| Sony Pension Fund | 7,205 | 7,205 | * |
| Stationary Engineers Local 39 | 2,562 | 2,562 | * |
| Stonebridge Life Insurance | 32,024 | 32,024 | * |
| Swiss Re Financial Products Corporation | 105,672 | 96,072 | * |
| T. Rowe Price Capital Appreciation Fund | 1,368,157 | 1,368,157 | * |
| T. Rowe Price Capital Appreciation Trust | 11,593 | 11,593 | * |
| T. Rowe Price Fixed Income Trust High Yield | 1,601 | 1,601 | * |
| T. Rowe Price Funds SICAV Global High Yield Bond Fund | 76,057 | 76,057 | * |
| T. Rowe Price High Yield Fund, Inc. | 486,763 | 486,763 | * |
| T. Rowe Price Institutional High Yield Fund | 70,869 | 70,869 | * |
| T. Rowe Price Strategic Income Fund | 4,579 | 4,579 | * |
| Teachers Retirement System for the City of New York | 38,429 | 38,429 | * |
| Teachers Retirement System of the City of New York | 36,827 | 36,827 | * |
| Teledyne Technologies Incorporated Pension Plan | 1,441 | 1,441 | * |
| The Advent Convertible Master Fund LP | 252,861 | 252,861 | * |
| The Canyon Value Realization Fund (Cayman), Ltd. | 1,316,983 | 1,316,983 | * |
| The Children's Hospital Corporation Pension Plan | 1,601 | 1,601 | * |
| The City University of New York | 2,658 | 2,658 | * |
| The Detroit Medical Center Consolidated Pension Plan | 961 | 961 | * |
| The Doctors Company Insurance Group | 31,223 | 31,223 | * |
| The Global Convertible Opportunities Fund Limited | 96,072 | 96,072 | * |
| The J.A. and Kathryn Albertson Foundation, Inc. | 1,441 | 1,441 | * |
| The Local Government Pensions Institution | 79,579 | 79,579 | * |
| The New America High Income Fund | 2,402 | 2,402 | * |
| The Police & Fire Retirement System | 3,523 | 3,523 | * |
| The Public Institution for Social Security | 95,271 | 95,271 | * |
| The Van Andel Fund, Inc. | 640 | 640 | * |
| Total Pine Elf Finance USA, Inc. | 11,208 | 11,208 | * |
| Transamerica Life Insurance and Annuity Corp. | 128,096 | 128,096 | * |
| TRP Invest Global High Yield | 30,423 | 30,423 | * |
| Trustmark | 6,629 | 6,629 | * |
| U.S. Province of the Priests | 640 | 640 | * |
| U.S. Retirement Trust | 28,021 | 28,021 | * |
| UBS Securities LLC | 185,739 | 185,739 | * |
| United Mine Workers of America Health and Retirement Funds | 49,477 | 49,477 | * |
| US Bank FBO Essential Health Systems | 12,489 | 12,489 | * |

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|---|---------|------------|---|
| VA Capital, LLC | 801 | 801 | * |
| Value Line Convertible Fund, Inc. | 3,202 | 3,202 | * |
| Vermont Mutual Insurance Company | 4,804 | 4,804 | * |
| Vicis Capital Master Fund | 192,143 | 192,143 | * |
| Wachovia Capital Markets LLC | 64,048 | 64,048 | * |
| Watch Tower Bible and Tract Society of Pennsylvania | 4,483 | 4,483 | * |
| Wege Charitable Remainder Trust | 1,121 | 1,121 | * |
| Wells Fargo | 640,478 | 640,478 | * |
| Woodlawn Cemetery | 640 | 640 | * |
| Unnamed stockholders or any future transferees, pledgees, donees or successors of or from any such unnamed stockholders (5) | | | * |
| | | | |
| Total (3) | | 25,854,304 | |

We have ongoing relationships with certain of these selling stockholders or their affiliates including through their participation as lenders under our amended and restated credit facility; their provision of commercial banking services, including mortgage loans and the provision of cash management services; their participation with us in interest swap agreements and other hedging instruments; or through their acting as underwriters for issuances of our senior notes and equity securities.

* Less than one percent of the common stock outstanding, as applicable.

- (1) Includes shares of common stock issuable upon the exchange of debentures assuming an exchange rate of 32.0239 common shares for each \$1,000 principal amount of debentures and a cash payment in lieu of any fractional shares. The exchange rate is subject to adjustment pursuant to the terms of the debentures.
- (2) Assumes the selling stockholder sells all of the common stock being offered by this prospectus.
- (3) Amounts are in excess of the total amount registered due to sales or transfers of debentures or common stock by selling stockholders since the date as of which information was provided to us.
- (4) Calculated based on Rule 13d-3(d)(i) under the Securities Exchange Act of 1934, as amended, using 662,784,044 shares outstanding on August 13, 2010. In calculating this amount, we treated as outstanding the number of shares of common stock issuable upon exchange of the holder's debentures. However, we did not assume exchange of any of other holder's debentures.
- (5) We will identify additional selling stockholders, if any, by prospectus supplement or post-effective amendment before they offer or sell their securities.