

HOST HOTELS & RESORTS, INC.

Form 10-Q

July 31, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended June 30, 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.) 53-008595

Delaware (Host Hotels & Resorts, L.P.) 52-2095412

(State or Other Jurisdiction of (I.R.S. Employer

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Incorporation or Organization)	Identification No.)
6903 Rockledge Drive, Suite 1500	20817
Bethesda, Maryland	(Zip Code)

(Address of Principal Executive Offices)

(240) 744-1000

(Registrant's telephone number, including area code)

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

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

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

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.

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

As of July 30, 2015 there were 751,122,824 shares of Host Hotels & Resorts, Inc.'s common stock, \$.01 par value per share, outstanding.

EXPLANATORY NOTE

This report combines the quarterly reports on Form 10-Q of Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Unless stated otherwise or the context requires otherwise, 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, in cases where it is important to distinguish between Host Inc. and Host L.P. 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.

Host Inc. operates as a self-managed and self-administered real estate investment trust (“REIT”). 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”). The remaining OP units 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. Management operates Host Inc. and Host L.P. as one enterprise. The management of Host Inc. consists of the same persons who direct the management of 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 substantially the same on their respective condensed consolidated financial statements and the disclosures of Host Inc. and Host L.P. also are substantially similar. For these reasons, we believe that the combination into a single report of the quarterly reports on Form 10-Q of Host Inc. and Host L.P. results in benefits to management and investors.

The substantive difference between Host Inc.’s and Host L.P.’s filings is the fact that Host Inc. is a REIT with public stock, while Host L.P. is a partnership with no publicly traded equity. In the condensed consolidated 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 for Host L.P.). Apart from the different equity treatment, the condensed consolidated financial statements of Host Inc. and Host L.P. nearly are identical.

This combined Form 10-Q for Host Inc. and Host L.P. includes, for each entity, separate interim financial statements (but combined footnotes), separate reports on disclosure controls and procedures and internal control over financial reporting and separate CEO/CFO certifications. In addition, with respect to any other financial and non-financial disclosure items required by Form 10-Q, any material differences between Host Inc. and Host L.P. are discussed separately herein. For a more detailed discussion of the substantive differences between Host Inc. and Host L.P. and why we believe the combined filing results in benefits to investors, see the discussion in the combined Annual Report on Form 10-K for the year ended December 31, 2014 under the heading “Explanatory Note.”

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

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HOST HOTELS & RESORTS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

June 30, 2015 and December 31, 2014

(in millions, except share and per share amounts)

	June 30, 2015 (unaudited)	December 31, 2014
ASSETS		
Property and equipment, net	\$ 10,776	\$ 10,575
Due from managers	135	70
Advances to and investments in affiliates	419	433
Deferred financing costs, net	31	35
Furniture, fixtures and equipment replacement fund	151	129
Other	264	281
Restricted cash	3	—
Cash and cash equivalents	262	684
Total assets	\$ 12,041	\$ 12,207
LIABILITIES, NON-CONTROLLING INTERESTS AND EQUITY		
Debt		
Senior notes, including \$395 million and \$386 million, respectively,		
net of discount, of Exchangeable Senior Debentures	\$ 2,894	\$ 2,884
Credit facility, including the \$500 million term loan	770	704
Mortgage debt	389	404
Total debt	4,053	3,992
Accounts payable and accrued expenses	230	298
Other	310	324
Total liabilities	4,593	4,614
Non-controlling interests - Host Hotels & Resorts, L.P.	186	225
Host Hotels & Resorts, Inc. stockholders' equity:		
Common stock, par value \$.01, 1,050 million shares authorized,		
749.9 million shares and 755.8 million shares issued and		
outstanding, respectively	7	8
Additional paid-in capital	8,396	8,476
Accumulated other comprehensive loss	(84)	(50)
Deficit	(1,089)	(1,098)
Total equity of Host Hotels & Resorts, Inc. stockholders	7,230	7,336

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Non-controlling interests—other consolidated partnerships	32	32
Total equity	7,262	7,368
Total liabilities, non-controlling interests and equity	\$ 12,041	\$ 12,207

See notes to condensed consolidated statements.

HOST HOTELS & RESORTS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

Quarter and Year-to-date ended June 30, 2015 and 2014

(unaudited, in millions, except per share amounts)

	Quarter ended		Year-to-date	
	June 30,	2014	ended June 30,	2014
	2015		2015	
REVENUES				
Rooms	\$937	\$921	\$1,755	\$1,729
Food and beverage	420	415	823	820
Other	92	95	188	191
Total revenues	1,449	1,431	2,766	2,740
EXPENSES				
Rooms	233	234	453	460
Food and beverage	289	285	572	569
Other departmental and support expenses	330	320	651	635
Management fees	68	66	120	116
Other property-level expenses	99	98	197	195
Depreciation and amortization	180	174	355	346
Corporate and other expenses	23	29	47	63
Gain on insurance settlements	—	—	—	(3)
Total operating costs and expenses	1,222	1,206	2,395	2,381
OPERATING PROFIT	227	225	371	359
Interest income	1	1	2	2
Interest expense	(73)	(55)	(124)	(113)
Gain on sale of assets	53	—	57	111
Loss on foreign currency transactions and derivatives	(1)	(1)	(2)	(1)
Equity in earnings (losses) of affiliates	22	4	20	(3)
INCOME BEFORE INCOME TAXES	229	174	324	355
Provision for income taxes	(13)	(15)	(4)	(11)
NET INCOME	216	159	320	344
Less: Net income attributable to non-controlling interests	(4)	(4)	(10)	(10)
NET INCOME ATTRIBUTABLE TO HOST HOTELS & RESORTS, INC.	\$212	\$155	\$310	\$334
Basic earnings per common share	\$.28	\$.21	\$.41	\$.44
Diluted earnings per common share	\$.28	\$.21	\$.41	\$.44

See notes to condensed consolidated statements.

HOST HOTELS & RESORTS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

Quarter and Year-to-date ended June 30, 2015 and 2014

(unaudited, in millions)

	Quarter ended June 30,		Year-to-date ended June 30,	
	2015	2014	2015	2014
NET INCOME	\$216	\$159	\$320	\$344
OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX:				
Foreign currency translation and other comprehensive income				
(loss) of unconsolidated affiliates	3	4	(44)	11
Change in fair value of derivative instruments	—	1	15	1
Amounts reclassified from other comprehensive income (loss)	—	—	(5)	—
OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX	3	5	(34)	12
COMPREHENSIVE INCOME	219	164	286	356
Less: Comprehensive income attributable to non-controlling				
interests	(4)	(4)	(10)	(10)
COMPREHENSIVE INCOME ATTRIBUTABLE TO HOST				
HOTELS & RESORTS, INC.	\$215	\$160	\$276	\$346

See notes to condensed consolidated statements.

HOST HOTELS & RESORTS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

Year-to-date ended June 30, 2015 and 2014

(unaudited, in millions)

	Year-to-date ended June 30,	
	2015	2014
OPERATING ACTIVITIES		
Net income	\$ 320	\$ 344
Adjustments to reconcile to cash provided by operations:		
Depreciation and amortization	355	346
Amortization of finance costs, discounts and premiums, net	13	13
Non-cash loss on extinguishment of debt	6	2
Stock compensation expense	8	10
Deferred income taxes	(1)	(3)
Gain on sale of assets	(57)	(111)
Loss on foreign currency transactions and derivatives	2	1
Equity in (earnings) losses of affiliates	(20)	3
Change in due from managers	(60)	(76)
Distributions from equity investments	7	—
Changes in other assets	33	6
Changes in other liabilities	(44)	(10)
Cash provided by operating activities	562	525
INVESTING ACTIVITIES		
Proceeds from sales of assets, net	174	274
Return of investment	—	42
Acquisitions	(402)	(73)
Advances to and investments in affiliates	(2)	(32)
Capital expenditures:		
Renewals and replacements	(220)	(147)
Redevelopment and acquisition-related investments	(101)	(36)
New development	—	(5)
Change in furniture, fixtures and equipment ("FF&E") replacement fund	(12)	(11)
Change in restricted cash for investing activities	(3)	—
Cash provided by (used in) investing activities	(566)	12
FINANCING ACTIVITIES		
Financing costs	(4)	(4)
Issuances of debt	499	—
Draws on credit facility	250	—
Repayment of credit facility	(170)	(225)

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Repurchase/redemption of senior notes	(500)	(150)
Mortgage debt and other prepayments and scheduled maturities	—	(373)
Common stock repurchase	(131)	—
Dividends on common stock	(348)	(204)
Other financing activities	(6)	(4)
Cash used in financing activities	(410)	(960)
Effects of exchange rate changes on cash held	(8)	2
DECREASE IN CASH AND CASH EQUIVALENTS	(422)	(421)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	684	861
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$262	\$440

See notes to condensed consolidated statements

HOST HOTELS & RESORTS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

Year-to-date ended June 30, 2015 and 2014

(unaudited)

Supplemental disclosure of cash flow information (in millions):

	Year-to-date ended June 30,	
	2015	2014
Interest paid - periodic interest expense	\$ 88	\$ 93
Interest paid - debt extinguishments	15	2
Total interest paid	\$ 103	\$ 95
Income taxes paid	\$ 6	\$ 14

See notes to condensed consolidated statements.

HOST HOTELS & RESORTS, L.P. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

June 30, 2015 and December 31, 2014

(in millions)

	June 30, 2015 (unaudited)	December 31, 2014
ASSETS		
Property and equipment, net	\$ 10,776	\$ 10,575
Due from managers	135	70
Advances to and investments in affiliates	419	433
Deferred financing costs, net	31	35
Furniture, fixtures and equipment replacement fund	151	129
Other	264	281
Restricted cash	3	—
Cash and cash equivalents	262	684
Total assets	\$ 12,041	\$ 12,207
LIABILITIES, LIMITED PARTNERSHIP INTERESTS OF THIRD PARTIES AND CAPITAL		
Debt		
Senior notes, including \$395 million and \$386 million, respectively,		
net of discount, of Exchangeable Senior Debentures	\$ 2,894	\$ 2,884
Credit facility, including the \$500 million term loan	770	704
Mortgage debt	389	404
Total debt	4,053	3,992
Accounts payable and accrued expenses	230	298
Other	310	324
Total liabilities	4,593	4,614
Limited partnership interests of third parties	186	225
Host Hotels & Resorts, L.P. capital:		
General partner	1	1
Limited partner	7,313	7,385
Accumulated other comprehensive loss	(84)	(50)
Total Host Hotels & Resorts, L.P. capital	7,230	7,336
Non-controlling interests—consolidated partnerships	32	32
Total capital	7,262	7,368
Total liabilities, limited partnership interest of third parties and capital	\$ 12,041	\$ 12,207

See notes to condensed consolidated statements.

HOST HOTELS & RESORTS, L.P. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

Quarter and Year-to-date ended June 30, 2015 and 2014

(unaudited, in millions, except per unit amounts)

	Quarter ended June 30,		Year-to-date ended June 30,	
	2015	2014	2015	2014
REVENUES				
Rooms	\$937	\$921	\$1,755	\$1,729
Food and beverage	420	415	823	820
Other	92	95	188	191
Total revenues	1,449	1,431	2,766	2,740
EXPENSES				
Rooms	233	234	453	460
Food and beverage	289	285	572	569
Other departmental and support expenses	330	320	651	635
Management fees	68	66	120	116
Other property-level expenses	99	98	197	195
Depreciation and amortization	180	174	355	346
Corporate and other expenses	23	29	47	63
Gain on insurance settlements	—	—	—	(3)
Total operating costs and expenses	1,222	1,206	2,395	2,381
OPERATING PROFIT	227	225	371	359
Interest income	1	1	2	2
Interest expense	(73)	(55)	(124)	(113)
Gain on sale of assets	53	—	57	111
Loss on foreign currency transactions and derivatives	(1)	(1)	(2)	(1)
Equity in earnings (losses) of affiliates	22	4	20	(3)
INCOME BEFORE INCOME TAXES	229	174	324	355
Provision for income taxes	(13)	(15)	(4)	(11)
NET INCOME	216	159	320	344
Less: Net income attributable to non-controlling interests	(1)	(2)	(6)	(5)
NET INCOME ATTRIBUTABLE TO HOST HOTELS &				
RESORTS, L.P.	\$215	\$157	\$314	\$339
Basic earnings per common unit	\$.29	\$.21	\$.42	\$.45
Diluted earnings per common unit	\$.29	\$.21	\$.42	\$.45

See notes to condensed consolidated statements.

HOST HOTELS & RESORTS, L.P. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

Quarter and Year-to-date ended June 30, 2015 and 2014

(unaudited, in millions)

	Quarter ended June 30,		Year-to-date ended June 30,	
	2015	2014	2015	2014
NET INCOME	\$216	\$159	\$320	\$344
OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX:				
Foreign currency translation and other comprehensive income				
(loss) of unconsolidated affiliates	3	4	(44)	11
Change in fair value of derivative instruments	—	1	15	1
Amounts reclassified from other comprehensive income (loss)	—	—	(5)	—
OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX	3	5	(34)	12
COMPREHENSIVE INCOME	219	164	286	356
Less: Comprehensive income attributable to non-controlling				
interests	(1)	(2)	(6)	(5)
COMPREHENSIVE INCOME ATTRIBUTABLE TO HOST				
HOTELS & RESORTS, L.P.	\$218	\$162	\$280	\$351

See notes to condensed consolidated statements.

HOST HOTELS & RESORTS, L.P. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

Year-to-date ended June 30, 2015 and 2014

(unaudited, in millions)

	Year-to-date ended June 30,	
	2015	2014
OPERATING ACTIVITIES		
Net income	\$320	\$344
Adjustments to reconcile to cash provided by operations:		
Depreciation and amortization	355	346
Amortization of finance costs, discounts and premiums, net	13	13
Non-cash loss on extinguishment of debt	6	2
Stock compensation expense	8	10
Deferred income taxes	(1)	(3)
Gain on sale of assets	(57)	(111)
Loss on foreign currency transactions and derivatives	2	1
Equity in (earnings) losses of affiliates	(20)	3
Change in due from managers	(60)	(76)
Distributions from equity investments	7	—
Changes in other assets	33	6
Changes in other liabilities	(44)	(10)
Cash provided by operating activities	562	525
INVESTING ACTIVITIES		
Proceeds from sales of assets, net	174	274
Return of investment	—	42
Acquisitions	(402)	(73)
Advances to and investments in affiliates	(2)	(32)
Capital expenditures:		
Renewals and replacements	(220)	(147)
Redevelopment and acquisition-related investments	(101)	(36)
New development	—	(5)
Change in furniture, fixtures and equipment ("FF&E") replacement fund	(12)	(11)
Change in restricted cash for investing activities	(3)	—
Cash provided by (used in) investing activities	(566)	12
FINANCING ACTIVITIES		
Financing costs	(4)	(4)
Issuances of debt	499	—
Draws on credit facility	250	—
Repayment of credit facility	(170)	(225)

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Repurchase/redemption of senior notes	(500)	(150)
Mortgage debt and other prepayments and scheduled maturities	—	(373)
Repurchase of common OP units	(131)	—
Distributions on common OP units	(352)	(207)
Other financing activities	(2)	(1)
Cash used in financing activities	(410)	(960)
Effects of exchange rate changes on cash held	(8)	2
DECREASE IN CASH AND CASH EQUIVALENTS	(422)	(421)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	684	861
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$262	\$440

See notes to condensed consolidated statements.

HOST HOTELS & RESORTS, L.P. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

Year-to-date ended June 30, 2015 and 2014

(unaudited)

Supplemental disclosure of cash flow information (in millions):

	Year-to-date ended June 30,	
	2015	2014
Interest paid - periodic interest expense	\$ 88	\$ 93
Interest paid - debt extinguishments	15	2
Total interest paid	\$ 103	\$ 95
Income taxes paid	\$ 6	\$ 14

See notes to condensed consolidated statements.

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

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. Organization

Description of Business

Host Hotels & Resorts, Inc. operates as a self-managed and self-administered real estate investment trust (“REIT”), with its operations conducted solely through Host Hotels & Resorts, L.P. and its subsidiaries. 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 these condensed consolidated 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.” specifically to refer to Host Hotels & Resorts, Inc. and the term “Host L.P.” specifically to refer to Host Hotels & Resorts, L.P. in cases where it is important to distinguish between Host Inc. and Host L.P. As of June 30, 2015, Host Inc. holds approximately 99% of Host L.P.’s OP units.

Consolidated Portfolio

As of June 30, 2015, our consolidated portfolio, primarily consisting of luxury and upper upscale hotels, is located in the following countries:

	Hotels
United States	95
Australia	1
Brazil	3
Canada	2
Chile	2
Mexico	1
New Zealand	7
Total	111

International Joint Ventures

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”) (9 hotels) and a 33.4% interest in the second fund (“Euro JV Fund II”) (9 hotels).

As of June 30, 2015, the Euro JV owned hotels located in the following countries:

Hotels

Belgium	3
France	4
Germany	2
Italy	3
Poland	1
Spain	2
Sweden	1
The Netherlands	1
United Kingdom	1
Total	18

In addition, our joint venture in Asia (“Asia/Pacific JV”), in which we own a 25% non-controlling interest, owns one hotel in Australia and a non-controlling interest in an entity that owns three operating hotels and four additional hotels in various stages of development in India.

HOST HOTELS & RESORTS, INC., HOST HOTELS & RESORTS, L.P., AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

2. Summary of Significant Accounting Policies

We have condensed or omitted certain information and footnote disclosures normally included in financial statements presented in accordance with GAAP in the accompanying unaudited condensed consolidated financial statements. We believe the disclosures made herein are adequate to prevent the information presented from being misleading. However, the financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2014.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities 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.

In our opinion, the accompanying financial statements reflect all adjustments necessary to present fairly our financial position as of June 30, 2015, and the results of our operations for the quarter and year-to-date periods ended June 30, 2015 and 2014, respectively, and cash flows for the year-to-date periods ended June 30, 2015 and 2014, respectively. Interim results are not necessarily indicative of full year performance because of the impact of seasonal variations.

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. Upon adoption of the standard we will reclassify deferred financing costs, net, from total assets to net of debt in the liabilities section of our balance sheet. Adoption of this standard will affect only the presentation of our balance sheet.

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. We currently are evaluating the effect of the ASU on our consolidated financial statements and related disclosures.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606), which affects virtually all aspects of an entity's revenue recognition. The core principle of the new standard is that revenue should be recognized to 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. The standard is effective for annual reporting periods beginning after December 15, 2017. We have not yet completed our assessment of the effect of the new standard on our financial statements, including possible transition alternatives.

3. Earnings Per Common Share (Unit)

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. We have 9.2 million OP units which are convertible into 9.4 million

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common shares which are not included in Host Inc.'s calculation of earnings per share as their effect is not dilutive. The calculation of basic and diluted earnings per common share is shown below (in millions, except per share amounts):

	Quarter ended June 30,		Year-to-date ended June 30,	
	2015	2014	2015	2014
Net income	\$216	\$159	\$320	\$344
Less: Net income attributable to non-controlling interests	(4)	(4)	(10)	(10)
Net income attributable to Host Inc.	212	155	310	334
Assuming conversion of exchangeable senior debentures	7	—	—	—
Diluted income attributable to Host Inc.	\$219	\$155	\$310	\$334
Basic weighted average shares outstanding	753.9	755.4	755.0	755.1
Assuming weighted average shares for conversion of exchangeable senior debentures	31.2	—	—	—
Assuming distribution of common shares granted under the comprehensive stock plans, less shares assumed purchased at market	0.4	0.5	0.4	0.5
Diluted weighted average shares outstanding ⁽¹⁾	785.5	755.9	755.4	755.6
Basic earnings per common share	\$.28	\$.21	\$.41	\$.44
Diluted earnings per common share	\$.28	\$.21	\$.41	\$.44

(1) There were approximately 31 million potentially dilutive shares for the year-to-date period ended June 30, 2015, and approximately 30 million potentially dilutive units for both the quarter and year-to-date periods ended June 30, 2014, 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.

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

	Quarter ended June 30,		Year-to-date ended June 30,	
	2015	2014	2015	2014
Net income	\$216	\$159	\$320	\$344
Less: Net income attributable to non-controlling interests	(1)	(2)	(6)	(5)
Net income attributable to Host L.P.	215	157	314	339
Assuming conversion of exchangeable senior debentures	7	—	—	—
Diluted income attributable to Host L.P.	\$222	\$157	\$314	\$339
Basic weighted average units outstanding	747.3	748.9	748.3	748.7
Assuming weighted average units for conversion of exchangeable senior debentures	30.5	—	—	—
Assuming distribution of common units granted under the comprehensive stock plans, less units assumed purchased at market	0.3	0.6	0.4	0.5
Diluted weighted average units outstanding ⁽¹⁾	778.1	749.5	748.7	749.2
Basic earnings per common unit	\$.29	\$.21	\$.42	\$.45
Diluted earnings per common unit	\$.29	\$.21	\$.42	\$.45

(1) There were approximately 30 million potentially dilutive units for the year-to-date ended June 30, 2015, and approximately 30 million and 29 million potentially dilutive shares for the quarter and year-to-date periods ended June 30, 2014, 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.

4. Property and Equipment

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

	June 30, 2015	December 31, 2014
Land and land improvements	\$2,047	\$ 1,990
Buildings and leasehold improvements	13,665	13,336
Furniture and equipment	2,281	2,217
Construction in progress	165	209
	18,158	17,752
Less accumulated depreciation and amortization	(7,382)	(7,177)
	\$10,776	\$ 10,575

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5. Debt

Senior notes. On May 15, 2015, we issued \$500 million of 4% Series E senior notes due June of 2025 for net proceeds of approximately \$495 million. Interest on the Series E senior notes is payable semi-annually in arrears on June 15 and December 15, commencing June 15, 2015. In contemplation of this issuance, we entered into interest rate hedging transactions that reduced our effective interest rate on the 4% Series E senior notes to 3.93%. The net proceeds from the issuance of the Series E senior notes, along with cash on hand, were used on June 15, 2015 to redeem \$500 million of 5^{7/8}% Series X senior notes due 2019 at an aggregate redemption price of \$515 million.

Credit facility. During the quarter, we had net borrowings under the revolver portion of our credit facility of \$80 million. As of June 30, 2015, we have \$730 million of available capacity under the credit facility.

6. Investment in Affiliates

On June 5, 2015 the Euro JV Fund I sold the Crowne Plaza Hotel Amsterdam City Centre for €106 million (\$118 million), which includes the €3 million (\$3 million) FF&E reserve, for a gain of approximately €36 million (\$40 million). In connection with the sale, the Euro JV Fund I repaid the €44 million (\$49 million) mortgage loan associated with the property. Subsequent to quarter end, on July 8, 2015, the European joint venture distributed proceeds of the sale to its Fund I partners, of which Host's share was approximately €19 million (\$21 million). Additionally, 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.

7. Equity of Host Inc. and Capital of Host L.P.

Equity of Host Inc.

Equity of Host Inc. is allocated between controlling and non-controlling interests as follows (in millions):

	Equity of Host Inc.	Non-redeemable, non-controlling interests	Total equity	Redeemable, non-controlling interests
Balance, December 31, 2014	\$7,336	\$ 32	\$7,368	\$ 225
Net income	310	6	316	4
Issuance of common stock	12	—	12	—
Repurchase of common stock	(131)	—	(131)	—
Dividends declared on common stock	(301)	—	(301)	—
Distributions to non-controlling interests	—	(5)	(5)	(4)

Other changes in ownership	38	(1)	37	(39)
Other comprehensive loss	(34)	—	(34)	—
Balance, June 30, 2015	\$7,230	\$	32	\$7,262	\$	186

Capital of Host L.P.

As of June 30, 2015, Host Inc. is the owner of approximately 99% of Host L.P.'s common OP units. The remaining common OP units are held by third party limited partners. Each 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 exchange for any shares issued by Host Inc., Host L.P. will issue OP units to Host Inc. based on the applicable conversion ratio. Additionally, funds used by Host Inc. to pay dividends on its common stock are provided by distributions from Host L.P.

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Capital of Host L.P. is allocated between controlling and non-controlling interests as follows (in millions):

	Capital of Host L.P.	Non- controlling Interests	Total Capital	Limited Partnership Interests of Third Parties
Balance, December 31, 2014	\$7,336	\$ 32	\$7,368	\$ 225
Net income	310	6	316	4
Issuance of common OP units	12	—	12	—
Repurchase of common OP units	(131)	—	(131)	—
Distributions declared on common OP units	(301)	—	(301)	(4)
Distributions to non-controlling interests	—	(5)	(5)	—
Other changes in ownership	38	(1)	37	(39)
Other comprehensive loss	(34)	—	(34)	—
Balance, June 30, 2015	\$7,230	\$ 32	\$7,262	\$ 186

Dividends/Distributions

On June 11, 2015, Host Inc.'s Board of Directors declared a regular quarterly cash dividend of \$0.20 per share on its common stock. The dividend was paid on July 15, 2015 to stockholders of record as of June 30, 2015. Accordingly, Host L.P. made a distribution of \$0.2042988 per unit on its common OP units based on the current conversion ratio.

Share Repurchase

Host Inc.'s Board of Directors has authorized a program to repurchase up to \$500 million of common stock. The common stock may be purchased in the open market or through private transactions from time to time through December 31, 2016, dependent upon market conditions. The plan does not obligate us to repurchase any specific number of shares and may be suspended at any time at management's discretion. As of June 30, 2015, the Company has repurchased 6.55 million shares at an average price of \$20.07 for a total purchase price of approximately \$131 million. The shares repurchased constitute authorized but unissued shares. We have \$369 million of repurchase capacity remaining under the program.

8. Dispositions

On June 23, 2015, we sold the Park Ridge Marriott and the Chicago Marriott O'Hare for approximately \$89 million. Additionally, on June 3, 2015, we sold the Sheraton Needham for approximately \$54 million. The following table

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

	Quarter ended June 30,		Year-to-date ended June 30,	
	2015	2014	2015	2014
Revenues	\$16	\$45	\$32	\$89
Income before taxes	2	7	—	10
Gain on disposals	53	—	56	111

9. Acquisitions

On June 8, 2015, we acquired The Phoenician, a 643-room Luxury Collection resort, in Scottsdale, Arizona for \$400 million. In connection with the acquisition, we incurred \$1 million of acquisition costs. Accounting for the acquisition requires an allocation of the purchase price to the assets acquired and the liabilities assumed at their respective estimated fair values. The purchase price allocations are estimated based on currently available information; however, we

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still are in the process of obtaining appraisals and finalizing the accounting for the acquisition. The following table summarizes the estimated fair value of the assets acquired and liabilities assumed related to this acquisition (in millions):

Property and equipment	\$400
Other assets	1
Total assets	401
Other liabilities	(1)
Net assets acquired	\$400

Our summarized unaudited consolidated pro forma results of operations, assuming the acquisition completed during 2015 occurred on January 1, 2014, are as follows (in millions, except per share and per unit amounts):

	Quarter ended		Year-to-date	
	June 30, 2015	2014	ended June 30, 2015	2014
Revenues	\$1,478	\$1,461	\$2,838	\$2,810
Income from continuing operations	226	163	345	361
Net income	226	163	345	361

Host Inc.:

Net income attributable to Host Inc.	\$222	\$159	\$335	\$351
Basic earnings per common share	\$.29	\$.21	\$.44	\$.46
Diluted earnings per common share	\$.29	\$.21	\$.44	\$.46

Host L.P.:

Net income attributable to Host L.P.	\$225	\$161	\$339	\$356
Basic earnings per common unit	\$.30	\$.21	\$.45	\$.48
Diluted earnings per common unit	\$.30	\$.21	\$.45	\$.48

The above pro forma results of operations exclude \$1 million of acquisition costs for both the quarter and year-to-date periods ended June 30, 2015. The condensed consolidated statements of operations for both the quarter and year-to-date periods ended June 30, 2015 include approximately \$5 million of revenues and \$1 million of net loss for both the quarter and year-to-date periods ended June 30, 2015 related to our 2015 acquisition.

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10. Fair Value Measurements

The following tables detail 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, at June 30, 2015 and December 31, 2014, respectively (in millions):

	Fair Value at Measurement Date Using			
	Balance at	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Other Unobservable Inputs (Level 3)
Fair Value Measurements on a Recurring Basis:				
Assets				
Foreign currency forward sale contracts ⁽¹⁾	\$24	\$ —	\$ 24	\$ —
Liabilities				
Interest rate swap derivatives ⁽¹⁾	(2)	—	(2)	—

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

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

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

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 June 30, 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, 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.

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For the second quarter and year-to-date 2015, there was no material change in the fair value of our interest rate swap derivatives designated as cash flow hedges. The following table summarizes our outstanding contracts (in millions):

Transaction Date	Total Notional Amount	Maturity Date	Swapped Index	All-in-Rate
November 2011 ⁽¹⁾	A\$ 62	November 2016	Reuters BBSY	6.7 %
February 2011 ⁽²⁾	NZ\$ 79	February 2016	NZ\$ Bank Bill	7.15 %

(1) The swap was entered into in connection with the A\$86 million (\$66 million) mortgage loan on the Hilton Melbourne South Wharf.

(2) The swap was entered into in connection with the NZ\$105 million (\$71 million) mortgage loan on seven properties in New Zealand.

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.

The following table summarizes our foreign currency forward sale contracts (in millions):

Currently Outstanding Transaction Date Range	Total		Forward Purchase Date Range	Change in Fair Value - All Contracts			
	Amount in Foreign Currency	Transaction Amount in Dollars		Gain (Loss) Quarter ended		Gain (Loss) Year-to-date	
				June 30, 2015	2014	ended June 30, 2015	2014
July 2011-May 2014	€ 100	\$ 135	August 2015-May 2017	\$ (4)	\$ 1	\$ 10	\$ 1
November 2014	C\$ 25	\$ 22	November 2016	\$ —	\$ —	\$ 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. Changes in fair value of the designated credit facility draws are recorded to other comprehensive income (loss).

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	Balance	Gain		Gain (Loss)	
	Outstanding in	Outstanding in	Quarter		Year-to-date	
	US\$	Foreign	ended June		ended June	
		Currency	2015	2014	2015	2014
Canadian dollars ⁽¹⁾	\$ 37	C\$ 46	\$ (1)	\$ (1)	\$ 1	\$ —
Euros	\$ 86	€ 77	\$ (3)	\$ 1	\$ 7	\$ 1

(1) We have drawn an additional \$49 million on the credit facility in Canadian dollars, which draw has not been designated as a hedging instrument.

Other Liabilities

Fair Value of Other Financial Liabilities. We did not elect the fair value measurement option for any of our other financial 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.

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The fair value of certain financial liabilities is shown below (in millions):

	June 30, 2015		December 31, 2014	
	Carrying		Carrying	
	Amount	Fair Value	Amount	Fair Value
Financial liabilities				
Senior notes (Level 1)	\$2,499	\$ 2,608	\$2,498	\$ 2,668
Exchangeable Senior Debentures (Level 1)	395	621	386	739
Credit facility (Level 2)	770	770	704	704
Mortgage debt and other, excluding capital leases (Level 2)	388	396	403	413

11. Geographic Information

We consider each 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 office buildings and apartments) are immaterial and, with our operating segments, meet the aggregation criteria, and thus, we report one segment: hotel ownership. Our consolidated foreign operations consist of hotels in six countries. There were no intersegment sales during the periods presented.

The following table presents total revenues and property and equipment for each of the geographical areas in which we operate (in millions):

	Revenues		Revenues		Property and Equipment, net	
	Quarter ended June 30, 2015	2014	Year-to-date ended June 30, 2015	2014	June 30, 2015	December 31, 2014
United States	\$1,394	\$1,358	\$2,652	\$2,601	\$10,373	\$ 10,111
Australia	8	10	17	19	95	102
Brazil	8	12	15	19	69	82
Canada	15	24	29	44	66	82
Chile	6	8	13	16	42	44
Mexico	7	7	14	14	22	26
New Zealand	11	12	26	27	109	128
Total	\$1,449	\$1,431	\$2,766	\$2,740	\$10,776	\$ 10,575

12. Non-controlling Interests

Other Consolidated Partnerships. We consolidate six majority-owned partnerships that have third-party, non-controlling ownership interests. The third-party partnership interests are included in non-controlling interests — other consolidated partnerships on the balance sheets and totaled \$32 million for both June 30, 2015 and December 31, 2014. Two of the partnerships have finite lives that terminate between 2081 and 2095, and the associated non-controlling interests are mandatorily redeemable at our option at the end of, but not prior to, the finite life. At June 30, 2015 and December 31, 2014, the fair values of the non-controlling interests in the partnerships with finite lives were approximately \$94 million and \$85 million, respectively.

Net income attributable to non-controlling interests of consolidated partnerships is included in our determination of net income. Net income attributable to non-controlling interests of third parties was \$1 million and \$2 million for the quarters ended June 30, 2015 and 2014, respectively, and \$6 million and \$5 million for the year-to-date periods ended June 30, 2015 and 2014, 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 accumulated historical cost or its redemption value. The historical cost is based on the proportional relationship between the historical

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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. common stock, at our option, that would be paid to the non-controlling interests of Host L.P. if it were terminated. Therefore, the redemption value of the common OP units is equivalent to the number of shares that would be issued upon conversion of the common OP units held by third parties valued at the market price of Host Inc. common stock at the balance sheet date. One common OP unit may be exchanged into 1.021494 shares of Host Inc. common stock. Non-controlling interests of Host L.P. are classified in the mezzanine section of our balance sheets as they do not meet the requirements for equity classification because the redemption feature requires the delivery of registered shares.

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

	June 30, 2015	December 31, 2014
OP units outstanding (millions)	9.2	9.3
Market price per Host Inc. common share	\$19.83	\$ 23.77
Shares issuable upon conversion of one OP unit	1.021494	1.021494
Redemption value (millions)	\$186	\$ 225
Historical cost (millions)	92	94
Book value (millions) ⁽¹⁾	186	225

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

Net income is allocated to the non-controlling interests of Host L.P. based on their weighted average ownership interest during the period. Net income attributable to the non-controlling interests of Host L.P. for the quarter and year-to-date periods ended June 30, 2015 was \$3 million and \$4 million, respectively. The income attributable to the non-controlling interests of Host L.P. for the quarter and year-to-date periods ended June 30, 2014 was \$2 million and \$5 million, respectively.

13. Legal Proceedings

We are involved in various legal proceedings in the normal course of business regarding the operation of our hotels and company matters. To the extent not covered by insurance, these legal proceedings 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 June 30, 2015 for liabilities related to legal proceedings and estimate that, in the aggregate, our losses related to these proceedings will not exceed \$10 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.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis should be read in conjunction with the unaudited condensed consolidated financial statements and related notes included elsewhere in this report. Host Inc. operates as a self-managed and self-administered REIT. Host Inc. is the sole general partner of Host L.P. and holds approximately 99% of its partnership interests. Host L.P. is a limited partnership operating through an umbrella partnership structure. The remaining common OP units are owned by various unaffiliated limited partners.

Forward-Looking Statements

In this report on Form 10-Q, we make forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are identified by their use of terms and phrases such as "anticipate," "believe," "could," "expect," "may," "intend," "predict," "project," "plan," "will," "estimate" and other similar phrases, including references to assumptions and forecasts of future results. Forward-looking statements are based on management's current expectations and assumptions and are not guarantees of future performance. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results to differ materially from those anticipated at the time the forward-looking statements are made.

The following factors, among others, could cause actual results and future events to differ materially from those set forth or contemplated in the forward-looking statements:

- 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 and global economic prospects, 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 effect of rating agency downgrades of our debt securities on the cost and availability of new debt financings;
- the reduction in our operating flexibility and the limitation on our ability to pay dividends and make distributions resulting from restrictive covenants in our debt agreements, which limit the amount of distributions from Host L.P. to Host Inc., and other risks associated with the level of our indebtedness or related to restrictive covenants in our debt agreements, including the risk of default that could occur;
- our ability to maintain our properties in a first-class manner, including meeting capital expenditures requirements, and the effect of renovations on our hotel occupancy and financial results;
- our ability to compete effectively in areas such as access, location, quality of accommodations and room rate structures;
- our ability to acquire or develop additional properties and the risk that potential acquisitions or developments may not perform in accordance with our expectations;
- relationships with property managers and joint venture partners and our ability to realize the expected benefits of our joint ventures and other strategic relationships;
-

our ability to recover fully under our existing insurance policies for terrorist acts and our ability to maintain adequate or full replacement cost “all-risk” property insurance policies on our properties on commercially reasonable terms;

- the effect of a data breach or significant disruption of hotel operator information technology networks as a result of cyber attacks;
- the effects of tax legislative action and other changes in laws and regulations, or the interpretation thereof, including the need for compliance with new environmental and safety requirements;

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- the ability of Host Inc. and each of the REITs acquired, established or to be established by Host Inc. to continue to satisfy complex rules in order to qualify as REITs for federal income tax purposes, Host L.P.'s ability to satisfy the rules required to maintain its status as a partnership for federal income tax purposes, and Host Inc.'s and Host L.P.'s ability and the ability of our subsidiaries, and similar entities to be acquired or established by us, to operate effectively within the limitations imposed by these rules; and
- risks associated with our ability to execute our dividend policy, including factors such as investment activity, operating results and the economic outlook, any or all of which may influence the decision of our board of directors as to whether to pay future dividends at levels previously disclosed or to use available cash to make special dividends.

We undertake no obligation to publicly update forward-looking statements, whether as a result of new information, future events, or otherwise. Achievement of future results is subject to risks, uncertainties and potentially inaccurate assumptions, including those risk factors discussed in our Annual Report on Form 10-K for the year ended December 31, 2014 and in other filings with the Securities and Exchange Commission ("SEC"). Although we believe that the expectations reflected in such forward-looking statements are based upon reasonable assumptions, we can give no assurance that we will attain these expectations or that any deviations will not be material.

Operating Results and Outlook

Operating Results

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

Historical Income Statement Data:

	Quarter ended June 30,			Year-to-date ended June 30,		
	2015	2014	Change	2015	2014	Change
Total revenues	\$1,449	\$1,431	1.3 %	\$2,766	\$2,740	0.9 %
Net income	216	159	35.8 %	320	344	(7.0) %
Operating profit	227	225	0.9 %	371	359	3.3 %
Operating profit margin under GAAP	15.7 %	15.7 %	—	13.4 %	13.1 %	30 bps
Adjusted EBITDA ⁽¹⁾	\$422	\$411	2.7 %	\$743	\$719	3.3 %
Diluted earnings per share	\$.28	\$.21	33.3 %	\$.41	\$.44	(6.8) %
NAREIT FFO per diluted share ⁽¹⁾	.43	.43	—	.78	.75	4.0 %
Adjusted FFO per diluted share ⁽¹⁾	.46	.43	7.0 %	.81	.76	6.6 %

Comparable Hotel Data:

	2015 Comparable Hotels ⁽²⁾			Year-to-date ended June 30,		
	Quarter ended June 30, 2015	2014	Change	2015	2014	Change
Comparable hotel revenues ⁽¹⁾	\$1,379	\$1,326	4.0 %	\$2,627	\$2,536	3.6 %
Comparable hotel EBITDA ⁽¹⁾	413	394	4.8 %	735	700	5.1 %
Comparable hotel EBITDA margin ⁽¹⁾	29.95 %	29.7 %	25 bps	28.0 %	27.6 %	40 bps
Change in comparable hotel RevPAR -	4.8 %			4.4 %		

Constant US\$				
Change in comparable hotel RevPAR -				
Nominal US\$	3.9	%	3.6	%
Change in comparable domestic RevPAR	5.3	%	4.7	%
Change in comparable international				
RevPAR - Constant US\$	(5.9)	%	(1.3)	%

(1) Adjusted EBITDA, NAREIT FFO and Adjusted FFO per diluted share and comparable hotel operating results (including comparable hotel revenues and comparable hotel EBITDA and margins) are non-GAAP (U.S. generally accepted accounting principles) financial measures within the meaning of the rules of the SEC. See “Non-GAAP Financial Measures” for more information on these measures, including why we believe that these supplemental measures are useful, reconciliations to the most directly comparable GAAP measure, and the limitations on the use of these supplemental measures.

(2) Comparable hotel operating statistics for 2015 and 2014 are based on 101 hotels as of June 30, 2015.

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Revenue per Available Room (“RevPAR”)

Comparable RevPAR on a constant US\$ basis improved 4.8% for the second quarter, driven by rate growth of 4.5%, and a slight increase in occupancy of 0.2 percentage points. Year-to-date, comparable RevPAR on a constant US\$ basis improved 4.4%, as rate growth of 4.7% was partially offset by a slight decrease in occupancy. During the first half of 2015, operating results were significantly affected by disruption related to the renovation of guest rooms and public spaces, although the disruption effect was less significant in the second quarter. Comparable RevPAR at our domestic properties improved 5.3% for the quarter and 4.7% year-to-date, led by our west coast markets with double digit RevPAR increases in the San Diego, Seattle, San Francisco and Hawaii markets. Our New York and Houston markets underperformed the portfolio, primarily due to increased supply and the downturn in the oil industry, respectively. RevPAR increased 6.8% for the quarter at our Washington D.C. hotels, despite on-going renovations at three of the properties.

On a constant US\$ basis, RevPAR at our international properties decreased 5.9% for the second quarter and 1.3% year-to-date. The decline was due to difficult comparisons for our JW Marriott Hotel Rio de Janeiro, as Brazil hosted the FIFA World Cup during the second and third quarters of 2014, as well as renovation disruption during 2015 at the Calgary Marriott Downtown. Additionally, the continued strength in the U.S. Dollar continued to hamper results, as RevPAR at our international properties decreased 21.9% on a nominal dollar basis for the second quarter.

Rooms

Our comparable room revenue increased 4.0% for the quarter, reflecting a 4.8% increase in comparable RevPAR on a constant US\$ basis, partially offset by currency translation effects for our international properties. At the same time, comparable rooms expenses increased only 0.9% for the quarter as the improvements in RevPAR were rate driven, as opposed to occupancy driven, which limits the growth in departmental costs, particularly wages and benefits, and improves overall profitability. For the year-to-date, our comparable rooms revenue increased 3.7%, while comparable rooms expenses were flat compared to 2014.

Total revenues

For the second quarter and year-to-date, total revenues increased 1.3% and 0.9%, respectively, reflecting revenue growth of 4.0% and 3.6%, respectively, at our comparable properties, partially offset by the operating results at our non-comparable hotels and recent dispositions. Our non-comparable properties that are currently under-going major renovations are estimated to have decreased revenues by approximately \$13 million and \$21 million for the quarter and year-to-date, respectively. Additionally, the net effect of our recent acquisition and disposition activity reduced total revenues by \$20 million for the quarter and \$41 million year-to-date.

Operating profit

Operating profit margins (calculated based on GAAP operating profit as a percentage of GAAP revenues) remained flat for the second quarter and increased 30 basis points year-to-date. These operating profit margins are affected significantly by several items, including operations from recently acquired hotels, depreciation, and corporate expenses. Our comparable hotel EBITDA margins, which exclude these items, increased 25 basis points, to nearly 30%, for the second quarter and 40 basis points, to 28%, year-to-date, driven by the growth in average room rates and comparable food and beverage revenues, compared to slower growth in operating costs of 3.6% for the quarter and 3.1% year-to-date. Our EBITDA margins were negatively impacted by 20 basis points for the second quarter and year-to-date due to the previously disclosed adoption on January 1, 2015 of the 11th Edition of the Uniform System of Accounts for the Lodging Industry (“USALI”).

Net income

Net income for the quarter increased \$57 million, due primarily to improvements in operations and gains from the sale of assets, partially offset by an increase in debt extinguishment costs. Year-to-date, net income decreased \$24 million, due to a decrease in the gains on sale of assets and an increase in debt extinguishment costs. Adjusted EBITDA increased \$11 million for the quarter and \$24 million year-to-date, as improvements in operations were partially offset by acquisition and disposition activity, which on a net basis reduced Adjusted EBITDA by \$9 million and \$16 million, respectively, compared to the corresponding 2014 periods. The improvements in operations led to an increase of \$0.03, or 7.0%, in Adjusted FFO per diluted share for the quarter and \$0.05, or 6.6%, year-to-date.

The trends and transactions described for Host Inc. affected similarly the operating results for Host L.P., as the only significant difference between the Host Inc. and the Host L.P. statements of operations relates to the treatment of income attributable to the third party limited partners of Host L.P.

Outlook

For the remainder of 2015, we expect continued strength in the U.S. lodging industry as overall growth in GDP, driven by employment, consumer confidence and business investment, is expected to continue to drive consistent demand growth. At the same time, we anticipate that supply growth will increase compared to recent years, but will remain below historical levels for the industry overall, although growth in individual markets may vary. As occupancies remain at peak levels, we expect that the majority of the 2015 RevPAR growth will be rate driven, which should lead to improvements in our operating margins and results. However, several near-term trends that negatively affected results in the first half of 2015 are expected to continue to hinder 2015 operating results, including the recent underperformance in the New York and Houston markets, which we believe will continue in the second half of the year. Additionally, the expected continued strength of the U.S. dollar could negatively impact growth in international demand. We anticipate that RevPAR growth in the second half of the year will exceed the first half performance, resulting in RevPAR growth for 2015 of 4.5% to 5.0% on a constant US\$ basis.

We experienced a significant amount of disruption in the first half of 2015 due to renovations of guest rooms and public space for hotels that are included in our comparable operating results. First and second quarter projects represented approximately 65% of our projected renewal and replacement expenditures for the entire year and exceeded similar expenditures in the first half of 2014 by 50%. Separately, we have begun major redevelopment and repositioning projects at seven of our properties, including three hotels that were closed for redevelopment during the second quarter. While these properties have been excluded from our comparable hotel statistics, they still will affect negatively our growth in revenues, net income and Adjusted EBITDA. We expect to see meaningful growth as a result of these projects beginning in 2016.

While we believe that the lodging industry will continue to improve, 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, changes in travel patterns, and international economic and political instability.

Strategic Initiatives

Our goal is to be the premier lodging real estate company and to generate superior total returns for our stockholders through a combination of appreciation in asset values, growth in earnings and dividend distributions. To achieve this objective, we seek to:

- Own a high-quality portfolio of hotel real estate primarily located in our target markets;
- Create value in our existing portfolio through well-integrated asset management and capital investment;
- Allocate and recycle capital with discipline to earn returns that exceed our cost of capital;
- Maintain a flexible capital structure that fosters external growth even through a downturn; and
- Align our organizational structure with our business objectives to be an employer of choice and a responsible corporate citizen.

Portfolio

Our portfolio includes multiple types of premium hotels, primarily located within a defined set of target markets that meet our investment criteria. We look to acquire properties with strong demand generators that appeal to multiple customer segments, that have relatively high barriers to entry to limit supply, and where possible, concentrated within individual markets to create efficiencies and increase our knowledge of local market dynamics. Conversely, we will dispose of properties, primarily in secondary and tertiary markets where we believe the potential for growth is constrained, the level of capital expenditures would not generate a significant return on our investment, or where we are able opportunistically to take advantage of the pricing in the market.

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 includes two adjacent parcels of land totaling over nine acres zoned for residential development. We plan to undertake a comprehensive renovation over the next several years that will strategically occur during the hotel's seasonal, low-occupancy summer periods to minimize disruption. In connection with the acquisition, we entered into a long-term management agreement with Starwood to operate the hotel.

Dispositions. During the quarter, we sold the Park Ridge Marriott, Chicago Marriott O'Hare and the Sheraton Needham for approximately \$143 million during the second quarter of 2015 and recorded a total gain of \$53 million. While profitable, these assets were located in secondary markets and have an average RevPAR approximately 40% below our overall portfolio.

Capital Investments

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Value enhancement. We have continued to make significant progress on our strategic initiative to evaluate and opportunistically adjust the operator, brand and contract terms of each of our hotels. This may include new relationships with independent operators that may be an improved fit for smaller or unique properties. We believe successful execution of these projects will create value for the company. These value enhancement initiatives include:

- We completed an agreement in April to convert The Ritz-Carlton, Phoenix to an independent hotel to be operated by Destination Hotels. The property closed in July 2015 for extensive renovation work and will reopen as 'The Camby Hotel' in early 2016, as part of Marriott's Autograph Collection.
- We continued our progress on the rebranding of the Four Seasons Philadelphia to an independent luxury hotel to be operated by Sage Hospitality. The property was closed in June 2015 in order to expedite the renovation and will reopen by the end of the year as 'The Logan', part of the Curio – A Collection by Hilton.
- During the second quarter, we reached an agreement to franchise the Sheraton Parsippany Hotel and have selected HEI Hotels & Resorts as the operator.

Capital Expenditures Projects. We continue to pursue opportunities to invest in our existing portfolio 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. Year-to-date, we have completed renovations of 5,300 guestrooms, over 225,000 square feet of meeting space and approximately 95,000 square feet of public space.

· Redevelopment and Return on Investment and Acquisition Capital Expenditures. Redevelopment and return on investment ("ROI") projects primarily consist of large-scale redevelopment projects designed to increase cash flow and improve profitability by capitalizing on changing market conditions and the favorable locations of our properties, including projects such as the redevelopment of a hotel, the repositioning of a hotel restaurant, the installation of energy efficient systems or the conversion of underutilized space to more profitable uses. Additionally, in conjunction with the acquisition of a property, we prepare capital and operational improvement plans designed to maximize profitability. We spent approximately \$101 million for these projects during the first half of 2015, compared to \$36 million during the first half of 2014. Projects completed during the second quarter include the transformation of the lobby at the Grand Hyatt Washington and the existing 11,000 square foot restaurant at the Manchester Grand Hyatt San Diego to create new food and beverage outlets with flexible catering space. Additionally, we added 14,000 square feet of meeting and public space at the Grand Hyatt Washington and renovated all 591 rooms at the Newark Liberty International Airport Marriott, which completed an extensive multi-year redevelopment project at the property.

For 2015, we anticipate completing several large-scale redevelopment projects which entail the closure of hotels and meeting spaces. Additionally, our strategic approach incorporates sustainable environmental practices designed to enhance the profitability and valuation of our assets, including the installation of various energy saving projects. Recent projects include the installation of an energy-efficient chiller plant at the Westin Los Angeles Airport, the steam to gas conversion at the New York Marriott Marquis and the planned installation of rooftop solar panels at the Hyatt Regency Maui Resort & Spa and The Fairmont Kea Lani, Maui for an expected total investment of approximately \$15 million. We expect that ROI projects, including acquisition capital expenditures, for 2015 will range from \$270 million to \$285 million.

· Renewal and Replacement Capital Expenditures. We spent \$95 million and \$220 million on renewal and replacement capital expenditures during the second quarter and year-to-date 2015, respectively, compared to \$71 million and \$147 million during the second quarter and year-to-date 2014, respectively. These expenditures are designed to ensure that our high standards for product quality are maintained and to enhance the overall competitiveness of our properties in the marketplace. Significant renewal and replacement projects completed during the second quarter included the disruptive major rooms renovations at the JW Marriott Washington D.C., San Antonio Marriott Riverwalk and Westin South Coast Plaza Costa Mesa, as well as the comprehensive lobby and room renovations at the Calgary Marriott Downtown Hotel and meeting space renovations at the Hyatt Regency Cambridge. We expect

that our investment in renewal and replacement expenditures in 2015 will total approximately \$335 million to \$355 million.

Balance Sheet

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. As operations have improved in the past several years, we have successfully executed on our strategy to decrease our leverage as measured by our net debt-to-EBITDA ratio and reduce our debt service obligations, leading to an increase in our interest coverage ratio and an investment grade rating for Host L.P.'s senior notes. These improvements were due to stronger operations but also were accomplished through acquisitions and other investments, the majority of which were completed with

available cash and proceeds from equity issuances, and the repayment and refinancing of senior notes and mortgage debt in order to extend maturity dates and obtain lower interest rates. For further detail, including the results of our financial tests under our credit facility and senior notes indentures as of June 30, 2015, see “Liquidity and Capital Resources” and “Debt”.

Stock Repurchase Program. 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. The common stock may be purchased in the open market or through private transactions from time to time through December 31, 2016, 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 those sales and investment options that may be available, including reinvesting in our portfolio or acquiring new hotels, as well as maintaining our strong leverage position. The program does not obligate us to repurchase any specific number of shares and may be suspended at any time at our discretion. As of June 30, 2015, the Company has repurchased 6.55 million shares at an average price of \$20.07 for a total purchase price of \$131 million. We have \$369 million of repurchase capacity remaining under the program.

Debt transactions. During the quarter, 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. On May 15, 2015, we issued \$500 million of 4% Series E senior notes due June of 2025 and received net proceeds of approximately \$495 million, net of discount, underwriting fees, and expenses. In contemplation of this issuance, we entered into interest rate hedging transactions that reduced our effective interest rate on these notes to 3.93%. The net proceeds from the issuance of the Series E senior notes, along with cash on hand, were used on June 15, 2015 to redeem \$500 million of 5^{7/8}% Series X senior notes due 2019, at an aggregate redemption price of \$515 million.

Results of Operations

The following tables reflect certain line items from our statements of operations (in millions, except percentages):

	Quarter ended June 30,			Year-to-date ended June 30,		
	2015	2014	Change	2015	2014	Change
Total revenues	\$1,449	\$1,431	1.3 %	\$2,766	\$2,740	0.9 %
Operating costs and expenses:						
Property-level costs ⁽¹⁾	1,199	1,177	1.9	2,348	2,321	1.2
Corporate and other expenses	23	29	(20.7)	47	63	(25.4)
Gain on insurance settlements	—	—	N/M	—	3	N/M
Operating profit	227	225	0.9	371	359	3.3
Interest expense	73	55	32.7	124	113	9.7
Gain on sale of assets	53	—	N/M	57	111	(48.6)
Provision for income taxes	13	15	(13.3)	4	11	(63.6)
Income from continuing operations	216	159	35.8	320	344	(7.0)
Host Inc.:						
Net income attributable to non-						
controlling interests	\$4	\$4	—	\$10	\$10	—
Net income attributable to Host Inc.	212	155	36.8	310	334	(7.2)

Host L.P.:

Net income attributable to non-							
controlling interests	\$1	\$2	(50)	\$6	\$5	20.0	
Net income attributable to Host L.P.	215	157	36.9	314	339	(7.4)	

(1) Amount represents total operating costs and expenses from our unaudited condensed consolidated statements of operations, less corporate and other expenses and gain on insurance settlements.

N/M=Not meaningful.

Statement of Operations Results and Trends

For the second quarter and year-to-date 2015, the following items have affected the year-over-year comparability of our operations.

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- The results of hotels acquired or sold during the comparable periods (collectively, our “Recent Acquisitions and Dispositions”) had the largest impact on year-over-year comparisons. Our operations for the second quarter and year-to-date periods of 2015 were affected by the sale of four hotels in the first half of 2015 and five hotels during 2014, as well as the acquisition or new development of four hotels: The Phoenician acquired in June 2015, the YVE Hotel Miami acquired in August 2014 and the ibis and Novotel Rio de Janeiro Parque Olimpico hotels, which opened in the fourth quarter of 2014. The net effect of our Recent Acquisitions and Dispositions reduced total revenues by \$20 million for the quarter and \$41 million year-to-date, net income by \$7 million for the quarter and \$11 million year-to-date, and Adjusted EBITDA by \$9 million for the quarter and \$16 million year-to-date.
- The results of our non-comparable properties that are under renovation decreased total revenues by \$13 million for the quarter and \$21 million year-to-date, while net income and Adjusted EBITDA have been negatively affected by \$7 million and \$11 million for the second quarter and year-to-date, respectively, when compared their 2014 results.
- Our domestic hotel portfolio represents approximately 96% of our revenues and total assets. However, for international properties, 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 negatively affected by approximately \$9 million for the second quarter and \$16 million year-to-date. Additionally, currency fluctuations decreased net income approximately \$2 million for the second quarter and year-to-date and Adjusted EBITDA by \$6 million for the second quarter and \$10 million year-to-date.
- As previously disclosed, on January 1, 2015, our operators adopted the 11th edition of the Uniform System of Accounts for the Lodging Industry (“USALI”), which reclassifies certain hotel-level revenue and expense items. The 2014 results were not restated for the changes and therefore impact our comparative operating results. We estimate the adoption of USALI decreased rooms revenue growth by 20 basis points for the second quarter and year to date, increased comparable F&B revenues growth by approximately 310 basis points and 300 basis points for the second quarter and year-to-date, respectively, and decreased other revenue growth by 30 basis points for the second quarter and 50 basis points year-to-date. The adoption of USALI did not impact net income, comparable hotel EBITDA, or Adjusted EBITDA. Please see “-Comparable Hotel Operating Results” for further discussion.

Hotel Sales Overview

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

	Quarter ended			Year-to-date		
	June 30, 2015	2014	Change	ended June 30, 2015	2014	Change
Revenues:						
Rooms	\$937	\$921	1.7 %	\$1,755	\$1,729	1.5 %
Food and beverage	420	415	1.2	823	820	0.4
Other	92	95	(3.2)	188	191	(1.6)
Total revenues	\$1,449	\$1,431	1.3	\$2,766	\$2,740	0.9

Rooms. The improvement in rooms revenues reflects the overall improvement in comparable RevPAR, partially offset by the effect of our Recent Acquisitions and Dispositions. For the second quarter, comparable hotel RevPAR on a constant US\$ basis increased 4.8%, driven by average rate improvement of 4.5%. For the year-to-date, comparable hotel RevPAR on a constant US\$ basis increased 4.4%. The increases in rooms revenues was offset partially by a net decrease of \$12 million and \$24 million for the quarter and year-to-date periods, respectively, due to the results of our Recent Acquisitions and Dispositions.

Food and beverage. The increase in food and beverage (“F&B”) revenues for the quarter and year-to-date was due to a 4.9% and 4.1% improvement at our comparable hotels for the quarter and year-to-date, respectively, driven by improvements in banquet/audio visual revenues as well as improvements due to the implementation of USALI, partially offset by the effect of our Recent Acquisitions and Dispositions, which had a net negative effect of \$7 million and \$15 million for the quarter and year-to-date, respectively.

Other revenues. For both the second quarter and year-to-date 2015, other revenues decreased by \$3 million to \$92 million and \$188 million, respectively, due to a lower guest room internet revenue, partially offset by an increase in attrition and cancellation fees. Additionally, our Recent Acquisitions and Dispositions had a net negative effect of \$1 million and \$2 million for the quarter and year-to-date, respectively.

Property-level Operating Expenses

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

	Quarter ended June 30,			Year-to-date ended June 30,		
	2015	2014	Change	2015	2014	Change
Expenses:						
Rooms	\$233	\$234	(0.4)%	\$453	\$460	(1.5)%
Food and beverage	289	285	1.4	572	569	0.5
Other departmental and support expenses	330	320	3.1	651	635	2.5
Management fees	68	66	3.0	120	116	