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

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**FORM 10-Q**

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

For the quarterly period ended March 26, 2010

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 1-13881

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**MARRIOTT INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**52-2055918**  
(IRS Employer  
Identification No.)

**10400 Fernwood Road, Bethesda, Maryland**  
(Address of principal executive offices)

**20817**  
(Zip Code)

**(301) 380-3000**  
(Registrant's telephone number, including area code)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller Reporting Company   
(Do not check if a smaller reporting company)

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 361,332,043 shares of Class A Common Stock, par value \$0.01 per share, outstanding at April 9, 2010.

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## PART I—FINANCIAL INFORMATION

**Item 1. Financial Statements**

**MARRIOTT INTERNATIONAL, INC. (“MARRIOTT”)**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**  
(\$ in millions, except per share amounts)  
(Unaudited)

	Twelve Weeks Ended	
	March 26, 2010	March 27, 2009
<b>REVENUES</b>		
Base management fees	\$ 125	\$ 125
Franchise fees	91	88
Incentive management fees	40	43
Owned, leased, corporate housing, and other revenue	229	220
Timeshare sales and services (including net note sale losses of \$1 for twelve weeks ended March 27, 2009)	285	209
Cost reimbursements	1,860	1,810
	<u>2,630</u>	<u>2,495</u>
<b>OPERATING COSTS AND EXPENSES</b>		
Owned, leased, and corporate housing-direct	217	207
Timeshare-direct	235	220
Reimbursed costs	1,860	1,810
Restructuring costs	0	2
General, administrative, and other	138	216
	<u>2,450</u>	<u>2,455</u>
<b>OPERATING INCOME</b>	180	40
Gains and other income (including gain on debt extinguishment of \$21 for the twelve weeks ended March 27, 2009)	1	25
Interest expense	(45)	(29)
Interest income	4	6
Equity in losses	(11)	(34)
	<u>129</u>	<u>8</u>
<b>INCOME BEFORE INCOME TAXES</b>	129	8
Provision for income taxes	(46)	(33)
	<u>83</u>	<u>(25)</u>
<b>NET INCOME (LOSS)</b>	83	(25)
Add: Net losses attributable to noncontrolling interests, net of tax	0	2
	<u>0</u>	<u>2</u>
<b>NET INCOME (LOSS) ATTRIBUTABLE TO MARRIOTT</b>	<u>\$ 83</u>	<u>\$ (23)</u>
<b>EARNINGS PER SHARE-Basic</b>		
Earnings (losses) per share attributable to Marriott shareholders	<u>\$ 0.23</u>	<u>\$ (0.06)</u>
<b>EARNINGS PER SHARE-Diluted</b>		
Earnings (losses) per share attributable to Marriott shareholders	<u>\$ 0.22</u>	<u>\$ (0.06)</u>
<b>CASH DIVIDENDS DECLARED PER SHARE</b>	<u>\$ 0.0400</u>	<u>\$ 0.0866</u>

See Notes to Condensed Consolidated Financial Statements

**MARRIOTT INTERNATIONAL, INC. (“MARRIOTT”)**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(\$ in millions)

	(Unaudited) March 26, 2010	January 1, 2010
<b>ASSETS</b>		
Current assets		
Cash and equivalents (including from VIEs of \$3 and \$6, respectively)	\$ 118	\$ 115
Accounts and notes receivable (including from VIEs of \$114 and \$3, respectively)	946	838
Inventory (including from VIEs of \$45 and \$96, respectively)	1,503	1,444
Current deferred taxes, net	254	255
Prepaid expenses	110	68
Other (including from VIEs of \$31 and \$0, respectively)	84	131
	<u>3,015</u>	<u>2,851</u>
Property and equipment (including from VIEs of \$19 and \$0, respectively)	1,339	1,362
Intangible assets		
Goodwill	875	875
Contract acquisition costs and other	743	731
	<u>1,618</u>	<u>1,606</u>
Equity and cost method investments	243	249
Notes receivable (including from VIEs of \$897 and \$0, respectively)	1,268	452
Deferred taxes, net	1,091	1,020
Other (including from VIEs of \$17 and \$0, respectively)	219	393
	<u>\$ 8,793</u>	<u>\$ 7,933</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities		
Current portion of long-term debt (including from VIEs of \$120 and \$2, respectively)	\$ 145	\$ 64
Accounts payable	499	562
Accrued payroll and benefits	543	519
Liability for guest loyalty program	457	454
Other (including from VIEs of \$5 and \$7, respectively)	669	688
	<u>2,313</u>	<u>2,287</u>
Long-term debt (including from VIEs of \$926 and \$3, respectively)	3,124	2,234
Liability for guest loyalty program	1,216	1,193
Other long-term liabilities	1,070	1,077
Marriott shareholders' equity		
Class A Common Stock	5	5
Additional paid-in-capital	3,524	3,585
Retained earnings	3,038	3,103
Treasury stock, at cost	(5,497)	(5,564)
Accumulated other comprehensive income	0	13
	<u>1,070</u>	<u>1,142</u>
	<u>\$ 8,793</u>	<u>\$ 7,933</u>

The abbreviation VIEs above means Variable Interest Entities.

See Notes to Condensed Consolidated Financial Statements

**MARRIOTT INTERNATIONAL, INC. (“MARRIOTT”)**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(\$ in millions)  
(Unaudited)

	Twelve Weeks Ended	
	March 26, 2010	March 27, 2009
<b>OPERATING ACTIVITIES</b>		
Net income (loss)	\$ 83	\$ (25)
Adjustments to reconcile to cash provided by (used in) operating activities:		
Depreciation and amortization	39	39
Income taxes	22	20
Timeshare activity, net	68	152
Liability for guest loyalty program	24	59
Restructuring costs, net	(4)	(9)
Asset impairments and write-offs	2	50
Working capital changes and other	(74)	(83)
Net cash provided by operating activities	<u>160</u>	<u>203</u>
<b>INVESTING ACTIVITIES</b>		
Capital expenditures	(25)	(50)
Dispositions	0	1
Loan advances	(2)	(4)
Loan collections and sales	2	4
Equity and cost method investments	(3)	(4)
Contract acquisition costs	(16)	(5)
Other	20	17
Net cash used in investing activities	<u>(24)</u>	<u>(41)</u>
<b>FINANCING ACTIVITIES</b>		
Commercial paper/credit facility, net	(29)	31
Repayment of long-term debt	(121)	(130)
Issuance of Class A Common Stock	17	2
Dividends paid	0	(31)
Net cash used in financing activities	<u>(133)</u>	<u>(128)</u>
INCREASE IN CASH AND EQUIVALENTS	3	34
CASH AND EQUIVALENTS, beginning of period	115	134
CASH AND EQUIVALENTS, end of period	<u>\$ 118</u>	<u>\$ 168</u>

See Notes to Condensed Consolidated Financial Statements

**MARRIOTT INTERNATIONAL, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

**1. Basis of Presentation**

The condensed consolidated financial statements present the results of operations, financial position, and cash flows of Marriott International, Inc. (“Marriott,” and together with its subsidiaries “we,” “us,” or the “Company”). In accordance with the guidance for noncontrolling interests in consolidated financial statements, references in this report to our earnings per share, net income and shareholders’ equity attributable to Marriott do not include noncontrolling interests (previously known as minority interests), which we report separately.

The accompanying condensed consolidated financial statements have not been audited. We have condensed or omitted certain information and footnote disclosures normally included in financial statements presented in accordance with U.S. generally accepted accounting principles (“GAAP”). We believe our disclosures are adequate to make the information presented not misleading. You should, however, read the condensed consolidated financial statements in conjunction with the consolidated financial statements and notes to those financial statements in our Annual Report on Form 10-K for the fiscal year ended January 1, 2010, (“2009 Form 10-K”). Certain terms not otherwise defined in this quarterly report have the meanings specified in our 2009 Form 10-K.

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 as of the date of the financial statements, the reported amounts of revenues and expenses during the reporting periods, and the disclosures of contingent liabilities. Accordingly, ultimate results could differ from those estimates.

Our 2010 first quarter ended on March 26, 2010; our 2009 fourth quarter ended on January 1, 2010; and our 2009 first quarter ended on March 27, 2009. In our opinion, the accompanying condensed consolidated financial statements reflect all normal and recurring adjustments necessary to present fairly our financial position as of March 26, 2010, and January 1, 2010, and the results of our operations and cash flows for the twelve weeks ended March 26, 2010, and March 27, 2009. Interim results may not be indicative of fiscal year performance because of seasonal and short-term variations. We have eliminated all material intercompany transactions and balances between entities consolidated in these financial statements. We have reclassified certain prior year amounts to conform to our 2010 presentation.

On January 2, 2010, the first day of the 2010 fiscal year, we adopted Financial Accounting Standards No. 166, “Accounting for Transfers of Financial Assets, an Amendment of FASB Statement No. 140” (“FAS No. 166”) or Accounting Standards Update No. 2009-16, “Transfers and Servicing (Topic 860): Accounting for Transfers of Financial Assets” (“ASU No. 2009-16”) and Financial Accounting Standards No. 167, “Amendments to FASB Interpretation No. 46(R)” (“FAS No. 167”) or Accounting Standards Update No. 2009-17, “Consolidations (Topic 810): Improvements to Financial Reporting by Enterprises Involved with Variable Interest Entities” (“ASU No. 2009-17”).

We used certain special purpose entities to securitize Timeshare segment notes receivables prior to the adoption of these topics, which we treated as off-balance sheet entities, and we retained the servicing rights and varying subordinated interests in the securitized notes. Pursuant to generally accepted accounting principles that existed prior to fiscal 2010, we did not consolidate these special purpose entities in our financial statements because the securitization transactions qualified as sales of financial assets.

As a result of the adoption of both topics in the 2010 first quarter, we consolidated 13 existing qualifying special purpose entities associated with past securitization transactions. We recorded a one-time non-cash after-tax reduction to shareholders’ equity of \$146 million (\$238 million pretax) in the

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2010 first quarter, representing the cumulative effect of a change in accounting principle. The one-time non-cash after-tax reduction to shareholders' equity was approximately \$41 million greater than the estimated charge disclosed in our 2009 Form 10-K primarily due to increased notes receivable reserves recorded for the newly consolidated notes receivable. The increase in reserves was due to a change in estimate of uncollectible accounts based on historical experience. We now reserve for 100 percent of notes that are in default in addition to the reserve we record on the remaining notes.

We recorded the cumulative effect of the adoption of these topics to our financial statements in the 2010 first quarter. This consisted primarily of the reestablishment of notes receivable (net of reserves) that had been transferred to special purpose entities as a result of the securitization transactions, the elimination of residual interests that we initially recorded in connection with those transactions (and subsequently revalued on a periodic basis), the impact of recording debt obligations associated with third-party interests held in the special purpose entities, and related adjustments to inventory balances accounted for using the relative sales value method. We adjusted the inventory balance to include future revenue from the expected resale of inventory that we expect to acquire when we foreclose on defaulted notes.

Our adoption of these topics resulted in the following impacts in our Condensed Consolidated Balance Sheet at January 2, 2010: (1) assets increased by \$970 million, primarily representing the consolidation of notes receivable (and corresponding reserves) partially offset by the elimination of the Company's retained interests; (2) liabilities increased by \$1,116 million, primarily representing the consolidation of debt obligations associated with third party interests; and (3) shareholders' equity decreased by approximately \$146 million. Our adoption of these topics also impacted our income statement and resulted in higher interest income (reflected in Timeshare sales and services revenue) from notes sold, which we classify within Timeshare sales and services in our Condensed Consolidated Statements of Income, and increased interest expense from consolidation of debt obligations, partially offset by the absence of accretion income on residual interests that were eliminated. We do not expect to recognize gains or losses from future securitizations of our timeshare notes following the adoption of these topics.

Please also see the parenthetical disclosures on our Condensed Consolidated Balance Sheets regarding amounts of variable interest entities' (including Timeshare segment securitization variable interest entities) assets and liabilities that we consolidated.

### *Restricted Cash*

We recorded restricted cash, totaling \$115 million and \$76 million at the end of the 2010 first quarter and year-end 2009, respectively, in the accompanying Condensed Consolidated Balance Sheets as \$79 million and \$54 million, respectively, in the "Other current assets" line and \$36 million and \$22 million, respectively, in the "Other long-term assets" line. Restricted cash primarily consists of cash held in a reserve account related to Timeshare segment notes receivable securitizations, cash held internationally that has not been repatriated due to accounting, statutory, tax and foreign currency risks, and deposits received, primarily associated with timeshare interval, fractional ownership, and residential sales that are held in escrow until the contract is closed.

### *Fair Value Measurements*

We have various financial instruments we must measure at fair value on a recurring basis, including certain marketable securities and derivatives. See Footnote No. 5, "Fair Value of Financial Instruments," for further information. We also apply the provisions of fair value measurement to various non-recurring measurements for our financial and non-financial assets and liabilities. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). We measure our assets and liabilities using inputs from the following three levels of the fair value hierarchy:

Level 1 inputs are unadjusted quoted prices in active markets for identical assets or liabilities that we have the ability to access at the measurement date.



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

Level 3 includes unobservable inputs that reflect our assumptions about what factors market participants would use in pricing the asset or liability. We develop these inputs based on the best information available, including our own data.

### *Derivative Instruments*

The designation of a derivative instrument as a hedge and its ability to meet the hedge accounting criteria determine how the change in fair value of the derivative instrument is reflected in our Condensed Consolidated Financial Statements. A derivative qualifies for hedge accounting if, at inception, the derivative is expected to be highly effective in offsetting the underlying hedged cash flows or fair value and the hedge documentation standards are fulfilled at the time we enter into the derivative contract. We designate a hedge as a cash flow hedge, fair value hedge, or a net investment in foreign operations hedge based on the exposure we are hedging. The asset or liability value of the derivative will change in tandem with its fair value. We record changes in fair value, for the effective portion of qualifying hedges, in other comprehensive income ("OCI"). We release the derivative's gain or loss from OCI to match the timing of the underlying hedged cash flows' effect on earnings.

We review the effectiveness of our hedging instruments on a quarterly basis, recognize current period hedge ineffectiveness immediately in earnings, and discontinue hedge accounting for any hedge that we no longer consider to be highly effective. We recognize changes in fair value for derivatives not designated as hedges or those not qualifying for hedge accounting in current period earnings. Upon termination of cash flow hedges, we release gains and losses from OCI based on the timing of the underlying cash flows or revenue recognized, unless the termination results from the failure of the intended transaction to occur in the expected timeframe. Such untimely transactions require us to immediately recognize in earnings gains and losses previously recorded in OCI.

Changes in interest rates, foreign exchange rates, and equity securities expose us to market risk. We manage our exposure to these risks by monitoring available financing alternatives, as well as through development and application of credit granting policies. We also use derivative instruments, including cash flow hedges, net investment in foreign operations hedges, fair value hedges, and other derivative instruments, as part of our overall strategy to manage our exposure to market risks. As a matter of policy, we only enter into transactions that we believe will be highly effective at offsetting the underlying risk, and we do not use derivatives for trading or speculative purposes. See Footnote No. 5, "Fair Value of Financial Instruments" for additional information.

## **2. New Accounting Standards**

### *FAS No. 166 or ASU No. 2009-16 and FAS No. 167 or ASU No. 2009-17*

We adopted FAS No. 166 or ASU No. 2009-16 on the first day of our 2010 fiscal year, which amended FAS No. 140, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities," by: eliminating the concept of a qualifying special-purpose entity ("QSPE"); clarifying and amending the derecognition criteria for a transfer to be accounted for as a sale; amending and clarifying the unit of account eligible for sale accounting; and requiring that a transferor initially measure at fair value and recognize all assets obtained (for example beneficial interests) and liabilities incurred as a result of a transfer of an entire financial asset or group of financial assets accounted for as a sale. In addition, as a reporting entity, this topic requires us to evaluate existing QSPEs (as defined under previous accounting guidance) for consolidation in accordance with the applicable consolidation guidance. The topic requires us to supplement our disclosures about, among other things, our continuing involvement with transfers of

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financial assets previously accounted for as sales, our inherent risks in our retained financial assets, and the nature and financial effect of restrictions on our assets that continue to be reported in our statement of financial position.

We adopted FAS No. 167 or ASU No. 2009-17 on the first day of our 2010 fiscal year, which changes the consolidation guidance applicable to variable interest entities (“VIEs”). It also amends the guidance governing the determination of whether an enterprise is the primary beneficiary of a VIE, and is, therefore, required to consolidate an entity, by requiring a qualitative analysis rather than a quantitative analysis. The qualitative analysis includes, among other things, consideration of who has the power to direct the activities of the entity that most significantly impact the entity’s economic performance and who has the obligation to absorb losses or the right to receive benefits of the VIE that could potentially be significant to the VIE. This topic also requires continuous reassessments of whether an enterprise is the primary beneficiary of a VIE. Previously, the applicable standard required reconsideration of whether an enterprise was the primary beneficiary of a VIE only when specific events had occurred. QSPEs, which were previously exempt from the application of this topic, are now subject to the provisions of this topic. The topic also requires additional disclosures about an enterprise’s involvement with a VIE.

See Footnote No. 1, “Basis of Presentation” for the impact of the adoption of these topics.

*Accounting Standards Update No. 2010-06 “Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements” (“ASU No. 2010-06”)*

We adopted certain provisions of ASU No. 2010-06 in the 2010 first quarter. These provisions of ASU No. 2010-06 amended Subtopic 820-10, “Fair Value Measurements and Disclosures – Overall,” by requiring additional disclosures for transfers in and out of Level 1 and Level 2 fair value measurements, as well as requiring fair value measurement disclosures for each “class” of assets and liabilities, a subset of the captions disclosed in our Condensed Consolidated Balance Sheets. The adoption did not have a material impact on our financial statements or our disclosures, as we did not have any transfers between Level 1 and Level 2 fair value measurements and did not have material classes of assets and liabilities that required additional disclosure. See “Future Adoption of Accounting Standards” for the provisions of this topic applicable to future periods.

*Accounting Standards Update No. 2010-09 “Subsequent Events (Topic 855): Amendments to Certain Recognition and Disclosure Requirements” (“ASU No. 2010-09”)*

We adopted ASU No. 2010-09 in the 2010 first quarter. ASU No. 2010-09 amended Subtopic 855-10, “Subsequent Events – Overall” by removing the requirement for a United States Securities and Exchange Commission (“SEC”) registrant to disclose a date, in both issued and revised financial statements, through which that filer had evaluated subsequent events. Accordingly, we removed the related disclosure from Footnote No. 1, “Basis of Presentation.” The adoption did not have a material impact on our financial statements.

### **Future Adoption of Accounting Standards**

*ASU No. 2010-06 – Provisions Effective in the 2011 First Quarter*

Certain provisions of ASU No. 2010-06 are effective for fiscal years beginning after December 15, 2010, which for us will be our 2011 first quarter. These provisions of ASU No. 2010-06, which amended Subtopic 820-10, will require us to present as separate line items all purchases, sales, issuances, and settlements of financial instruments valued using significant unobservable inputs (Level 3) in the reconciliation for fair value measurements, whereas currently these are presented in aggregate as one line item. Although this may change the appearance of our reconciliation, we do not believe the adoption will have a material impact on our financial statements or disclosures.

**3. Income Taxes**

Our federal income tax returns have been examined and we have settled all issues for tax years through 2004. We filed a refund claim relating to 2000 and 2001. The Internal Revenue Service (“IRS”) disallowed the claims, and in July 2009, we protested the disallowance. This issue is pending in the IRS Appeals Division. The 2005, 2006, and 2007 field examinations have been completed, and the unresolved issues from those years are now with the IRS Appeals Division. The Revenue Agent’s Report for 2008 has been received and that year is in the process of being sent to Appeals. The 2009 and 2010 IRS examinations are ongoing as part of the IRS’s Compliance Assurance Program. Various state, local, and foreign income tax returns are also under examination by taxing authorities.

As noted in Footnote No. 1, “Basis of Presentation,” we recorded a one-time non-cash pre-tax reduction to shareholders’ equity of approximately \$238 million in conjunction with the adoption of ASU Nos. 2009-16 and 2009-17 in the 2010 first quarter. That amount included a \$92 million reduction in net deferred taxes.

For the first quarter of 2010, we decreased unrecognized tax benefits by \$27 million (from \$249 million at year-end 2009), primarily representing the settlement of an unfavorable U.S. Court of Federal Claims decision involving a refund claim associated with a 1994 transaction. The unrecognized tax benefits balance of \$222 million at the end of the 2010 first quarter included \$110 million of tax positions that, if recognized, would impact the effective tax rate.

As a large taxpayer, we are under continual audit by the IRS and other taxing authorities. We anticipate concluding U.S. federal appeals negotiations for the 2005, 2006, 2007, and 2008 tax years in the next 12 months where the items under consideration include the taxation of our loyalty and gift card programs and the treatment of funds received from foreign subsidiaries. The conclusion of the negotiations could have a material impact on our unrecognized tax benefit balances.

**4. Share-Based Compensation**

Under our 2002 Comprehensive Stock and Cash Incentive Plan (the “Comprehensive Plan”), we award: (1) stock options to purchase our Class A Common Stock (“Stock Option Program”); (2) stock appreciation rights (“SARs”) for our Class A Common Stock (“Stock Appreciation Right Program”); (3) restricted stock units (“RSUs”) of our Class A Common Stock; and (4) deferred stock units. We grant awards at exercise prices or strike prices that are equal to the market price of our Class A Common Stock on the date of grant.

*RSUs*

We granted 3.7 million RSUs during the first quarter of 2010 to certain officers and key employees, and those units vest generally over four years in equal annual installments commencing one year after the date of grant. The weighted average grant-date fair value of the RSUs granted in the first quarter of 2010 was \$27.

*SARs*

We granted 1.1 million SARs to officers and key employees during the 2010 first quarter. These SARs expire 10 years after the date of grant and both vest and are exercisable in cumulative installments of one quarter at the end of each of the first four years following the date of grant. The weighted average grant-date fair value of these SARs was \$10, and the weighted average exercise price was \$27.

To estimate the fair value of each SAR granted, we use a binomial method. The weighted average expected SARs terms were a product of the lattice-based binomial valuation model that uses suboptimal exercise factors to calculate the expected terms. Historical data is used to estimate exercise behaviors for separate groups of retirement eligible and non-retirement eligible employees.

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The assumptions for the Employee SARs granted during the first quarter of 2010 are shown in the following table.

Expected volatility	32%
Dividend yield	0.71%
Risk-free rate	3.3%
Expected term (in years)	7

The risk-free rates are based on the corresponding U.S. Treasury spot rates for the expected duration at the date of grant, converted to a continuously compounded rate.

SARs granted during the first quarter of 2010 utilized a weighted average historical volatility where periods with atypical stock movement were given a lower weight to reflect stabilized long-term mean volatility.

### Other Information

At the end of the 2010 first quarter, 65.6 million shares were reserved under the Comprehensive Plan, including 36 million shares under the Stock Option Program and Stock Appreciation Right Program.

## 5. Fair Value of Financial Instruments

We believe that the fair values of our current assets and current liabilities approximate their reported carrying amounts. The following table shows the carrying values and the fair values of non-current financial assets and liabilities that qualify as financial instruments, determined in accordance with the guidance for disclosures about fair value of financial instruments.

(\$ in millions)	At March 26, 2010		At Year-End 2009	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Cost method investments	\$ 42	\$ 41	\$ 41	\$ 43
Loans to timeshare owners – securitized	897	975	0	0
Loans to timeshare owners – non-securitized	276	288	352	368
Senior, mezzanine, and other loans – non-securitized	95	74	100	77
Residual interests and effectively owned notes	0	0	197	197
Restricted cash	36	36	22	22
Marketable securities	18	18	18	18
<b>Total long-term financial assets</b>	<b>\$ 1,364</b>	<b>\$ 1,432</b>	<b>\$ 730</b>	<b>\$ 725</b>
Non-recourse debt associated with securitized notes receivable	\$ (923)	\$ (923)	\$ 0	\$ 0
Senior Notes	(1,628)	(1,722)	(1,627)	(1,707)
\$2,404 Effective Credit Facility	(396)	(396)	(425)	(425)
Other long-term debt	(151)	(143)	(154)	(154)
Other long-term liabilities	(78)	(70)	(86)	(75)
Long-term derivative liabilities	(2)	(2)	(1)	(1)
<b>Total long-term financial liabilities</b>	<b>\$(3,178)</b>	<b>\$(3,256)</b>	<b>\$(2,293)</b>	<b>\$(2,362)</b>

We estimate the fair value of our securitized and a portion of our non-securitized long-term loans to timeshare owners using a discounted cash flow model. We believe this model is comparable to what would be used in the current market by an independent third party. Our model uses default rates, prepayment rates, coupon rates and loan terms for the legally sold note portfolio as key drivers of risk and relative value, that when applied in combination with pricing parameters, determines the fair value of the underlying notes receivable. For those non-securitized loans to timeshare owners that we do not value using our pricing model, we believe their carrying value approximates fair value as the loans' stated interest rates are consistent with current market rates and the reserve for these loans accounts for risks in default rates, prepayment rates, and loan terms. We estimate the fair value of our senior, mezzanine, and other loans by discounting cash flows using risk-adjusted rates.

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We estimate the fair value of our cost method investments by applying a cap rate to stabilized earnings (a market approach). The carrying value of our restricted cash approximates its fair value.

We estimate the fair value of our non-recourse debt associated with securitized loans to timeshare owners by obtaining indicative bids from investment banks that actively issue and facilitate the secondary market for timeshare securities. As an additional measure, we internally generate cash flow estimates by modeling all bond tranches for active securitization transactions, with consideration for the collateral specific to each tranche. The key drivers in this analysis include default rates, prepayment rates, bond interest rates and other structural factors, which are used to estimate the projected cash flows. We reviewed market spreads from timeshare note securitizations and other asset-backed transactions during the fourth quarter of 2009 and the first quarter of 2010, in order to estimate market credit spreads by rating. We applied market spreads to swap rates in order to estimate an underlying discount rate for calculating the fair value of the active bonds. After comparing the results of our internal analysis to the bids we received from the investment banks, we concluded that the fair value of the bonds approximates book value.

We estimate the fair value of our other long-term debt, excluding leases, using expected future payments discounted at risk-adjusted rates, and we determine the fair value of our senior notes using quoted market prices. We believe the carrying value of our credit facility approximates its fair value due to the short maturity dates of the draws we have executed to date. Other long-term liabilities represent guarantee costs and reserves and deposit liabilities. The carrying values of our guarantee costs and reserves approximate their fair values. We estimate the fair value of our deposit liabilities primarily by discounting future payments at a risk-adjusted rate.

We are required to carry our marketable securities at fair value. The carrying value of our marketable securities at the end of our 2010 first quarter of \$18 million included debt securities of the U.S. Government, its sponsored agencies and other U.S. corporations invested for our self-insurance programs. These securities are valued using directly observable Level 1 inputs as described in Footnote No. 1, "Basis of Presentation."

We are also required to carry our derivative assets and liabilities at fair value. As of the end of our 2010 first quarter, we had derivative instruments in a current asset position of \$1 million, which we valued using Level 1 inputs, \$2 million in a current liability position valued using Level 2 inputs, and \$2 million in a long-term liability position valued using Level 3 inputs. We value our Level 3 input derivatives using valuations that are calibrated to the initial trade prices. Subsequent valuations are based on unobservable inputs to the valuation model including interest rates and volatilities.

As discussed in more detail in Footnote No. 1, "Basis for Presentation" and Footnote No. 15, "Variable Interest Entities," we periodically sell notes receivable originated by our Timeshare segment. We continue to service the notes after the sale, and we retain servicing assets and other interests in the notes. Historically, we accounted for these residual interests, including the servicing assets, as trading securities according to the then-applicable standards for accounting for certain investments in debt and equity securities. At the dates of sale and at the end of each reporting period, we estimated the fair value of our residual interests using a discounted cash flow model using Level 3 inputs. However, during the first quarter of 2010, we adopted new accounting topics for accounting for transfers and servicing of financial assets and extinguishments of liabilities as discussed in Footnote No. 1, "Basis of Presentation." As a result, we reestablished notes receivable (net of reserves) associated with past securitization transactions, we recorded the debt obligations associated with third-party interests held in these special purpose entities and we correspondingly, eliminated our residual interests (including servicing assets) associated with these transactions. We have included the carrying amounts and the estimated fair values for the long-term portion of the securitized notes receivable and the debt obligations in the preceding table.

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### 6. **Earnings Per Share**

The table below illustrates the reconciliation of the earnings (losses) and number of shares used in our calculations of basic and diluted earnings per share attributable to Marriott shareholders.

<i>(in millions, except per share amounts)</i>	Twelve Weeks Ended	
	March 26, 2010	March 27, 2009
<b>Computation of Basic Earnings Per Share Attributable to Marriott Shareholders</b>		
Income (loss) attributable to Marriott shareholders	\$ 83	\$ (23)
Weighted average shares outstanding	359.4	354.4
Basic earnings (losses) per share attributable to Marriott shareholders	<u>\$ 0.23</u>	<u>\$ (0.06)</u>
<b>Computation of Diluted Earnings Per Share Attributable to Marriott Shareholders</b>		
Income (loss) attributable to Marriott shareholders	\$ 83	\$ (23)
Weighted average shares outstanding	359.4	354.4
Effect of dilutive securities		
Employee stock option and SARs plans	9.9	0
Deferred stock incentive plans	1.2	0
Restricted stock units	2.8	0
Shares for diluted earnings per share attributable to Marriott shareholders	373.3	354.4
Diluted earnings (losses) per share attributable to Marriott shareholders	<u>\$ 0.22</u>	<u>\$ (0.06)</u>

We compute the effect of dilutive securities using the treasury stock method and average market prices during the period. We determine dilution based on earnings attributable to Marriott shareholders. As there was a loss for the 2009 first quarter, the "Effect of dilutive securities" caption in the preceding table does not include 3.9 million employee stock option and SARs plan shares, 1.7 million deferred stock incentive plans shares, or 0.5 million restricted stock units shares because including those shares would have been antidilutive.

Additionally, in accordance with the guidance for calculating earnings per share, we have not included the following stock options and SARs in our calculation of diluted earnings per share attributable to Marriott shareholders because the exercise prices were greater than the average market prices for the applicable periods:

- (a) for the twelve-week period ended March 26, 2010, 3.8 million options and SARs, with exercise prices ranging from \$31.05 to \$49.03; and
- (b) for the twelve-week period ended March 27, 2009, 19.5 million options and SARs, with exercise prices ranging from \$16.22 to \$49.03.

### 7. **Inventory**

Inventory, totaling \$1,503 million and \$1,444 million as of March 26, 2010, and January 1, 2010, respectively, consists primarily of Timeshare segment interval, fractional ownership, and residential products totaling \$1,485 million and \$1,426 million as of March 26, 2010, and January 1, 2010, respectively. Inventory totaling \$18 million as of both March 26, 2010, and January 1, 2010, primarily relates to hotel operating supplies for the limited number of properties we own or lease. We primarily value Timeshare segment interval, fractional ownership, and residential products at the lower of cost or fair market value, as defined in the accounting guidance for the impairment or disposal of long-lived assets, and generally value operating supplies at the lower of cost (using the first-in, first-out method) or market. Consistent with recognized industry practice, we classify Timeshare segment interval, fractional

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ownership, and residential products inventory, which has an operating cycle that exceeds 12 months, as a current asset.

The following table details the composition of our Timeshare segment inventory balances at March 26, 2010, and January 1, 2010.

<i>(\$ in millions)</i>	<u>March 26, 2010</u>	<u>January 1, 2010</u>
Finished goods	\$ 797	\$ 721
Work-in-process	168	198
Land and infrastructure	520	507
	<u>\$ 1,485</u>	<u>\$ 1,426</u>

### 8. **Property and Equipment**

The following table details the composition of our property and equipment balances at March 26, 2010, and January 1, 2010.

<i>(\$ in millions)</i>	<u>March 26, 2010</u>	<u>January 1, 2010</u>
Land	\$ 453	\$ 454
Buildings and leasehold improvements	926	935
Furniture and equipment	985	996
Construction in progress	173	163
	<u>2,537</u>	<u>2,548</u>
Accumulated depreciation	<u>(1,198)</u>	<u>(1,186)</u>
	<u>\$ 1,339</u>	<u>\$ 1,362</u>

### 9. **Notes Receivable**

As discussed in Footnote No. 1, "Basis of Presentation," on the first day of fiscal year 2010, we consolidated certain entities associated with past timeshare notes receivable securitization transactions. Prior to the 2010 first quarter, we were not required to consolidate the special purpose entities utilized to securitize the notes.

The following table details the composition of our notes receivable balances (net of reserves) at March 26, 2010, and January 1, 2010.

<i>(\$ in millions)</i>	<u>March 26, 2010</u>	<u>January 1, 2010</u>
Loans to timeshare owners – securitized	\$ 1,009	\$ 0
Loans to timeshare owners – non-securitized	334	424
Senior, mezzanine, and other loans – non-securitized	188	196
	<u>1,531</u>	<u>620</u>
Less current portion		
Loans to timeshare owners – securitized	(112)	0
Loans to timeshare owners – non-securitized	(58)	(72)
Senior, mezzanine, and other loans – non-securitized	(93)	(96)
	<u>\$ 1,268</u>	<u>\$ 452</u>

We classify notes receivable due within one year as current assets in the caption "Accounts and notes receivable" in the accompanying Condensed Consolidated Balance Sheets. Total long-term notes receivable as of March 26, 2010, and January 1, 2010, of \$1,268 million and \$452 million, respectively, consisted of loans to timeshare owners of \$1,173 million and \$352 million, respectively, loans to equity method investees of \$6 million and \$10 million, respectively, and other notes receivable of \$89 million and \$90 million, respectively.

The following tables provide securitized and non-securitized notes receivable detail regarding: 1) future notes receivable principal payments due (net of reserves and unamortized discounts), weighted average interest rates and ranges of stated interest rates; 2) notes receivable reserves; and 3) unamortized discounts.

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Notes Receivable Principal Payments (net of reserves and unamortized discounts) and Interest Rates

<i>(\$ in millions)</i>	Non-Securitized Notes Receivable	Securitized Notes Receivable	Total
2010	\$ 143	\$ 93	\$ 236
2011	49	114	163
2012	55	118	173
2013	34	122	156
2014	32	123	155
Thereafter	209	439	648
Balance at March 26, 2010	<u>\$ 522</u>	<u>\$ 1,009</u>	<u>\$ 1,531</u>
Weighted average interest rate at March 26, 2010	<u>10.0%</u>	<u>13.0%</u>	<u>12.0%</u>
Range of stated interest rates at March 26, 2010	<u>0 to 19.5%</u>	<u>5.2 to 19.5%</u>	<u>0 to 19.5%</u>

Notes Receivable Reserves

<i>(\$ in millions)</i>	Non-Securitized Notes Receivable	Securitized Notes Receivable	Total
Balance at year-end 2009	<u>\$ 210</u>	<u>\$ 0</u>	<u>\$ 210</u>
Balance at March 26, 2010	<u>\$ 210</u>	<u>\$ 126</u>	<u>\$ 336</u>

Notes Receivable Unamortized Discounts

<i>(\$ in millions)</i>	Non-Securitized Notes Receivable	Securitized Notes Receivable	Total
Balance at year-end 2009	<u>\$ 16</u>	<u>\$ 0</u>	<u>\$ 16</u>
Balance at March 26, 2010	<u>\$ 13</u>	<u>\$ 0</u>	<u>\$ 13</u>

Senior, Mezzanine, and Other Loans

We reflect interest income associated with “Senior, mezzanine, and other loans” in the “Interest income” caption in the accompanying Consolidated Statements of Income. For financial statement purposes, we generally do not accrue interest on “Senior, mezzanine, and other loans” that are impaired. At the end of the 2010 first quarter, our recorded investment in impaired “Senior, mezzanine, and other loans” was \$87 million. We had a \$79 million notes receivable reserve representing an allowance for credit losses, leaving \$8 million of our investment in impaired loans, for which we had no related allowance for credit losses. At year-end 2009, our recorded investment in impaired “Senior, mezzanine, and other loans” was \$191 million. We had a \$183 million notes receivable reserve representing an allowance for credit losses, leaving \$8 million of our investment in impaired loans, for which we had no related allowance for credit losses.

The following table summarizes the activity related to our “Senior, mezzanine, and other loans” notes receivable reserve for the 2010 first quarter:

<i>(\$ in millions)</i>	Notes Receivable Reserve
Year-end 2009 balance	<u>\$ 183</u>
Additions	1
Write-offs	(105)
Balance at March 26, 2010	<u>\$ 79</u>



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### *Loans to Timeshare Owners*

We reflect interest income associated with “Loans to timeshare owners” of \$45 million and \$13 million for the 2010 and 2009 first quarters, respectively, in the accompanying Consolidated Statements of Income in the “Timeshare sales and services” revenue caption. For the \$45 million of interest income recognized in the 2010 first quarter, \$36 million was associated with securitized loans and \$9 million was associated with non-securitized loans, whereas the \$13 million recognized in the 2009 first quarter was associated only with non-securitized loans.

The following table summarizes the activity related to our “Loans to timeshare owners” notes receivable reserve for the 2010 first quarter:

<i>(\$ in millions)</i>	<b>Non-Securitized Notes Receivable Reserve</b>	<b>Securitized Notes Receivable Reserve</b>	<b>Total</b>
Year-end 2009 balance	\$ 27	\$ 0	\$ 27
Additions for current year sales	7	0	7
Write-offs	(15)	0	(15)
One-time impact of ASU Nos. 2009-16 and 2009-17 <sup>(1)</sup>	84	135	219
Other	28	(9)	19
Balance at March 26, 2010	<u>\$ 131</u>	<u>\$ 126</u>	<u>\$ 257</u>

<sup>(1)</sup> The non-securitized notes receivable reserve relates to the implementation of ASU Nos. 2009-16 and 2009-17, which required us to establish reserves for certain previously securitized and subsequently repurchased notes held at January 2, 2010.

We record an estimate of expected uncollectibility on notes receivable that we receive from timeshare purchasers as a reduction of revenue at the time we recognize profit on a timeshare sale. We have fully reserved all defaulted notes in addition to recording a reserve on the estimated uncollectible portion of the remaining notes. For those notes not in default, we assess collectibility based on pools of receivables, because we hold large numbers of homogenous timeshare notes receivable. We estimate uncollectibles based on historical activity for similar timeshare notes receivable. In addition to a static pool analysis, which tracks uncollectibles for each year’s sales over the life of those notes, we utilized internal cash flow models to estimate future defaults. As of March 26, 2010, we estimated average remaining default rates of 9.1 percent and 7.1 percent for outstanding non-securitized and securitized timeshare notes receivable, respectively.

We do not record accrued interest on “Loans to timeshare owners” that are over 90 days past due.

The following table provides securitized and non-securitized timeshare notes receivable detail regarding our recorded investment in loans on nonaccrual status.

<i>(\$ in millions)</i>	<b>Non-Securitized Notes Receivable</b>	<b>Securitized Notes Receivable</b>	<b>Total</b>
Investment in loans on nonaccrual status at March 26, 2010	<u>\$ 111</u>	<u>\$ 25</u>	<u>\$ 136</u>
Investment in loans on nonaccrual status at January 1, 2010	<u>\$ 113</u>	<u>\$ 0</u>	<u>\$ 113</u>

## **10. Long-term Debt**

As discussed in Footnote No. 1, “Basis of Presentation,” on the first day of fiscal year 2010, we consolidated certain entities associated with past timeshare notes receivable securitization transactions, resulting in consolidation of the related debt obligations. Prior to the 2010 first quarter, we were not required to consolidate these entities. We securitized the notes receivable through bankruptcy-remote entities, and the entities’ creditors have no recourse to us.

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Our long-term debt at March 26, 2010, and January 1, 2010, consisted of the following:

<i>(\$ in millions)</i>	<b>March 26, 2010</b>	<b>January 1, 2010</b>
Non-recourse debt associated with securitized notes receivable, interest rates ranging from 0.22% to 7.20% (weighted average interest rate of 5.20%)	\$ 1,043	\$ 0
Less current portion	(120)	0
	<u>923</u>	<u>0</u>
<b>Senior Notes:</b>		
Series F, interest rate of 4.625%, face amount of \$348, maturing June 15, 2012 (effective interest rate of 5.02%)	347	347
Series G, interest rate of 5.810%, face amount of \$316, maturing November 10, 2015 (effective interest rate of 6.53%)	303	302
Series H, interest rate of 6.200%, face amount of \$289, maturing June 15, 2016 (effective interest rate of 6.30%)	289	289
Series I, interest rate of 6.375%, face amount of \$293, maturing June 15, 2017 (effective interest rate of 6.45%)	291	291
Series J, interest rate of 5.625%, face amount of \$400, maturing February 15, 2013 (effective interest rate of 5.71%)	398	398
\$2,404 Effective Credit Facility, average interest rate of 0.7794% at March 26, 2010	396	425
Other	202	246
	<u>2,226</u>	<u>2,298</u>
Less current portion	(25)	(64)
	<u>2,201</u>	<u>2,234</u>
	<u>\$ 3,124</u>	<u>\$ 2,234</u>

At March 26, 2010, except for non-recourse debt associated with securitized notes receivable that was secured by the related notes receivable, all other debt was recourse to us and unsecured. At March 26, 2010, we had long-term public debt ratings associated with our Senior Notes of BBB- from Standard and Poor's and Baa3 from Moody's Investor Service.

We are party to a multicurrency revolving credit agreement (the "Credit Facility") that provides for \$2.404 billion of aggregate effective borrowings to support general corporate needs, including working capital and capital expenditures, and letters of credit that have supported our commercial paper program. The Credit Facility expires on May 14, 2012. Borrowings under the Credit Facility bear interest at the London Interbank Offered Rate (LIBOR) plus a fixed spread. We also pay quarterly fees on the Credit Facility at a rate based on our public debt rating.

Each of our securitized notes receivable pools contains various triggers relating to the performance of the underlying notes receivable. If a pool of securitized notes receivable fails to perform within the pool's established parameters (default or delinquency thresholds by deal) there are provisions pursuant to which the excess spread we typically receive each month from that pool (related to the interests we retained) is effectively redirected to accelerate the principal payments to investors based on the subordination of the different tranches until the performance trigger is cured. During the first quarter of 2010, one pool that reached a performance trigger at year-end 2009 returned to compliance while three others reached performance triggers. As a result, an additional \$2 million in cash of excess spread was used to pay down debt during the first quarter of 2010. As of March 26, 2010, only one of our 13 securitized notes receivable pools was out of compliance with applicable triggers.

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The following tables provide securitized and non-securitized debt detail regarding: 1) future debt principal payments due (net of unamortized discounts), and 2) unamortized debt discounts.

### Debt Principal Payments (net of unamortized discounts)

<i>(\$ in millions)</i>	<u>Non-Recourse Debt</u>	<u>Other Debt</u>	<u>Total</u>
2010	\$ 106	\$ 21	\$ 127
2011	128	13	141
2012	132	754	886
2013	136	410	546
2014	137	12	149
Thereafter	404	1,016	1,420
Balance at March 26, 2010	<u>\$ 1,043</u>	<u>\$ 2,226</u>	<u>\$3,269</u>

As the contractual terms of the underlying securitized notes receivable determine the maturities of the non-recourse debt associated with them, actual maturities may differ because of prepayments by the notes receivable obligors.

### Unamortized Debt Discounts

<i>(\$ in millions)</i>	<u>Non-Recourse Debt</u>	<u>Other Debt</u>	<u>Total</u>
Balance at January 1, 2010	\$ 0	\$ 20	\$ 20
Balance at March 26, 2010	<u>\$ 0</u>	<u>\$ 19</u>	<u>\$ 19</u>

Cash paid for interest, net of amounts capitalized, was \$27 million in the 2010 first quarter and \$13 million in the 2009 first quarter.

[Table of Contents](#)**11. Comprehensive Income and Capital Structure**

The following tables detail comprehensive income attributable to Marriott, comprehensive income attributable to noncontrolling interests, and consolidated comprehensive income for the twelve weeks ended March 26, 2010, and March 27, 2009.

(\$ in millions)	Attributable to Marriott		Attributable to Noncontrolling Interests		Consolidated	
	Twelve Weeks Ended		Twelve Weeks Ended		Twelve Weeks Ended	
	March 26, 2010	March 27, 2009	March 26, 2010	March 27, 2009	March 26, 2010	March 27, 2009
Net income (loss)	\$ 83	\$ (23)	\$ 0	\$ (2)	\$ 83	\$ (25)
Other comprehensive income (loss), net of tax:						
Foreign currency translation adjustments	(13)	(11)	0	0	(13)	(11)
Other derivative instrument adjustments	0	1	0	0	0	1
Unrealized losses on available-for-sale securities	0	(2)	0	0	0	(2)
Total other comprehensive (loss) income, net of tax	(13)	(12)	0	0	(13)	(12)
Comprehensive income (loss)	<u>\$ 70</u>	<u>\$ (35)</u>	<u>\$ 0</u>	<u>\$ (2)</u>	<u>\$ 70</u>	<u>\$ (37)</u>

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The following table details changes in shareholders' equity attributable to Marriott shareholders. Equity attributable to the noncontrolling interests was zero as of March 26, 2010 and January 1, 2010. The following table also includes the cumulative effect of a change in accounting principle of \$146 million recorded directly to retained earnings on the first day of the 2010 fiscal year as a result of our adopting ASU Nos. 2009-16 and 2009-17. See Footnote No. 1, "Basis of Presentation" for additional information regarding the adoption of those updates.

(\$ in millions, except per share amounts)

Common Shares Outstanding		Equity Attributable to Marriott Shareholders					Accumulated Other Comprehensive Income
		Total	Class A Common Stock	Additional Paid-in-Capital	Retained Earnings	Treasury Stock, at Cost	
358.2	Balance at year-end 2009	\$1,142	\$ 5	\$ 3,585	\$ 3,103	\$(5,564)	\$ 13
0	Impact of adoption of ASU 2009-16 and ASU 2009-17	(146)	0	0	(146)	0	0
358.2	Opening balance fiscal year 2010	\$ 996	\$ 5	\$ 3,585	\$ 2,957	\$(5,564)	\$ 13
0	Net income	83	0	0	83	0	0
0	Other comprehensive income	(13)	0	0	0	0	(13)
0	Dividends (\$0.0400 per share)	(14)	0	0	(14)	0	0
2.9	Employee stock plan issuance	18	0	(61)	12	67	0
361.1	Balance at March 26, 2010	\$1,070	\$ 5	\$ 3,524	\$ 3,038	\$(5,497)	\$ 0

## 12. Contingencies

### Guarantees

We issue guarantees to certain lenders and hotel owners primarily to obtain long-term management contracts. The guarantees generally have a stated maximum amount of funding and a term of three to 10 years. The terms of guarantees to lenders generally require us to fund if cash flows from hotel operations are inadequate to cover annual debt service or to repay the loan at the end of the term. The terms of the guarantees to hotel owners generally require us to fund if the hotels do not attain specified levels of operating profit. Guarantee fundings to lenders and hotel owners are generally recoverable as loans repayable to us out of future hotel cash flows and/or proceeds from the sale of hotels. We also enter into project completion guarantees with certain lenders in conjunction with hotels and Timeshare segment properties that we or our joint venture partners are building.

The maximum potential amount of future fundings for guarantees where we are the primary obligor and the carrying amount of the liability for expected future fundings at March 26, 2010, are as follows:

(\$ in millions)

Guarantee Type	Maximum Potential Amount of Future Fundings	Liability for Expected Future Fundings at March 26, 2010
Debt service	\$ 37	\$ 3
Operating profit	132	23
Other	59	2
Total guarantees where we are the primary obligor	\$ 228	\$ 28

The liability for expected future fundings at March 26, 2010, is included in our Condensed Consolidated Balance Sheets as follows: \$6 million in the "Other current liabilities" line item and \$22 million in the "Other long-term liabilities" line item.

Our guarantees of \$228 million listed in the preceding table include \$32 million of operating profit guarantees that will not be in effect until the underlying properties open and we begin to operate the properties, \$3 million of debt service guarantees that will not be in effect until the underlying debt has been funded, and \$8 million of other guarantees.

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The guarantees of \$228 million in the preceding table do not include \$162 million of guarantees related to Senior Living Services lease obligations totaling \$109 million (expiring in 2013) and lifecare bonds of \$53 million (estimated to expire in 2016), for which we are secondarily liable. Sunrise Senior Living, Inc. ("Sunrise") is the primary obligor of the leases and \$8 million of the lifecare bonds, and CNL Retirement Properties, Inc. ("CNL"), which subsequently merged with Health Care Property Investors, Inc., is the primary obligor of \$43 million of the lifecare bonds. Five Star Senior Living is the primary obligor of the remainder of the lifecare bonds. Prior to our sale of the Senior Living Services business in 2003, these preexisting guarantees were guarantees by us of obligations of consolidated Senior Living Services subsidiaries. Sunrise and CNL have indemnified us for any guarantee fundings we may be called upon to make in connection with these lease obligations and lifecare bonds. While we currently do not expect to fund under the guarantees, according to SEC filings made by Sunrise, because of Sunrise's financial position and reduced access to liquidity, Sunrise's continued ability to meet these guarantee obligations cannot be assured.

The table also does not include lease obligations, for which we became secondarily liable when we acquired the Renaissance Hotel Group N.V. in 1997, consisting of annual rent payments of approximately \$6 million and total remaining rent payments through the initial term of approximately \$57 million. Most of these obligations expire at the end of 2020. CTF Holdings Ltd. ("CTF") had originally made available €35 million in cash collateral in the event that we are required to fund under such guarantees (approximately €6 million (\$8 million) remained at March 26, 2010). Our contingent liability exposure of approximately \$57 million will decline to the extent that CTF obtains releases from the landlords or these hotels exit the system. Since the time we assumed these guarantees, we have not funded any amounts and we do not expect to fund any amounts under these guarantees in the future.

In addition to the guarantees noted in the preceding table, we provided a project completion guarantee to a lender for a project with an estimated aggregate total cost of \$586 million. We are liable on a several basis with our partners in an amount equal to our pro rata ownership in the joint venture, which is 34 percent. The carrying value of our liability at March 26, 2010, related to this guarantee was \$28 million as further discussed in Footnote No. 15, "Variable Interest Entities." The preceding table also does not include a project completion guarantee that we provided to another lender for a project with an estimated aggregate total cost of CAD \$466 million (USD \$439 million). The joint venture will satisfy payments for cost overruns for this project through contributions from the partners or from borrowings, and we are liable on a several basis with our partners in an amount equal to our pro rata ownership in the joint venture, which is 20 percent. We do not expect to fund under the guarantee. At March 26, 2010, the carrying value of our liabilities associated with this project completion guarantee was \$3 million.

In addition to the guarantees described in the preceding paragraphs, in conjunction with financing obtained for specific projects or properties owned by joint ventures, in which we are a party, we may provide industry standard indemnifications to the lender for loss, liability, or damage occurring as a result of the actions of the other joint venture owner or our own actions.

### *Commitments and Letters of Credit*

In addition to the guarantees noted in the preceding paragraphs, as of March 26, 2010, we had the following commitments outstanding:

- \$4 million of loan commitments that we have extended to owners of lodging properties. We expect to fund approximately \$2 million of these commitments within three years, and do not expect to fund the remaining \$2 million of commitments, \$1 million of which will expire within three years and \$1 million of which will expire after five years.
- Commitments to invest up to \$48 million of equity for noncontrolling interests in partnerships that plan to purchase North American full-service and limited-service properties or purchase or develop hotel-anchored mixed-use real estate projects. We expect to fund \$11 million of these commitments in one to two years and \$27 million within three years and \$10 million after three

years. If not funded, \$28 million of these investment commitments will expire within one to two years and \$20 million will expire in more than three years.

- A commitment, with no expiration date, to invest up to \$11 million in a joint venture for development of a new property that we expect to fund within three years.
- A commitment, with no expiration date, to invest up to \$7 million in a joint venture that we do not expect to fund.
- A commitment, subject to certain conditions, to invest up to \$47 million (€35 million) into a new fund to purchase or develop managed Marriott brand hotels in Western Europe that will be managed exclusively by us. The commitment will terminate on June 30, 2010 if marketing of the fund has not begun by that date. Based on current fundraising conditions, we do not expect marketing to commence by June 30, 2010, at which point the commitment will expire unless extended by mutual agreement.
- A commitment to invest up to \$27 million (€20 million) in a joint venture in which we are a partner. We do not expect to fund under this commitment.
- A commitment to subscribe for shares up to \$1.0 million (€0.8 million) in a joint venture in which we are a partner. We expect to fund this commitment within a year.
- Two commitments for an aggregate of \$130 million to purchase timeshare and fractional units upon completion of construction for use in our Asia Pacific points and The Ritz-Carlton Destination Club programs. We have already made deposits of \$22 million in conjunction with these commitments. With regard to the payment of the remaining \$108 million, the payment of \$100 million is conditioned on satisfaction of certain conditions, and we have certain claims and contingencies that may have the effect of delaying and/or reducing the amount of such payment, which could otherwise become due in the third or fourth quarter of this year.
- \$4 million (€3 million) of other purchase commitments that will be funded over the next 5 years, as follows: \$1 million in each of 2011, 2012, 2013 and 2014.

At March 26, 2010, we had \$109 million of letters of credit outstanding, the majority of which related to our self-insurance programs. Surety bonds issued as of March 26, 2010, totaled \$329 million, the majority of which were requested by federal, state or local governments related to our lodging operations, including our Timeshare segment and self-insurance programs.

### 13. **Business Segments**

We are a diversified hospitality company with operations in five business segments:

- *North American Full-Service Lodging*, which includes the Marriott Hotels & Resorts, Marriott Conference Centers, JW Marriott, Renaissance Hotels, Renaissance ClubSport, and Autograph Collection properties located in the continental United States and Canada;
- *North American Limited-Service Lodging*, which includes the Courtyard, Fairfield Inn & Suites, SpringHill Suites, Residence Inn, TownePlace Suites, and Marriott ExecuStay properties located in the continental United States and Canada;
- *International Lodging*, which includes the Marriott Hotels & Resorts, JW Marriott, Renaissance Hotels, Courtyard, Fairfield Inn & Suites, Residence Inn, and Marriott Executive Apartments properties located outside the continental United States and Canada;

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- *Luxury Lodging*, which includes The Ritz-Carlton and Bulgari Hotels & Resorts properties worldwide (together with residential properties associated with some Ritz-Carlton hotels), as well as EDITION, for which no properties are yet open; and
- *Timeshare*, which includes the development, marketing, operation, and sale of Marriott Vacation Club, The Ritz-Carlton Destination Club, The Ritz-Carlton Residences, and Grand Residences by Marriott timeshare, fractional ownership, and residential properties worldwide.

We evaluate the performance of our segments based primarily on the results of the segment without allocating corporate expenses, income taxes, or indirect general, administrative, and other expenses. With the exception of the Timeshare segment, we do not allocate interest income or interest expense to our segments. Prior to the 2010 first quarter, we included note sale gains/(losses) in our Timeshare segment results. Due to our adoption of ASU Nos. 2009-16 and 2009-17, as discussed in Footnote No. 1, "Basis of Presentation," we no longer account for note receivable securitizations as sales but rather as secured borrowings as defined in these topics, and therefore, we do not expect to recognize gains or losses on future note receivable securitizations. We include interest income and interest expense associated with our Timeshare segment notes in our Timeshare segment results because financing sales and securitization transactions are an integral part of that segment's business. In addition, we allocate other gains and losses, equity in earnings or losses from our joint ventures, divisional general, administrative, and other expenses, and income or losses attributable to noncontrolling interests to each of our segments. "Other unallocated corporate" represents that portion of our revenues, general, administrative, and other expenses, equity in earnings or losses, and other gains or losses that are not allocable to our segments.

We aggregate the brands presented within our North American Full-Service, North American Limited-Service, International, Luxury, and Timeshare segments considering their similar economic characteristics, types of customers, distribution channels, the regulatory business environment of the brands and operations within each segment and our organizational and management reporting structure.

### Revenues

(\$ in millions)	Twelve Weeks Ended	
	March 26, 2010	March 27, 2009
North American Full-Service Segment	\$ 1,163	\$ 1,166
North American Limited-Service Segment	461	441
International Segment	267	247
Luxury Segment	366	351
Timeshare Segment	358	277
Total segment revenues	2,615	2,482
Other unallocated corporate	15	13
	<u>\$ 2,630</u>	<u>\$ 2,495</u>



**Income (Loss) Attributable to Marriott**

(\$ in millions)	Twelve Weeks Ended	
	March 26, 2010	March 27, 2009
North American Full-Service Segment	\$ 71	\$ 69
North American Limited-Service Segment	59	33
International Segment	33	37
Luxury Segment	21	(22)
Timeshare Segment	25	(17)
Total segment financial results	209	100
Other unallocated corporate	(53)	(66)
Interest expense and interest income <sup>(1)</sup>	(27)	(23)
Income taxes	(46)	(34)
	<u>\$ 83</u>	<u>\$ (23)</u>

<sup>(1)</sup> Of the \$45 million of interest expense shown on the Condensed Consolidated Statement of Income for the 2010 first quarter, we allocated \$14 million to our Timeshare Segment.

**Net Losses Attributable to Noncontrolling Interests**

(\$ in millions)	Twelve Weeks Ended	
	March 26, 2010	March 27, 2009
Timeshare Segment net losses attributable to noncontrolling interests	\$ 0	\$ 3
Provision for income taxes	0	(1)
	<u>\$ 0</u>	<u>\$ 2</u>

**Equity in Losses of Equity Method Investees**

(\$ in millions)	Twelve Weeks Ended	
	March 26, 2010	March 27, 2009
North American Limited-Service Segment	(5)	(3)
Luxury Segment	(1)	(30)
Timeshare Segment	(5)	(1)
	<u>(11)</u>	<u>(34)</u>

**Assets**

(\$ in millions)	At Period End	
	March 26, 2010	January 1, 2010
North American Full-Service Segment	\$ 1,179	\$ 1,175
North American Limited-Service Segment	478	468
International Segment	837	849
Luxury Segment	648	653
Timeshare Segment	3,448	2,653
Total segment assets	6,590	5,798
Other unallocated corporate	2,203	2,135
	<u>\$ 8,793</u>	<u>\$ 7,933</u>

We estimate that, for the 20-year period from 2010 through 2029, the cost of completing all phases of our existing portfolio of owned timeshare properties will be approximately \$2.9 billion. This estimate is based on our current development plans, which remain subject to change.

**14. Restructuring Costs and Other Charges**

During the latter part of 2008, we experienced a significant decline in demand for domestic and international hotel rooms based in part on the failures and near failures of a number of large financial service companies in the fourth quarter of 2008 and the dramatic downturn in the economy. Our capital-intensive Timeshare business was also hurt globally by the downturn in market conditions and particularly the significant deterioration in the credit markets, which resulted in our decision not to complete a note sale in the fourth quarter of 2008 (although we did complete note sales in the first and

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fourth quarters of 2009). These declines resulted in reduced management and franchise fees, cancellation of development projects, reduced timeshare contract sales, and anticipated losses under guarantees and loans. In the fourth quarter of 2008, we put certain company-wide cost-saving measures in place in response to these declines, with individual company segments and corporate departments implementing further cost saving measures. Upper-level management responsible for the Timeshare segment, hotel operations, development, and above-property level management of the various corporate departments and brand teams individually led these decentralized management initiatives.

The various initiatives resulted in aggregate restructuring costs of \$55 million that we recorded in the fourth quarter of 2008. We also recorded \$137 million of other charges in the 2008 fourth quarter. For information regarding the fourth quarter 2008 charges, see Footnote No. 20, "Restructuring Costs and Other Charges," in our 2008 Form 10-K. As part of the restructuring actions we began in the fourth quarter of 2008, we initiated further cost savings measures in 2009 associated with our Timeshare segment, hotel development, above-property level management, and corporate overhead that resulted in additional restructuring costs of \$51 million in 2009, including \$2 million in restructuring costs in the 2009 first quarter. We completed this restructuring in 2009 and do not expect to incur additional expenses in connection with these initiatives. We also recorded \$162 million of other charges in 2009, including \$127 million of other charges in the 2009 first quarter. For information regarding the 2009 charges, see Footnote No. 21, "Restructuring Costs and Other Charges," in our 2009 Form 10-K.

### Summary of Restructuring Costs and Liability

The following table provides additional information regarding our restructuring, including the balance of the liability at the end of the first quarter of 2010 and total costs incurred through the end of the restructuring in 2009.

<i>(\$ in millions)</i>	Restructuring Costs Liability at January 1, 2010	Cash Payments in the 2010 First Quarter	Restructuring Costs Liability at March 26, 2010	Total Cumulative Restructuring Costs through 2009 <sup>(1)</sup>
Severance-Timeshare	\$ 4	\$ 2	\$ 2	\$ 29
Facilities exit costs-Timeshare	18	1	17	34
Development cancellations-Timeshare	0	0	0	10
Total restructuring costs-Timeshare	22	3	19	73
Severance-hotel development	1	0	1	4
Development cancellations-hotel development	0	0	0	22
Total restructuring costs-hotel development	1	0	1	26
Severance-above property-level management	2	1	1	7
Total restructuring costs-above property-level management	2	1	1	7
Total restructuring costs	<u>\$ 25</u>	<u>\$ 4</u>	<u>\$ 21</u>	<u>\$ 106</u>

<sup>(1)</sup> Includes charges recorded in the 2008 fourth quarter through year-end 2009. We did not incur and do not expect to incur additional expenses as part of the restructuring.

## 15. Variable Interest Entities

In accordance with the guidance for the consolidation of variable interest entities, we analyze our variable interests, including loans, guarantees, and equity investments, to determine if an entity in which we have a variable interest, is a variable interest entity. Our analysis includes both quantitative and qualitative reviews. We base our quantitative analysis on the forecasted cash flows of the entity, and our qualitative analysis on our review of the design of the entity, its organizational structure including decision-making ability, and relevant financial agreements. We also use our qualitative analyses to determine if we must consolidate a variable interest entity as the primary beneficiary.

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We periodically sell, without recourse, through special purpose entities, notes receivable originated by our Timeshare segment in connection with the sale of timeshare interval and fractional products. These securitizations provide funding for the Company and transfer the economic risks and substantially all the benefits of the loans to third parties. In a securitization, various classes of debt securities that the special purpose entities issue are generally collateralized by a single tranche of transferred assets, which consist of timeshare notes receivable. The Company services the notes receivable. With each securitization, we may retain a portion of the securities, subordinated tranches, interest-only strips, subordinated interests in accrued interest and fees on the securitized receivables or, in some cases, overcollateralization and cash reserve accounts.

Pursuant to generally accepted accounting principles that existed prior to fiscal year 2010, these entities met the definition of QSPEs, and we were not required to evaluate them for consolidation. Upon implementation in the 2010 first quarter of the new accounting topics related to transfers of financial assets (see Footnote No. 1, "Basis of Presentation" for additional information), the Company evaluated these entities for consolidation. We created these entities to serve as a mechanism for holding assets and related liabilities, and the entities have no equity investment at risk, making them variable interest entities. We continue to service the notes and transfer all proceeds collected to these special purpose entities and retain rights to receive benefits that are potentially significant to the entities. Thus, under the new accounting topics, we have concluded that we are the entities' primary beneficiary and, therefore, we consolidate them. Please see Footnote No. 1, "Basis of Presentation" for the impact of initial consolidation of these entities.

At March 26, 2010, the carrying amount of consolidated assets included within our Condensed Consolidated Balance Sheet that are collateral for the variable interest entities' obligations totaled \$1,056 million, comprised primarily of \$112 million and \$897 million of current and long-term notes receivable (net of reserves), respectively. In addition, we consolidated \$31 million and \$16 million of current and long-term restricted cash, respectively. Further, at March 26, 2010, the carrying amount of the consolidated liabilities included within our Condensed Consolidated Balance Sheet for these variable interest entities totaled \$1,047 million, comprised of \$4 million of interest payable, \$120 million of current portion of long-term debt and \$923 million of long-term debt. The noncontrolling interest balance was zero. The creditors of these entities do not have general recourse to us.

Under the terms of our timeshare note sales, we have the right at our option to repurchase defaulted mortgage notes at the outstanding principal balance. The transaction documents typically limit such repurchases to 10 to 15 percent of the transaction's initial mortgage balance. Voluntary repurchases by us of defaulted notes during the 2010 and 2009 first quarters were \$17 million and \$11 million, respectively.

We have an equity investment in and a loan receivable due from a variable interest entity that develops and markets fractional ownership and residential interests, and we consolidate the entity because we are the primary beneficiary. We concluded that the entity is a variable interest entity because the voting rights are not proportionate to the economic interests. The loan we provided to the entity replaced the original senior loan, and at March 26, 2010, had a principal balance of \$88 million and an accrued interest balance of \$6 million. The variable interest entity uses the loan facility to fund its net cash flow. The loan's outstanding principal balance did not increase during the 2010 first quarter.

At March 26, 2010, the carrying amount of consolidated assets included within our Condensed Consolidated Balance Sheet that are collateral for the variable interest entity's obligations totaled \$33 million and comprised \$30 million of real estate held for development, property, equipment, and other assets and \$3 million of cash. Further, at March 26, 2010, the carrying amount of the consolidated liabilities included within our Condensed Consolidated Balance Sheet for this variable interest entity totaled \$4 million and the noncontrolling interest was zero. The creditors of this entity do not have general recourse to us. We have contracted to purchase the noncontrolling interest in the entity for less than \$1 million. The acquisition will occur in stages. We acquired 3 percent of the noncontrolling

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interest in the entity during the 2009 third quarter, which provided us with a majority voting interest, and 47 percent of the noncontrolling interest in the entity during the 2010 first quarter. The acquisition is expected to be completed in the 2010 third quarter. Our involvement with the entity did not have a material effect on financial performance or cash flows during the 2010 first quarter.

Our Timeshare segment uses several special purpose entities to maintain ownership of real estate in certain jurisdictions in order to facilitate sales within pooled ownership structures (the "Clubs"). We absorb the variability in the assets of the Clubs to the extent that inventory has not been sold to the ultimate Club member. The Clubs are variable interest entities because the equity investment at risk is not sufficient to permit the entities to finance their activities without additional support from other parties.

We contributed all of the Clubs' assets to them, in exchange for all of the entities' beneficial interests. We determined that we are the primary beneficiary of two of the Clubs as we have the power to direct the activities that most significantly impact the economic performance of the entities through our rights to market and sell the assets of the entities and our rights to the proceeds from such sale. At the end of the 2010 first quarter, the carrying amount of assets included in our Condensed Consolidated Balance Sheet associated with the consolidated Clubs was \$19 million, comprised entirely of inventory. The carrying amount of liabilities included in our Condensed Consolidated Balance Sheet was less than \$1 million, and there were no noncontrolling interests. Our involvement with the Clubs did not have a material effect on our financial position, financial performance or cash flows during the 2010 first quarter. The creditors of these entities do not have general recourse to us.

We determined that we were not the primary beneficiary of one previously consolidated Club beginning in the 2010 first quarter. By virtue of transfer of variable interests to third parties, the power to direct the activities that most significantly impact economic performance of the entity is now shared amongst the variable interest holders. Our maximum exposure to loss is \$26 million, the carrying value of our interest in this entity, which is classified as inventory, and the carrying costs during the holding period.

We have a call option on the equity of a variable interest entity that holds property and land acquired for timeshare development that is currently operated by us as a hotel, which gives us ultimate power to direct the activities of the entity that most significantly impact economic performance. The entity is a variable interest entity because the equity investment at risk is not sufficient to permit the entity to finance its activities without additional support from other parties. At March 26, 2010, the carrying amount of the entity's assets included within our Condensed Consolidated Balance Sheet totaled \$19 million, entirely comprised of property and land. The carrying amount of the liabilities included within our Condensed Consolidated Balance Sheet for this variable interest entity totaled less than \$1 million and the noncontrolling interest was zero. Our involvement with the entity did not have a material effect on our financial performance or cash flows during the 2010 first quarter. The creditors of this entity do not have general recourse to us.

We have an equity investment in and a loan receivable due from a variable interest entity that develops and markets fractional ownership and residential interests, and we do not consolidate the entity because we are not the primary beneficiary. We concluded that the entity is a variable interest entity because the equity investment at risk is not sufficient to permit the entity to finance its activities without additional support from other parties. We have determined that we are not the primary beneficiary as power to direct the activities that most significantly impact economic performance of the entity is shared amongst the variable interest holders. During the first quarter of 2010, we advanced less than \$1 million in additional loans to fund progress toward completion of the project. In the 2009 third quarter, we fully impaired our equity investment and certain loans receivable due from the entity. We may fund up to an additional \$28 million and do not expect to recover this amount, which has been accrued and is included in current liabilities. See Footnote No. 20, "Timeshare Strategy-Impairment Charges," in the 2009 Form 10-K for additional information. Coupled with the outstanding balance of \$4 million on our loan receivable, our maximum exposure to loss is \$32 million.

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In conjunction with the transaction with CTF described more fully in Footnote No. 8, “Acquisitions and Dispositions,” of our Annual Report on Form 10-K for the fiscal year ended December 28, 2007, under the caption “2005 Acquisitions,” we manage 12 hotels on behalf of four tenant entities 100 percent owned by CTF, which lease the hotels from third-party owners. Due to certain provisions in the management agreements, we account for these contracts as operating leases. The entities have minimal equity and minimal assets comprised of hotel working capital and furniture, fixtures, and equipment. In conjunction with the 2005 transaction, CTF had placed money in a trust account to cover cash flow shortfalls and to meet rent payments. In turn, we released CTF from their guarantees fully in connection with eight of these properties and partially in connection with the other four properties. At March 26, 2010, the trust account held approximately \$7 million. The tenant entities are variable interest entities because the holder of the equity investment at risk, CTF, lacks the ability through voting rights to make key decisions about the entities’ activities that have a significant effect on the success of the entities. We do not consolidate the entities because we do not bear the majority of the expected losses. We are secondarily liable (after exhaustion of funds from the trust account) for rent payments for eight of the 12 hotels in the event that there are cash flow shortfalls. Future minimum lease payments through the end of the lease term for these hotels totaled approximately \$63 million at March 26, 2010. In addition, we are secondarily liable for rent payments of up to an aggregate cap of \$19 million for the four other hotels in the event that there are cash flow shortfalls. Our maximum exposure to loss is limited to the rent payments and certain other tenant obligations under the lease, for which we are secondarily liable.

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

**Forward-Looking Statements**

We make forward-looking statements in Management's Discussion and Analysis of Financial Condition and Results of Operations and elsewhere in this report based on the beliefs and assumptions of our management and on information currently available to us. Forward-looking statements include information about our possible or assumed future results of operations, which follow under the headings "Business and Overview," "Liquidity and Capital Resources," and other statements throughout this report preceded by, followed by or that include the words "believes," "expects," "anticipates," "intends," "plans," "estimates" or similar expressions.

Forward-looking statements are subject to a number of risks and uncertainties that could cause actual results to differ materially from those expressed in these forward-looking statements, including the risks and uncertainties described below and other factors we describe from time to time in our periodic filings with the U.S. Securities and Exchange Commission (the "SEC"). We therefore caution you not to rely unduly on any forward-looking statements. The forward-looking statements in this report speak only as of the date of this report, and we undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future developments or otherwise.

In addition, see the "Item 1A. Risk Factors" caption in the "Part II-OTHER INFORMATION" section of this report.

**BUSINESS AND OVERVIEW**

*Lodging*

Business conditions remained challenging in the 2010 first quarter as occupancy and room rates at our hotels were substantially below 2008 levels. At the same time, we saw meaningful improvement in global demand as compared to both the year-ago quarter and the 2009 fourth quarter, particularly among business transient customers and association group customers. Worldwide occupancy rates for our properties rose during the first quarter with particular strength in properties in Asia and in our luxury properties around the world. Nevertheless, average daily rates in the 2010 first quarter were lower than last year. However, as demand strengthens, and occupancy rates increase, we expect pricing to improve later in 2010.

Association group demand continued to improve progressively throughout the first quarter of 2010 with improvement in attendance at association group meetings; however, corporate group demand still remained weak. Group meeting cancellations returned to average levels and expected attendance for future group meetings continued to improve. Non-corporate demand continued to improve in the 2010 first quarter, largely as a result of continued promotional efforts aimed at driving leisure and other discounted transient business. However, as corporate demand improves and room rates rise, we expect leisure and other discontinued transient business demand will decline. Our strategy continues to be to preserve and increase hotel profit margins by driving revenue, including managing our mix of customers, and by aggressively managing costs.

We monitor market conditions continuously and are able to quickly change the mix of our business to take advantage of higher demand. We are also able to quickly institute high-impact and low-cost sales promotions as needed. These promotions are designed both to reward and retain loyal customers and to attract new guests. Both [www.Marriott.com](http://www.Marriott.com) and our loyal Marriott Rewards member base are low-cost and high-impact vehicles for our revenue generation efforts. We also communicate with our customers through social media channels, such as YouTube, Twitter, Facebook, and through our blog "Marriott on the Move."

Properties in our system are maintaining very tight cost controls, as we continue to focus on minimizing costs and enhancing property-level house profit margins. We have maintained many of our 2009

property-level cost saving initiatives such as adjusting menus and restaurant hours, modifying room amenities, relaxing some brand standards for hotels, cross-training personnel, utilizing personnel at multiple properties where feasible, and not filling some vacant positions. We also reduced above-property costs, which are allocated to hotels, by scaling back systems, processing, and support areas. In addition, we have not filled certain above-property vacant positions, and have encouraged, or, where legally permitted, required employees to use their vacation time accrued during the 2010 fiscal year.

Our lodging business model involves managing and franchising hotels, rather than owning them. At March 26, 2010, 45 percent of the hotel rooms in our system were operated under management agreements, 53 percent were operated under franchise agreements, and 2 percent were owned or leased by us. Our emphasis on management contracts and franchising tends to provide more stable earnings in periods of economic softness while the addition of new hotels to our system generates growth. With long-term management and franchise agreements, this strategy has allowed substantial growth while reducing financial leverage and risk in a cyclical industry. In addition, we increase our financial flexibility by reducing our capital investments and adopting a strategy of recycling the investments that we make.

We currently have over 95,000 rooms in our lodging development pipeline. During the first quarter of 2010, we opened 8,361 rooms (gross), which included one residential unit. Approximately 5 percent of these rooms were conversions from competitor brands and 26 percent of the new rooms were located outside the United States. For the full 2010 fiscal year, we expect to open approximately 25,000 to 30,000 rooms (gross), not including residential units or timeshare units.

We calculate RevPAR (revenue per available room) by dividing room sales for comparable properties by room nights available to guests for the period. We consider RevPAR to be a meaningful indicator of our performance because it measures the period-over-period change in room revenues for comparable properties. RevPAR may not be comparable to similarly titled measures, such as revenues. References to RevPAR throughout this report are in constant dollars, unless otherwise noted.

Company-operated house profit margin is the ratio of property-level gross operating profit (also known as house profit) to total property-level revenue. We consider house profit margin to be a meaningful indicator of our performance because this ratio measures our overall ability as the operator to produce property-level profits by generating sales and controlling the operating expenses over which we have the most direct control. Gross operating profit includes room, food and beverage, and other revenue and the related expenses including payroll and benefits expenses, as well as repairs and maintenance, utility, general and administrative, and sales and marketing expenses. Gross operating profit does not include the impact of management fees, furniture, fixtures and equipment replacement reserves, insurance, taxes, or other fixed expenses.

For our North American comparable properties, systemwide RevPAR (which includes data from our franchised, managed, owned, and leased properties) decreased by 1.8 percent in the first quarter of 2010, compared to the year-ago quarter, reflecting lower average daily rates partially offset by improved occupancy levels in most markets. For our properties outside North America, first quarter 2010 systemwide RevPAR increased 1.2 percent versus the year-ago quarter, reflecting improved occupancy levels partially offset by lower average daily rates.

#### *Timeshare*

Demand for our timeshare interval products improved in the 2010 first quarter, as compared to the 2009 first quarter, in response to purchase incentives and targeted marketing efforts instituted throughout 2009. However, demand for fractional and residential units remains weak. As with Lodging, our Timeshare properties continue to maintain very tight cost controls, and we have not filled certain vacant positions, and have encouraged, or, where legally permitted, required employees to use their vacation time accrued during the 2010 fiscal year.

Since the sale of timeshare and fractional intervals and condominiums follows the percentage-of-completion accounting method, soft demand frequently is not reflected in our Timeshare segment results until later accounting periods. Intentional and unintentional construction delays could also reduce nearer-term Timeshare segment results as percentage-of-completion revenue recognition may correspondingly be delayed as well.

On January 2, 2010, the first day of the 2010 fiscal year, we adopted Financial Accounting Standards No. 166, "Accounting for Transfers of Financial Assets, an Amendment of FASB Statement No. 140" ("FAS No. 166") or Accounting Standards Update No. 2009-16, "Transfers and Servicing (Topic 860): Accounting for Transfers of Financial Assets" ("ASU No. 2009-16") and Financial Accounting Standards No. 167, "Amendments to FASB Interpretation No. 46(R)" ("FAS No. 167") or Accounting Standards Update No. 2009-17, "Consolidations (Topic 810): Improvements to Financial Reporting by Enterprises Involved with Variable Interest Entities" ("ASU No. 2009-17").

As a result of the adoption of both topics in the 2010 first quarter, we consolidated 13 existing qualifying special purpose entities associated with past securitization transactions, and we recorded a one-time non-cash after-tax reduction to shareholders' equity of \$146 million (\$238 million pretax) in the 2010 first quarter, representing the cumulative effect of a change in accounting principle.

See Footnote No. 1, "Basis of Presentation" for more detailed information regarding the adoption of these topics, including the impact to our Condensed Consolidated Balance Sheet and Condensed Consolidated Statement of Income.

## **CONSOLIDATED RESULTS**

The following discussion presents an analysis of results of our operations for the twelve weeks ended March 26, 2010, compared to the twelve weeks ended March 27, 2009. Including residential products, we opened 250 properties (37,829 rooms) while 20 properties (4,145 rooms) exited the system since the first quarter of 2009.

### **Revenues**

Revenues increased by \$135 million (5 percent) to \$2,630 million in the first quarter of 2010 from \$2,495 million in the first quarter of 2009, as a result of higher: Timeshare sales and service revenue (\$76 million); cost reimbursements revenue (\$50 million); owned, leased, corporate housing, and other revenue (\$9 million); and franchise fees (\$3 million). These revenue increases were partially offset by a decrease in incentive management fees (\$3 million (comprised of a \$4 million decrease for North America and \$1 million increase outside of North America)).

The increase in Timeshare sales and services revenue to \$285 million in the 2010 first quarter, from \$209 million in the 2009 first quarter, primarily reflected higher financing revenue from increased interest income from consolidation of securitized notes, higher development revenue from higher demand for certain projects and one project that became reportable in the 2010 first quarter. See "BUSINESS SEGMENTS: Timeshare," later in this report for additional information on our Timeshare segment.

The increase in owned, leased, corporate housing, and other revenue, to \$229 million in the 2010 first quarter, from \$220 million in the 2009 first quarter, largely reflected \$5 million of higher revenue for owned and leased properties and \$4 million of higher hotel agreement termination fees associated with three properties exiting our system. The increase in owned and leased revenue primarily reflected increased occupancy levels. Combined branding fees associated with affinity card endorsements and the sale of branded residential real estate totaled \$14 million for each of the 2010 and 2009 first quarters.

The decrease in incentive management fees, to \$40 million in the 2010 first quarter from \$43 million in the 2009 first quarter, primarily reflected lower property-level operating income and margins in the first quarter of 2010 compared to the first quarter of 2009. Lower room rates continue to compress property-level operating income and margins; however, that impact is partially offset by the impact of property-



level cost controls. The increase in franchise fees, to \$91 million in the 2010 first quarter from \$88 million in the 2009 first quarter, primarily reflected the impact of unit growth across the system, partially offset by the impact of lower average daily rates.

Cost reimbursements revenue represents reimbursements of costs incurred on behalf of managed and franchised properties and relates, predominantly, to payroll costs at managed properties where we are the employer. As we record cost reimbursements based upon costs incurred with no added markup, this revenue and related expense has no impact on either our operating income or net income attributable to us. The increase in cost reimbursements revenue, to \$1,860 million in the 2010 first quarter from \$1,810 million in the 2009 first quarter, reflected the impact of growth across the system. We added 25 managed properties (6,903 rooms) and 197 franchised properties (25,953 rooms) to our system since the end of the 2009 first quarter, net of properties exiting the system.

### **Restructuring Costs and Other Charges**

As part of the restructuring actions we began in the fourth quarter of 2008, we initiated further cost savings measures in 2009 associated with our Timeshare segment, hotel development, above-property level management, and corporate overhead. These further measures resulted in additional restructuring costs of \$51 million in 2009, \$2 million of which we incurred in the 2009 first quarter. For additional information on the 2009 restructuring costs, including the types of restructuring costs incurred in total and by segment, please see Footnote No. 21, "Restructuring Costs and Other Charges" of the 2009 Form 10-K. For the cumulative restructuring costs incurred since inception and a roll forward of the restructuring liability through March 26, 2010, please see Footnote No. 14, "Restructuring Costs and Other Charges" of this Form 10-Q.

As a result of our Timeshare segment restructuring efforts, we are projecting approximately \$114 million (\$74 million after-tax) of annual cost savings in 2010, of which \$26 million (\$17 million after-tax) were realized in the first quarter of 2010. The 2010 savings primarily were, and we expect that they will continue to primarily be, reflected in the "Timeshare-direct" and the "General, administrative, and other" expense captions in our Condensed Consolidated Statements of Income.

As a result of the hotel development restructuring efforts across several of our Lodging segments, we are projecting approximately \$12 million (\$8 million after-tax) of annual cost savings in 2010, of which \$3 million (\$2 million after-tax) were realized in the first quarter of 2010. The 2010 savings primarily were, and we expect that they will continue to primarily be, reflected in the "General, administrative, and other" expense caption in our Condensed Consolidated Statements of Income.

We project that the restructuring initiatives we implemented by reducing above property-level lodging management personnel and corporate overhead will result in \$10 million to \$11 million (\$6 million to \$7 million after-tax) of annual cost savings in 2010, of which \$2 million (\$1 million after-tax) were realized in the first quarter of 2010. These savings primarily were, and are expected to be, reflected in the "General, administrative, and other" expense caption in our Condensed Consolidated Statements of Income.

### **Operating Income**

Operating income increased by \$140 million to \$180 million in the 2010 first quarter from \$40 million in the first quarter of 2009. The increase in operating income reflected a \$78 million decrease in general, administrative, and other expenses, \$61 million of higher Timeshare sales and services revenue net of direct expenses, an increase in franchise fees of \$3 million, and a \$2 million decrease in restructuring costs, partially offset by \$3 million of lower incentive management fees and \$1 million of lower owned, leased, corporate housing, and other revenue net of direct expenses.

The reasons for the decrease of \$3 million in incentive management fees as well as the increase of \$3 million in franchise fees as compared to the year-ago quarter are noted in the preceding "Revenues" section.

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Timeshare sales and services revenue net of direct expenses in the first quarter of 2010 totaled \$50 million. The increase of \$61 million from the year-ago quarter primarily reflected \$37 million of higher financing revenue, which largely reflected increased interest income associated with the impact of ASU Nos. 2009-16 and 2009-17, \$14 million of higher development revenue, net of product costs and marketing and selling costs, \$3 million of higher services revenue net of expenses, and \$7 million of higher other revenue net of expenses. Higher development revenue net of product costs and marketing and selling costs primarily reflected stronger demand for certain timeshare projects and one project that reached revenue recognition reportability thresholds in the first quarter of 2010. See “BUSINESS SEGMENTS: Timeshare,” later in this report for additional information regarding our Timeshare segment.

The \$1 million (8 percent) decrease in owned, leased, corporate housing, and other revenue net of direct expenses was primarily attributable to weaker RevPAR and lower property-level margins at some owned and leased properties, mostly offset by higher hotel agreement termination fees and improved property-level margins at one property.

General, administrative, and other expenses decreased by \$78 million (36 percent) to \$138 million in the first quarter of 2010 from \$216 million in the first quarter of 2009. The 2010 first quarter was favorably impacted by a \$6 million reversal in that quarter of guarantee accruals, primarily related to a completion guarantee for which we have now satisfied the related requirements, as well as the following 2009 expenses that were not incurred in 2010: \$49 million of impairment charges related to two security deposits that we deemed unrecoverable in the first quarter of 2009 due, in part, to our decision not to fund certain cash flow shortfalls, partially offset by an \$11 million reversal of the 2008 accrual for the funding of those cash flow shortfalls; a \$42 million provision for loan losses; and \$4 million of bad debt expense on an accounts receivable balance. Somewhat offsetting these favorable items, the 2010 first quarter was unfavorably impacted by an \$8 million accrual reversal in the 2009 first quarter, primarily associated with incentive compensation, \$3 million of increased legal expenses and a \$5 million unfavorable variance in deferred compensation expenses (the 2010 first quarter did not have an impact associated with deferred compensation expenses, compared to a \$5 million favorable impact in the year-ago quarter from mark-to-market valuations). Of the \$78 million decrease in total general, administrative, and other expenses, a decrease of \$46 million was attributable to our Lodging segments and a decrease of \$32 million was unallocated.

As noted in the preceding paragraph, the decrease in general, administrative, and other expenses included a \$42 million decrease in the provision for loan losses to zero in the 2010 first quarter from \$42 million in the first quarter of 2009. The 2009 provision reflected a \$29 million loan loss provision associated with one Luxury segment project and a \$13 million loan loss provision associated with a North American Limited-Service segment portfolio.

### Gains and Other Income

The table below shows our gains and other income for the twelve weeks ended March 26, 2010, and March 27, 2009:

(\$ in millions)	Twelve Weeks Ended	
	March 26, 2010	March 27, 2009
Gain on debt extinguishment	\$ 0	\$ 21
Gains on sales of real estate and other	2	3
Income from cost method joint ventures	(1)	1
	<u>\$ 1</u>	<u>\$ 25</u>

The \$21 million gain on debt extinguishment in the first quarter of 2009 represents the difference between the purchase price and net carrying amount of Senior Notes we repurchased.

### **Interest Expense**

Interest expense increased by \$16 million (55 percent) to \$45 million in the first quarter of 2010 compared to \$29 million in the first quarter of 2009. This increase was primarily driven by: 1) the consolidation of \$1,121 million of debt in the 2010 first quarter associated with previously securitized notes, as discussed in Footnote No. 1, "Basis of Presentation," which resulted in a \$14 million increase in interest expense related to that debt; 2) a \$6 million unfavorable variance to the 2009 quarter as a result of lower capitalized interest in the 2010 quarter associated with construction projects; and 3) \$3 million of interest expense in the 2010 first quarter associated with our executive deferred compensation plan. These increases were partially offset by: 1) \$4 million of lower interest expense associated with our repurchase of \$122 million of principal amount of our Senior Notes in 2009, the maturity of our Series C Senior Notes in the 2009 fourth quarter and other debt reductions; and 2) a \$2 million decrease in interest expense associated with our Credit Facility, which reflected lower average borrowings under the Credit Facility and a lower average interest rate.

### **Interest Income and Income Tax**

Interest income decreased by \$2 million (33 percent) to \$4 million in the first quarter of 2010, from \$6 million in the first quarter of 2009, reflecting \$2 million of interest income we recorded for a loan in the 2009 first quarter that subsequently became impaired in the 2009 third quarter. Because we recognize interest on impaired loans on a cash basis, we did not recognize any interest on this impaired loan in the 2010 first quarter.

Our tax provision increased by \$13 million (39 percent) to \$46 million in the first quarter of 2010 from a tax provision of \$33 million in the first quarter of 2009, due to higher pretax income in 2010. The increase was partially offset by a lower tax rate in the first quarter of 2010, as the 2009 first quarter reflected \$26 million of income tax expense primarily related to the treatment of funds received from certain foreign subsidiaries.

### **Equity in Losses**

Equity in losses of \$11 million in the first quarter of 2010 decreased by \$23 million from equity in losses of \$34 million in the first quarter of 2009 and primarily reflected a favorable variance from a \$30 million impairment charge in the 2009 first quarter associated with a Luxury segment joint venture investment that we determined to be fully impaired. This favorable variance was partially offset by \$4 million of decreased earnings in the 2010 quarter for a Timeshare segment residential and fractional project joint venture, primarily related to increased cancellation allowances, and impairment charges we recorded in the 2010 first quarter of \$2 million and \$1 million associated with a North American Limited-Service segment and a Timeshare segment joint venture, respectively.

### **Net Losses Attributable to Noncontrolling Interests**

Net losses attributable to noncontrolling interests decreased by \$2 million in the first quarter of 2010 to zero, compared to \$2 million in the first quarter of 2009.

### **Net Income (Loss)**

Net income increased by \$108 million (432 percent) to \$83 million in the first quarter of 2010 from a net loss of \$25 million in the first quarter of 2009, net income attributable to Marriott increased by \$106 million (461 percent) to \$83 million in the first quarter of 2010 from a net loss of \$23 million in the first quarter of 2009, and diluted income per share attributable to Marriott increased by \$0.28 (467 percent) to \$0.22 per share from losses of \$0.06 per share. As discussed in more detail in the preceding sections beginning with "Operating Income," the \$108 million increase in net income compared to the prior year was due to lower general, administrative, and other expenses (\$78 million), higher Timeshare sales and services revenue net of direct expenses (\$61 million), higher equity in earnings (\$23 million), higher franchise fees (\$3 million), and lower restructuring costs (\$2 million). These favorable variances were partially offset by lower gains and other income (\$24 million), higher interest expense (\$16 million), higher income taxes (\$13 million), lower incentive management fees

(\$3 million), lower interest income (\$2 million), and lower owned, leased, corporate housing, and other revenue net of direct expenses (\$1 million).

## **BUSINESS SEGMENTS**

We are a diversified hospitality company with operations in five business segments: North American Full-Service Lodging, North American Limited-Service Lodging, International Lodging, Luxury Lodging, and Timeshare. See Footnote No. 13, "Business Segments" for further information on our segments including how we aggregate our individual brands into each segment, and other information about each segment, including revenues, income (loss) attributable to Marriott, net losses attributable to noncontrolling interests, equity in earnings (losses) of equity method investees, and assets.

We added 247 properties (37,557 rooms) and 20 properties (4,145 rooms) exited the system since the end of the 2009 first quarter, not including residential products. We also added 3 residential properties (272 units) since the end of the 2009 first quarter.

Total segment financial results increased by \$109 million (109 percent) to \$209 million in the first quarter of 2010 from \$100 million in the first quarter of 2009, and total segment revenues increased by \$133 million to \$2,615 million in the first quarter of 2010, a 5 percent increase from revenues of \$2,482 million in the first quarter of 2009.

The increase in revenues included a \$50 million increase in cost reimbursements revenue, which does not impact operating income or net income attributable to Marriott. The results, compared to the year-ago quarter, reflected an increase of \$61 million in Timeshare sales and services revenue net of direct expenses, \$46 million of decreased general, administrative, and other expenses, \$23 million of higher equity joint venture results, a \$3 million increase in franchise fees to \$91 million in the 2010 quarter from \$88 million in the 2009 quarter, and a \$1 million decrease in restructuring costs. These favorable variances were partially offset by \$14 million of interest expense, \$3 million of lower incentive management fees, a decrease of \$3 million in owned, leased, corporate housing, and other revenue net of direct expenses, a \$3 million decrease in net losses attributable to noncontrolling interest benefit, and a decrease of \$2 million in gains and other income.

The \$3 million increase in franchise fees primarily reflected the impact of unit growth across the system. Compared to the first quarter of 2009, incentive management fees decreased by \$3 million (7 percent) in the first quarter of 2010 and primarily reflected lower property-level operating income and margins, partially offset by property-level cost controls. In the first quarter of 2010, 23 percent of our managed properties paid incentive management fees to us versus 25 percent in the first quarter of 2009. In addition, in the first quarter of 2010, 60 percent of our incentive fees were derived from international hotels versus 54 percent in the 2009 first quarter.

Worldwide RevPAR for comparable systemwide properties decreased by 1.3 percent (0.7 percent using actual dollars) while worldwide RevPAR for comparable company-operated properties decreased by 1.0 percent (unchanged using actual dollars). Compared to the year-ago quarter, worldwide comparable company-operated house profit margins in 2010 decreased by 110 basis points and worldwide comparable company-operated house profit per available room ("HP-PAR") decreased by 5.4 percent on a constant U.S. dollar basis reflecting the impact of very tight cost control plans in 2010 at properties in our system, more than offset by the impact of year-over-year RevPAR decreases. North American company-operated house profit margins declined by 180 basis points and HP-PAR at our North American company-operated properties decreased by 8.3 percent reflecting significant cost control plans at properties, more than offset by the impact of decreased demand.

## **Summary of Properties by Brand**

We opened 44 lodging properties (8,361 rooms) during the first quarter of 2010, while 7 properties (1,146 rooms) exited the system, increasing our total properties to 3,457 (603,009 rooms) inclusive of

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32 home and condominium products (2,975 units), for which we manage the related owners' associations. Unless otherwise indicated, our references to Marriott Hotels & Resorts throughout this report include Marriott Conference Centers and JW Marriott. References to Renaissance Hotels include Renaissance ClubSport, and references to Fairfield Inn & Suites include Fairfield Inn.

The table below shows properties we operated or franchised, by brand, as of March 26, 2010 (excluding 1,781 corporate housing rental units associated with our ExecuStay brand):

Brand	Company-Operated		Franchised	
	Properties	Rooms	Properties	Rooms
<b>U.S. Locations</b>				
Marriott Hotels & Resorts	141	72,679	186	56,358
Marriott Conference Centers	11	3,243	0	0
JW Marriott	13	8,450	5	1,552
Renaissance Hotels	37	16,963	40	11,602
Renaissance ClubSport	0	0	2	349
Autograph Collection	0	0	2	242
The Ritz-Carlton	40	12,120	0	0
The Ritz-Carlton-Residential <sup>(1)</sup>	25	2,557	0	0
Courtyard	280	43,882	495	64,976
Fairfield Inn & Suites	3	1,055	629	55,893
SpringHill Suites	31	4,916	229	25,568
Residence Inn	133	18,997	455	51,726
TownePlace Suites	34	3,658	153	15,101
Marriott Vacation Club <sup>(2)</sup>	42	9,748	0	0
The Ritz-Carlton Destination Club <sup>(2)</sup>	7	342	0	0
The Ritz-Carlton Residences <sup>(1), (2)</sup>	3	222	0	0
Grand Residences by Marriott-Fractional <sup>(2)</sup>	1	199	0	0
Grand Residences by Marriott-Residential <sup>(1), (2)</sup>	2	68	0	0
<b>Non-U.S. Locations</b>				
Marriott Hotels & Resorts	133	38,984	34	10,210
JW Marriott	26	10,137	1	310
Renaissance Hotels	50	17,185	16	4,807
The Ritz-Carlton	34	10,171	0	0
The Ritz-Carlton-Residential <sup>(1)</sup>	1	112	0	0
The Ritz-Carlton Serviced Apartments	3	458	0	0
Bulgari Hotels & Resorts	2	117	0	0
Marriott Executive Apartments	22	3,804	1	99
Courtyard	48	10,280	45	7,905
Fairfield Inn & Suites	0	0	9	1,109
SpringHill Suites	0	0	1	124
Residence Inn	3	405	14	2,013
Marriott Vacation Club <sup>(2)</sup>	11	2,126	0	0
The Ritz-Carlton Destination Club <sup>(2)</sup>	2	122	0	0
The Ritz-Carlton Residences <sup>(1), (2)</sup>	1	16	0	0
Grand Residences by Marriott-Fractional <sup>(2)</sup>	1	49	0	0
<b>Total</b>	<b>1,140</b>	<b>293,065</b>	<b>2,317</b>	<b>309,944</b>

<sup>(1)</sup> Represents projects where we manage the related owners' association. Residential products are included once they possess a certificate of occupancy.

<sup>(2)</sup> Indicates a Timeshare product. Includes products in active sales as well as those that are sold out.

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**Total Lodging and Timeshare Products by Segment**

At March 26, 2010, we operated or franchised the following properties by segment (excluding 1,781 corporate housing rental units associated with our ExecuStay brand):

	Total Lodging and Timeshare Products					
	Properties			Rooms		
	U.S.	Non-U.S.	Total	U.S.	Non-U.S.	Total
<b>North American Full-Service Lodging Segment <sup>(1)</sup></b>						
Marriott Hotels & Resorts	323	13	336	126,104	4,837	130,941
Marriott Conference Centers	11	0	11	3,243	0	3,243
JW Marriott	17	1	18	9,781	221	10,002
Renaissance Hotels	77	2	79	28,565	790	29,355
Renaissance ClubSport	2	0	2	349	0	349
Autograph Collection	2	0	2	242	0	242
	<u>432</u>	<u>16</u>	<u>448</u>	<u>168,284</u>	<u>5,848</u>	<u>174,132</u>
<b>North American Limited-Service Lodging Segment <sup>(1)</sup></b>						
Courtyard	775	16	791	108,858	2,847	111,705
Fairfield Inn & Suites	632	8	640	56,948	903	57,851
SpringHill Suites	260	1	261	30,484	124	30,608
Residence Inn	588	16	604	70,723	2,309	73,032
TownePlace Suites	187	0	187	18,759	0	18,759
	<u>2,442</u>	<u>41</u>	<u>2,483</u>	<u>285,772</u>	<u>6,183</u>	<u>291,955</u>
<b>International Lodging Segment <sup>(1)</sup></b>						
Marriott Hotels & Resorts	4	154	158	2,767	44,523	47,290
JW Marriott	1	26	27	387	10,060	10,447
Renaissance Hotels	0	64	64	0	21,202	21,202
Courtyard	0	77	77	0	15,338	15,338
Fairfield Inn & Suites	0	1	1	0	206	206
Residence Inn	0	1	1	0	109	109
Marriott Executive Apartments	0	23	23	0	3,903	3,903
	<u>5</u>	<u>346</u>	<u>351</u>	<u>3,154</u>	<u>95,341</u>	<u>98,495</u>
<b>Luxury Lodging Segment</b>						
The Ritz-Carlton	40	34	74	12,120	10,171	22,291
Bulgari Hotels & Resorts	0	2	2	0	117	117
The Ritz-Carlton-Residential <sup>(2)</sup>	25	1	26	2,557	112	2,669
The Ritz-Carlton Serviced Apartments	0	3	3	0	458	458
	<u>65</u>	<u>40</u>	<u>105</u>	<u>14,677</u>	<u>10,858</u>	<u>25,535</u>
<b>Timeshare Segment <sup>(3)</sup></b>						
Marriott Vacation Club	42	11	53	9,748	2,126	11,874
The Ritz-Carlton Destination Club	7	2	9	342	122	464
The Ritz-Carlton Residences <sup>(2)</sup>	3	1	4	222	16	238
Grand Residences by Marriott-Fractional	1	1	2	199	49	248
Grand Residences by Marriott-Residential <sup>(1),(2)</sup>	2	0	2	68	0	68
	<u>55</u>	<u>15</u>	<u>70</u>	<u>10,579</u>	<u>2,313</u>	<u>12,892</u>
<b>Total</b>	<u><u>2,999</u></u>	<u><u>458</u></u>	<u><u>3,457</u></u>	<u><u>482,466</u></u>	<u><u>120,543</u></u>	<u><u>603,009</u></u>

<sup>(1)</sup> North American includes properties located in the continental United States and Canada. International includes properties located outside the continental United States and Canada.

<sup>(2)</sup> Represents projects where we manage the related owners' association. Residential products are included once they possess a certificate of occupancy.

<sup>(3)</sup> Includes resorts that are in active sales as well as those that are sold out. Products in active sales may not be ready for occupancy.

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The following table provides additional detail, by brand, as of March 26, 2010, for our Timeshare properties:

	<b>Total Properties (1)</b>	<b>Properties in Active Sales (2)</b>
<b>100 Percent Company-Developed</b>		
Marriott Vacation Club	53	30
The Ritz-Carlton Destination Club and Residences	9	8
Grand Residences by Marriott and Residences	4	4
<b>Joint Ventures</b>		
The Ritz-Carlton Destination Club and Residences	4	4
<b>Total</b>	<b>70</b>	<b>46</b>

(1) Includes products that are in active sales as well as those that are sold out. Residential products are included once they possess a certificate of occupancy.

(2) Products in active sales may not be ready for occupancy.

## Statistics

The following tables show occupancy, average daily rate, and RevPAR for comparable properties, for each of the brands in our North American Full-Service and North American Limited-Service segments, for our International segment by region, and the principal brand in our Luxury segment, The Ritz-Carlton. We have not presented statistics for company-operated Fairfield Inn & Suites properties in these tables because we operate only a limited number of properties, as the brand is predominantly franchised, and such information would not be meaningful (identified as “nm” in the tables that follow). Systemwide statistics include data from our franchised properties, in addition to our owned, leased, and managed properties.

The occupancy, average daily rate, and RevPAR statistics used throughout this report for the twelve weeks ended March 26, 2010, include the period from January 2, 2010, through March 26, 2010, and the statistics for the twelve weeks ended March 27, 2009, include the period from January 3, 2009, through March 27, 2009, (except in each case, for The Ritz-Carlton brand properties and properties located outside of the continental United States and Canada, which for them includes the period from January 1 through the end of February).

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	Comparable Company-Operated North American Properties <sup>(1)</sup>		Comparable Systemwide North American Properties <sup>(1)</sup>	
	Twelve Weeks Ended March 26, 2010	Change vs. 2009	Twelve Weeks Ended March 26, 2010	Change vs. 2009
<b>Marriott Hotels &amp; Resorts <sup>(2)</sup></b>				
Occupancy	66.2%	4.4% pts.	63.5%	3.9% pts.
Average Daily Rate	\$ 152.59	-7.7%	\$ 141.50	-7.1%
RevPAR	\$ 101.05	-1.2%	\$ 89.79	-1.0%
<b>Renaissance Hotels</b>				
Occupancy	63.9%	3.3% pts.	63.6%	4.7% pts.
Average Daily Rate	\$ 150.21	-9.6%	\$ 138.12	-9.5%
RevPAR	\$ 96.04	-4.6%	\$ 87.78	-2.2%
<b>Composite North American Full-Service <sup>(3)</sup></b>				
Occupancy	65.8%	4.2% pts.	63.5%	4.1% pts.
Average Daily Rate	\$ 152.16	-8.0%	\$ 140.90	-7.6%
RevPAR	\$ 100.12	-1.8%	\$ 89.43	-1.2%
<b>The Ritz-Carlton North America</b>				
Occupancy	64.2%	6.8% pts.	64.2%	6.8% pts.
Average Daily Rate	\$ 301.74	-8.4%	\$ 301.74	-8.4%
RevPAR	\$ 193.68	2.5%	\$ 193.68	2.5%
<b>Composite North American Full-Service and Luxury <sup>(4)</sup></b>				
Occupancy	65.7%	4.4% pts.	63.5%	4.2% pts.
Average Daily Rate	\$ 163.82	-7.8%	\$ 148.52	-7.4%
RevPAR	\$ 107.58	-1.2%	\$ 94.31	-0.9%
<b>Residence Inn</b>				
Occupancy	69.4%	5.3% pts.	70.6%	4.3% pts.
Average Daily Rate	\$ 113.69	-8.4%	\$ 110.80	-6.8%
RevPAR	\$ 78.90	-0.9%	\$ 78.22	-0.8%
<b>Courtyard</b>				
Occupancy	60.3%	3.6% pts.	61.4%	2.4% pts.
Average Daily Rate	\$ 107.29	-9.9%	\$ 109.16	-6.7%
RevPAR	\$ 64.74	-4.1%	\$ 66.99	-2.9%
<b>Fairfield Inn &amp; Suites</b>				
Occupancy	nm	nm	56.4%	0.9% pts.
Average Daily Rate	nm	nm	\$ 82.66	-5.4%
RevPAR	nm	nm	\$ 46.59	-3.9%
<b>TownePlace Suites</b>				
Occupancy	58.0%	1.0% pts.	61.3%	3.4% pts.
Average Daily Rate	\$ 74.67	-12.7%	\$ 80.33	-9.7%
RevPAR	\$ 43.32	-11.2%	\$ 49.27	-4.5%
<b>SpringHill Suites</b>				
Occupancy	59.8%	4.0% pts.	61.1%	2.6% pts.
Average Daily Rate	\$ 97.22	-8.9%	\$ 96.55	-8.5%
RevPAR	\$ 58.16	-2.3%	\$ 58.95	-4.4%
<b>Composite North American Limited-Service <sup>(5)</sup></b>				
Occupancy	62.7%	3.9% pts.	62.8%	2.7% pts.
Average Daily Rate	\$ 106.64	-9.3%	\$ 102.22	-6.7%
RevPAR	\$ 66.83	-3.3%	\$ 64.15	-2.6%
<b>Composite North American <sup>(6)</sup></b>				
Occupancy	64.4%	4.2% pts.	63.0%	3.3% pts.
Average Daily Rate	\$ 140.30	-8.2%	\$ 119.96	-6.8%
RevPAR	\$ 90.36	-1.9%	\$ 75.63	-1.8%

<sup>(1)</sup> Statistics are for the twelve weeks ended March 26, 2010, and March 27, 2009, except for The Ritz-Carlton, for which the statistics are for the two months ended February 28, 2010, and February 28, 2009.

<sup>(2)</sup> Marriott Hotels & Resorts includes JW Marriott properties.

<sup>(3)</sup> Composite North American Full-Service statistics include Marriott Hotels & Resorts and Renaissance Hotels properties located in the continental United States and Canada.

<sup>(4)</sup> Composite North American Full-Service and Luxury includes Marriott Hotels & Resorts, Renaissance Hotels, and The Ritz-Carlton properties.

<sup>(5)</sup> Composite North American Limited-Service statistics include Residence Inn, Courtyard, Fairfield Inn & Suites, TownePlace Suites, and SpringHill Suites properties located in the continental United States and Canada.

<sup>(6)</sup> Composite North American statistics include Marriott Hotels & Resorts, Renaissance Hotels, Residence Inn, Courtyard, Fairfield Inn & Suites, TownePlace Suites, SpringHill Suites, and The Ritz-Carlton properties located in the continental United States and Canada.



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	Comparable Company-Operated Properties <sup>(1)</sup>		Comparable Systemwide Properties <sup>(1)</sup>	
	Two Months Ended February 28, 2010	Change vs. 2009	Two Months Ended February 28, 2010	Change vs. 2009
<b>Caribbean and Latin America <sup>(2)</sup></b>				
Occupancy	73.4%	4.0% pts.	67.4%	6.4% pts.
Average Daily Rate	\$ 197.68	-8.3%	\$ 178.11	-7.9%
RevPAR	\$ 145.17	-3.0%	\$ 120.01	1.8%
<b>Continental Europe <sup>(2)</sup></b>				
Occupancy	57.2%	4.8% pts.	56.1%	4.8% pts.
Average Daily Rate	\$ 158.20	-7.0%	\$ 156.03	-8.1%
RevPAR	\$ 90.47	1.5%	\$ 87.50	0.4%
<b>United Kingdom <sup>(2)</sup></b>				
Occupancy	66.4%	4.4% pts.	65.6%	4.3% pts.
Average Daily Rate	\$ 155.19	-1.1%	\$ 154.36	-1.2%
RevPAR	\$ 103.06	6.0%	\$ 101.29	5.6%
<b>Middle East and Africa <sup>(2)</sup></b>				
Occupancy	67.6%	1.5% pts.	67.6%	1.5% pts.
Average Daily Rate	\$ 136.58	-13.6%	\$ 136.58	-13.6%
RevPAR	\$ 92.29	-11.6%	\$ 92.29	-11.6%
<b>Asia Pacific <sup>(2), (3)</sup></b>				
Occupancy	60.2%	12.5% pts.	60.8%	10.6% pts.
Average Daily Rate	\$ 120.42	-8.3%	\$ 126.47	-10.6%
RevPAR	\$ 72.52	15.8%	\$ 76.86	8.2%
<b>Regional Composite <sup>(4), (5)</sup></b>				
Occupancy	63.6%	6.4% pts.	62.3%	6.3% pts.
Average Daily Rate	\$ 151.73	-8.3%	\$ 150.52	-8.6%
RevPAR	\$ 96.54	2.1%	\$ 93.73	1.6%
<b>International Luxury <sup>(6)</sup></b>				
Occupancy	58.5%	3.6% pts.	58.5%	3.6% pts.
Average Daily Rate	\$ 322.47	-6.8%	\$ 322.47	-6.8%
RevPAR	\$ 188.74	-0.7%	\$ 188.74	-0.7%
<b>Total International <sup>(7)</sup></b>				
Occupancy	63.1%	6.1% pts.	61.9%	6.0% pts.
Average Daily Rate	\$ 169.23	-8.3%	\$ 165.25	-8.7%
RevPAR	\$ 106.72	1.5%	\$ 102.35	1.2%

<sup>(1)</sup> We report financial results for all properties on a period-end basis, but report statistics for properties located outside the continental United States and Canada on a month-end basis. The statistics are for January 1 through the end of February. For the properties located in countries that use currencies other than the U.S. dollar, the comparison to 2009 was on a constant U.S. dollar basis.

<sup>(2)</sup> Regional information includes Marriott Hotels & Resorts, Renaissance Hotels, and Courtyard properties located outside of the continental United States and Canada.

<sup>(3)</sup> Excludes Hawaii.

<sup>(4)</sup> Includes Hawaii.

<sup>(5)</sup> Regional Composite statistics include all properties located outside of the continental United States and Canada for Marriott Hotels & Resorts, Renaissance Hotels, and Courtyard brands.

<sup>(6)</sup> Includes The Ritz-Carlton properties located outside of North America and Bulgari Hotels & Resorts properties.

<sup>(7)</sup> Total International includes Regional Composite statistics and statistics for The Ritz-Carlton International and Bulgari Hotels & Resorts brands.

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	Comparable Company-Operated Properties <sup>(1)</sup>		Comparable Systemwide Properties <sup>(1)</sup>	
	Two Months Ended February 28, 2010	Change vs. 2009	Two Months Ended February 28, 2010	Change vs. 2009
<b>Composite Luxury <sup>(2)</sup></b>				
Occupancy	61.8%	5.5% pts.	61.8%	5.5% pts.
Average Daily Rate	\$ 309.94	-7.8%	\$ 309.94	-7.8%
RevPAR	\$ 191.61	1.1%	\$ 191.61	1.1%
<b>Total Worldwide <sup>(3)</sup></b>				
Occupancy	64.1%	4.6% pts.	62.9%	3.6% pts.
Average Daily Rate	\$ 146.86	-8.1%	\$ 125.48	-6.9%
RevPAR	\$ 94.13	-1.0%	\$ 78.93	-1.3%

<sup>(1)</sup> We report financial results for all properties on a period-end basis, but report statistics for properties located outside the continental United States and Canada on a month-end basis. The statistics are for January 1 through the end of February. For the properties located in countries that use currencies other than the U.S. dollar, the comparison to 2009 was on a constant U.S. dollar basis.

<sup>(2)</sup> Composite Luxury includes worldwide properties for The Ritz-Carlton and Bulgari Hotels & Resorts brands.

<sup>(3)</sup> Total Worldwide statistics include all properties worldwide for Marriott Hotels & Resorts, Renaissance Hotels, Residence Inn, Courtyard, Fairfield Inn & Suites, TownePlace Suites, SpringHill Suites, and The Ritz-Carlton brands. Statistics for properties located in the continental United States and Canada (except for The Ritz-Carlton) represent the twelve weeks ended March 26, 2010, and March 27, 2009. Statistics for all The Ritz-Carlton brand properties and properties located outside of the continental United States and Canada represent the two months ended February 28, 2010, and February 28, 2009.

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**North American Full-Service Lodging** includes *Marriott Hotels & Resorts, Marriott Conference Centers, JW Marriott, Renaissance Hotels, Renaissance ClubSport, and Autograph Collection.*

(\$ in millions)	Twelve Weeks Ended		Change 2010/2009
	March 26, 2010	March 27, 2009	
Segment revenues	\$ 1,163	\$ 1,166	0%
Segment results	\$ 71	\$ 69	3%

Since the first quarter of 2009, across our North American Full-Service Lodging segment we added 15 properties (5,253 rooms) and 3 properties (800 rooms) left the system.

Compared to the year-ago quarter, RevPAR for comparable company-operated North American full-service properties decreased by 1.8 percent to \$100.12, occupancy increased by 4.2 percentage points to 65.8 percent, and average daily rates decreased by 8.0 percent to \$152.16.

The \$2 million increase in segment results, compared to the 2009 first quarter, primarily reflected \$6 million of lower general, administrative, and other expenses, partially offset by a \$4 million decrease in incentive management fees.

The \$4 million decrease in incentive management fees was largely due to lower property-level revenue and margins in the first quarter of 2010 compared to the first quarter of 2009, a result of weak demand, partially offset by property-level cost controls.

The \$6 million decrease in general, administrative, and other expenses primarily reflected a favorable variance to a \$7 million impairment charge recorded in the 2009 first quarter related to a security deposit that was deemed unrecoverable.

Cost reimbursements revenue and expenses associated with our North American Full-Service Lodging segment properties totaled \$1,035 million in the first quarter of 2010, compared to \$1,034 million in the 2009 first quarter.

**North American Limited-Service Lodging** includes *Courtyard, Fairfield Inn & Suites, SpringHill Suites, Residence Inn, TownePlace Suites, and Marriott ExecuStay.*

(\$ in millions)	Twelve Weeks Ended		Change 2010/2009
	March 26, 2010	March 27, 2009	
Segment revenues	\$ 461	\$ 441	5%
Segment results	\$ 59	\$ 33	79%

Since the first quarter of 2009, across our North American Limited-Service Lodging segment we added 195 properties (23,511 rooms) and 7 properties (787 rooms) left the system. The properties that left the system were mainly managed hotels associated with our Residence Inn brand.

Compared to the year-ago quarter, RevPAR for comparable company-operated North American limited-service properties decreased by 3.3 percent to \$66.83, occupancy increased by 3.9 percentage points to 62.7 percent, and average daily rates decreased by 9.3 percent to \$106.64.

The \$26 million increase in segment results, compared to the first quarter of 2009, reflected \$30 million of lower general, administrative, and other expenses and \$1 million of higher base management and franchise fees, partially offset by \$2 million of lower joint venture equity earnings, \$1 million of lower owned, leased, corporate housing, and other revenue net of direct expenses, and \$2 million of lower gains and other income.

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The \$30 million decrease in general, administrative, and other expenses primarily reflected a favorable variance from a \$42 million impairment charge recorded in the 2009 first quarter related to two security deposits that we deemed unrecoverable due, in part, to our decision not to fund certain cash flow shortfalls, partially offset by an \$11 million reversal of the remaining balance from the 2008 accrual for the expected funding of those cash flow shortfalls.

The \$2 million decrease in joint venture equity earnings primarily reflected an impairment charge associated with one joint venture. The \$2 million decrease in gains and other income reflected the lack of dividend distributions in the current quarter from one joint venture, which had a decline in available cash flow as a result of the weak demand environment.

Cost reimbursements revenue and expenses associated with our North American Limited-Service Lodging segment properties totaled \$342 million in the first quarter of 2010, compared to \$319 million in the first quarter of 2009.

**International Lodging** includes *International Marriott Hotels & Resorts*, *International JW Marriott*, *International Renaissance Hotels*, *International Courtyard*, *International Fairfield Inn & Suites*, *International Residence Inn*, and *Marriott Executive Apartments*.

(\$ in millions)	Twelve Weeks Ended		Change 2010/2009
	March 26, 2010	March 27, 2009	
Segment revenues	\$ 267	\$ 247	8%
Segment results	\$ 33	\$ 37	-11%

Since the first quarter of 2009, across our International Lodging segment we added 31 properties (8,083 rooms) and 8 properties (2,184 rooms) left the system, largely due to quality issues.

Compared to the year-ago quarter, RevPAR for comparable company-operated international properties increased by 2.1 percent to \$96.54, occupancy increased by 6.4 percentage points to 63.6 percent, and average daily rates decreased by 8.3 percent to \$151.73. Comparable company-operated RevPAR improved significantly in China and to a lesser extent in the Caribbean, United Kingdom and Egypt, while the United Arab Emirates experienced significant RevPAR declines.

The \$4 million decrease in segment results in the first quarter of 2010, compared to the year-ago quarter, primarily reflected a \$4 million decrease in owned, leased, and other revenue net of direct expenses.

Owned, leased, and other revenue net of direct expenses decreased by \$4 million primarily reflecting \$6 million of weaker results at some owned and leased properties, partially offset by \$3 million of higher termination fees.

Cost reimbursements revenue and expenses associated with our International Lodging segment properties totaled \$120 million in the first quarter of 2010, compared to \$111 million in the first quarter of 2009.

**Luxury Lodging** includes *The Ritz-Carlton* and *Bulgari Hotels & Resorts*.

(\$ in millions)	Twelve Weeks Ended		Change 2010/2009
	March 26, 2010	March 27, 2009	
Segment revenues	\$ 366	\$ 351	4%
Segment results	\$ 21	\$ (22)	195%

Since the first quarter of 2009, across our Luxury Lodging segment we added 4 properties (620 rooms) and one property (374 rooms) left the system. We also added 2 residential products (183 units) since the 2009 first quarter.

Compared to the year-ago quarter, RevPAR for comparable company-operated luxury properties increased by 1.1 percent to \$191.61, occupancy increased by 5.5 percentage points to 61.8 percent, and average daily rates decreased by 7.8 percent to \$309.94. While Luxury Lodging has been particularly impacted by weak demand associated with the financial services industry and other corporate group business, this demand has improved in the 2010 first quarter.

The \$43 million increase in segment results, compared to the first quarter of 2009, reflected a \$29 million increase in joint venture equity earnings, \$11 million of decreased general, administrative, and other expenses, \$1 million of higher owned, leased, and other revenue net of direct expenses, a \$1 million increase in incentive management fees, and a \$1 million increase in base management fees.

The \$29 million increase in joint venture equity earnings primarily reflected a favorable variance from a \$30 million impairment charge recorded in the first quarter of 2009 associated with a joint venture investment that we determined to be fully impaired.

The \$11 million decrease in general, administrative, and other expenses in the first quarter of 2010 primarily reflected a \$5 million reversal of a completion guarantee accrual for which we have now satisfied the related requirements, a \$4 million favorable variance from bad debt expense recorded in the 2009 first quarter on an accounts receivable balance we deemed uncollectible, and \$2 million in cost reductions related to our cost containment efforts.

Cost reimbursements revenue and expenses associated with our Luxury Lodging segment properties totaled \$301 million in the first quarter of 2010, compared to \$288 million in the first quarter of 2009.

Timeshare includes *Marriott Vacation Club, The Ritz-Carlton Destination Club and Residences, and Grand Residences by Marriott.*

(\$ in millions)	Twelve Weeks Ended		
	March 26, 2010	March 27, 2009	Change 2010/2009
<b>Segment Revenues</b>			
Base fees revenue	\$ 11	\$ 10	
Sales and services revenue			
Development	147	121	
Services	83	70	
Financing revenue			
Interest income non-securitized notes	9	13	
Interest income-securitized notes	36	0	
Other financing revenue	5	0	
Total financing revenue	50	13	
Other revenue	5	5	
Total sales and services revenue	285	209	
Cost reimbursements	62	58	
Segment revenues	<u>\$ 358</u>	<u>\$ 277</u>	29%
<b>Segment Results</b>			
Base fee revenue	\$ 11	\$ 10	
Timeshare sales and services, net	50	(11)	
Joint venture equity losses	(5)	(1)	
Net losses attributable to noncontrolling interests	0	3	
Restructuring costs	0	(1)	
General, administrative, and other expense	(17)	(17)	
Interest expense	(14)	0	
Segment results	<u>\$ 25</u>	<u>\$ (17)</u>	247%
<b>Contract Sales</b>			
Timeshare	\$ 151	\$ 138	
Fractional	8	10	
Residential	4	(5)	
Total company	163	143	
Timeshare	0	0	
Fractional	1	13	
Residential	0	(27)	
Total joint venture	1	(14)	
Total Timeshare segment contract sales	<u>\$ 164</u>	<u>\$ 129</u>	27%

Timeshare segment contract sales, including sales made by our timeshare joint venture projects, represent sales of timeshare interval, fractional ownership, and residential ownership products before the adjustment for percentage-of-completion accounting. Timeshare segment contract sales increased by \$35 million compared to the first quarter of 2009 to \$164 million from \$129 million. The increase in Timeshare segment contract sales in the first quarter of 2010, compared to the year-ago quarter, reflected a \$13 million increase in timeshare contract sales and a \$36 million increase in residential contract sales, partially offset by a \$14 million decrease in fractional contract sales. Sales of residential units and timeshare intervals benefited from stronger demand, as well as a \$20 million decrease in cancellation allowances we recorded in anticipation that a portion of contract revenue previously recorded under the percentage-of-completion method of accounting for certain residential and fractional projects will not be realized due to contract cancellations prior to closing.

The \$81 million increase in Timeshare segment revenues to \$358 million from \$277 million primarily reflected a \$76 million increase in Timeshare sales and services revenue and a \$4 million increase in cost reimbursements revenue. The increase in Timeshare sales and services revenue, compared to the year-ago quarter, primarily reflected higher financing revenue due to higher interest income associated with the impact of ASU Nos. 2009-16 and 2009-17 and higher development revenue from stronger demand for certain timeshare projects including one project that became reportable in the 2010 first quarter upon reaching revenue recognition reportability thresholds. Partially offsetting the increase in development revenue was a \$19 million increase in reserves primarily related to uncollectible notes.

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Timeshare segment revenues for the first quarters of 2010 and 2009 included \$45 million and \$13 million, respectively, of interest income, and Timeshare segment revenue for the 2009 first quarter also reflected note sale losses of \$1 million. The increase in interest income primarily reflected the additional \$36 million in interest income from the notes receivable we now consolidate associated with past securitization transactions as part of the adoption of ASU Nos. 2009-16 and 2009-17, partially offset by a \$4 million decrease in interest income related to the remaining notes receivable. Please also see Footnote No. 9, "Notes Receivable," for additional information on these notes receivable, including their weighted average interest rate and range of stated interest rates at March 26, 2010.

Segment income of \$25 million in the first quarter of 2010 increased by \$42 million from \$17 million of segment losses in the first quarter of 2009, and reflected \$61 million of higher Timeshare sales and services revenue net of direct expenses, \$1 million of higher base management fees, and \$1 million of lower restructuring costs, partially offset by \$14 million of interest expense, \$4 million of lower joint venture equity earnings, and a \$3 million decrease in net losses attributable to noncontrolling interest.

The \$61 million increase in Timeshare sales and services revenue net of direct expenses primarily reflected \$37 million of higher financing revenue, \$14 million of higher development revenue net of product costs and marketing and selling costs, \$3 million of higher services revenue net of expenses, and \$7 million of higher other revenue net of expenses. Higher development revenue net of product costs and marketing and selling costs primarily reflected stronger demand for certain timeshare projects and favorable reportability for one project that reached revenue recognition reportability thresholds subsequent to the first quarter of 2009. Partially offsetting the increase was a net \$11 million increase in reserves primarily related to a change in estimate of uncollectible accounts where we now reserve for 100 percent of notes that are in default in addition to the reserve we record on notes not in default. The \$7 million increase in other revenue, net of expenses, included a \$6 million reversal of an impairment charge, originally recorded in the 2009 third quarter related to our anticipated fundings in conjunction with a purchase commitment, due to a renegotiated contract.

The \$37 million increase in financing revenue, primarily reflected: (1) a \$32 million increase in interest income on notes receivable held; (2) a favorable variance from a \$13 million charge in the 2009 first quarter related to the reduction in the valuation of residual interests; and (3) \$1 million of higher income as a result of the loss on our first quarter 2009 sale of notes receivable originated in connection with the sale of timeshare interval and fractional ownership products. These favorable variances were partially offset by \$9 million of decreased residual interest accretion reflecting the elimination of residual interests as part of the 2010 first quarter adoption of ASU Nos. 2009-16 and 2009-17.

The \$14 million in interest expense was a result of the consolidation of debt obligations due to the adoption of ASU Nos. 2009-16 and 2009-17.

Joint venture equity earnings decreased by \$4 million and primarily reflected decreased earnings from a residential and fractional project joint venture, primarily due to increased cancellation allowances recorded at that joint venture.

The \$3 million decrease to zero in net losses attributable to a noncontrolling interest was associated with our acquisition that began in the 2009 third quarter of that noncontrolling interest. See Footnote No. 15, "Variable Interest Entities," for additional information.

Cost reimbursements revenue and expenses associated with Timeshare segment properties totaled \$62 million in the first quarter of 2010, compared to \$58 million in the first quarter of 2009.

**SHARE-BASED COMPENSATION**

Under our 2002 Comprehensive Stock and Cash Incentive Plan, we award: (1) stock options to purchase our Class A Common Stock (“Stock Option Program”); (2) stock appreciation rights (“SARs”) for our Class A Common Stock (“Stock Appreciation Right Program”); (3) restricted stock units of our Class A Common Stock; and (4) deferred stock units. We grant awards at exercise prices or strike prices that are equal to the market price of our Class A Common Stock on the date of grant.

During the first quarter of 2010, we granted 3.7 million restricted stock units and 1.1 million Employee SARs. See Footnote No. 4, “Share-Based Compensation,” earlier in this report for additional information.

**NEW ACCOUNTING STANDARDS**

See Footnote No. 1, “Basis of Presentation” and Footnote No. 2, “New Accounting Standards,” for information related to the adoption of new accounting standards in the 2010 first quarter and Footnote No. 2, “New Accounting Standards” for information related to the future adoption of recently issued accounting standards.



## LIQUIDITY AND CAPITAL RESOURCES

### Cash Requirements and Our Credit Facilities

Our Credit Facility, which expires on May 14, 2012, and associated letters of credit, provide for \$2.4 billion of aggregate effective borrowings. Borrowings under the Credit Facility bear interest at the London Interbank Offered Rate (LIBOR) plus a fixed spread based on the credit ratings for our public debt. We also pay quarterly fees on the Credit Facility at a rate based on our public debt rating. For additional information on our Credit Facility, including participating financial institutions, see Exhibit 10, "Amended and Restated Credit Agreement," to our Current Report on Form 8-K filed with the SEC on May 16, 2007.

The Credit Facility contains certain covenants, including a single financial covenant that limits the Company's maximum leverage (consisting of Adjusted Total Debt to Consolidated EBITDA, each as defined in the Credit Facility) to not more than 4 to 1. Our outstanding public debt does not contain a corresponding financial covenant or a requirement that we maintain certain financial ratios. We currently satisfy the covenants in our Credit Facility and public debt instruments, including the leverage covenant under the Credit Facility, and do not expect the covenants to restrict our ability to meet our anticipated borrowing and guarantee levels or increase those levels should we determine to do so in the future.

We believe the Credit Facility, together with cash we expect to generate from operations, remains adequate to meet our short-term and long-term liquidity requirements, finance our long-term growth plans, meet debt service, and fulfill other cash requirements.

At March 26, 2010, our available borrowing capacity amounted to \$2.017 billion and reflected borrowing capacity of \$1.899 billion under our Credit Facility and our cash balance of \$118 million. Borrowing capacity under our Credit Facility of \$1.899 billion was calculated as \$2.404 billion of allowable effective aggregate borrowings under our Credit Facility, less letters of credit outstanding totaling \$109 million, and less Credit Facility borrowings outstanding of \$396 million. As noted in the previous paragraphs, we anticipate that this available capacity will be adequate to fund our liquidity needs and because we continue to have ample flexibility under the Credit Facility's covenants, we expect that undrawn bank commitments under the Credit Facility will remain available to us even if business conditions become considerably worse than we currently anticipate.

The three major credit rating agencies maintain a stable outlook on our long-term debt ratings. Any downgrades of our long-term debt ratings by Standard & Poor's, Moody's Investor Service, Fitch Ratings, or other similar rating agencies could increase our cost of capital, limit our access to the capital markets, or permit access only on terms that are more restrictive than those of our current outstanding debt.

Cash and cash equivalents totaled \$118 million at March 26, 2010, an increase of \$3 million from year-end 2009, reflecting activity for the twelve weeks ended March 26, 2010, as follows: operating cash inflows (\$160 million); loan advances and other investing activities, net of loan collections and sales (\$20 million); and common stock issuances (\$17 million). Mostly offsetting these inflows were cash outflows associated with the following: debt repayments (\$121 million); decreased borrowings under the Credit Facility (\$29 million); capital expenditures (\$25 million); and other cash outflows (\$19 million).

Due to the adoption of ASU Nos. 2009-16 and 2009-17 in the 2010 first quarter, as discussed in more detail in Footnote No. 1, "Basis of Presentation," we no longer account for note receivable securitizations as sales, but rather as secured borrowings as defined in these topics, and accordingly we do not expect to recognize gains or losses on future note receivable securitizations. As part of our adoption of these topics, we have classified the following 2010 first quarter activity under the "Financing Activities" caption of our Condensed Consolidated Statement of Cash Flows: (1) payments on the newly recorded debt obligations as repayments of long-term debt (\$62 million); (2) note repurchases (previously classified in "Timeshare activity, net" under "Operating Activities" for the 2009 first quarter) as

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repayments of long-term debt (\$17 million); and (3) note sale proceeds on any future note securitizations (previously classified in “Timeshare activity, net” under “Operating Activities” for the 2009 first quarter) as issuance of long-term debt (zero for the 2010 first quarter). Also, we will no longer have any cash flow activity related to residual interests or servicing assets. We will continue to classify any collections on held notes receivable, as well as the notes receivable we reestablished in the 2010 first quarter associated with past securitization transactions, as “Timeshare activity, net” in “Operating Activities.”

In response to significantly lower demand for our timeshare products, we have correspondingly reduced our projected investment in new development. See Footnote No. 20, “Timeshare Strategy-Impairment Charges” in the 2009 Form 10-K for additional information. While our Timeshare segment historically generates positive operating cash flow, year-to-year cash flow varies based on the timing of both cash outlays for the acquisition and development of new resorts and cash received from purchaser financing. We include timeshare reportable sales we finance in cash from operations when we collect cash payments. The following table shows the net operating activity from our Timeshare segment (which does not include the portion of income from our Timeshare segment). In the first quarters of 2010 and 2009, respectively, new Timeshare segment mortgages were \$52 million and \$62 million, respectively, net of collections of \$91 million (which included collections on securitized notes of \$62 million), and \$56 million, respectively.

(\$ in millions)	Twelve Weeks Ended	
	March 26, 2010	March 27, 2009
Timeshare segment development less than (in excess of) cost of sales	\$ 28	\$ (33)
New Timeshare segment mortgages, net of collections	39	(6)
Note repurchases	0	(11)
Financially reportable sales in excess of closed sales	(6)	(9)
Note sale losses	0	1
Note sale proceeds	0	181
Collection on retained interests in notes sold and servicing fees	0	25
Other cash inflows	7	4
Net cash inflows from Timeshare segment activity	<u>\$ 68</u>	<u>\$ 152</u>

See Footnote No. 10, “Long-term Debt,” for additional information on performance triggers in the 2010 first quarter. We expect that two other securitized note pools will reach performance triggers in the 2010 second quarter as a result of increased defaults. We anticipate that in the third quarter of 2010, loan performance will have improved sufficiently to cure all performance triggers in those two pools. We expect that for the 2010 fiscal year we will redirect approximately \$7 million of cash flows as a result of reaching the performance triggers.

We estimate that, for the 20-year period from 2010 through 2029, the cost of completing all phases of our existing portfolio of owned timeshare properties will be approximately \$2.9 billion. This estimate is based on our current development plans, which remain subject to change.

### Contractual Obligations

There have been no significant changes to our “Contractual Obligations” table in Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of our 2009 Form 10-K, other than those resulting from changes in the amount of outstanding debt.

As of the end of the 2010 first quarter, debt had increased by \$971 million to \$3,269 million compared to \$2,298 million at year-end 2009, and reflected consolidation of debt with a balance as of March 26, 2010, of \$1,043 million in conjunction with the adoption of ASU Nos. 2009-16 and 2009-17, partially offset by decreased borrowings under our Credit Facility of \$29 million and other debt decreases of \$43 million. At the end of the 2010 first quarter, future debt payments plus interest totaled

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\$3,965 million and are due as follows: \$252 million in 2010; \$278 million in 2011; \$1,005 million in 2012; \$636 million in 2013; \$220 million in 2014; and \$1,574 million thereafter.

### **Share Repurchases**

We did not purchase any shares of our Class A Common Stock during the twelve weeks ended March 26, 2010, and do not expect to repurchase shares during the remainder of 2010.

### **Dividends**

Our quarterly cash dividend was \$0.04 per share payable on April 9, 2010 to shareholders of record on February 19, 2010.

### **CRITICAL ACCOUNTING ESTIMATES**

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect reported amounts and related disclosures. We have discussed those estimates that we believe are critical and require the use of complex judgment in their application in our 2009 Form 10-K. Since the date of our 2009 Form 10-K, there have been no material changes to our critical accounting policies or the methodologies or assumptions we apply under them.

#### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

Our exposure to market risk has not materially changed since January 1, 2010.

#### **Item 4. Controls and Procedures**

##### *Disclosure Controls and Procedures*

As of the end of the period covered by this quarterly report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 (the "Exchange Act")), and management necessarily applied its judgment in assessing the costs and benefits of such controls and procedures, which by their nature, can provide only reasonable assurance regarding management's control objectives. You should note that the design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and we cannot assure you that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote. Based upon the foregoing evaluation, our Chief Executive Officer and the Chief Financial Officer concluded that our disclosure controls and procedures were effective and operating to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the rules and forms of the SEC, and to provide reasonable assurance that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

##### *Internal Control Over Financial Reporting*

There were no changes in internal control over financial reporting that occurred during the first quarter of 2010 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II—OTHER INFORMATION

### **Item 1. Legal Proceedings**

From time to time, we are subject to certain legal proceedings and claims in the ordinary course of business, including adjustments proposed during governmental examinations of the various tax returns we file. While management presently believes that the ultimate outcome of these proceedings, individually and in the aggregate, will not materially harm the company's financial position, cash flows, or overall trends in results of operations, legal proceedings are subject to inherent uncertainties, and unfavorable rulings could occur that could have individually or in aggregate, a material adverse effect on our business, financial condition, or operating results.

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

We are subject to various risks that could have a negative effect on the Company and its financial condition. You should understand that these risks could cause results to differ materially from those expressed in forward-looking statements contained in this report and in other Company communications. Because there is no way to determine in advance whether, or to what extent, any present uncertainty will ultimately impact our business, you should give equal weight to each of the following:

#### Lodging and Timeshare Industry Risks

*Our industries are highly competitive, which may impact our ability to compete successfully with other hotel and timeshare properties for customers.* We generally operate in markets that contain numerous competitors. Each of our hotel and timeshare brands competes with major hotel chains in national and international venues and with independent companies in regional markets. Our ability to remain competitive and to attract and retain business and leisure travelers depends on our success in distinguishing the quality, value, and efficiency of our lodging products and services from those offered by others. If we are unable to compete successfully in these areas, this could limit our operating margins, diminish our market share, and reduce our earnings.

*We are subject to the range of operating risks common to the hotel, timeshare, and corporate apartment industries.* The profitability of the hotels, vacation timeshare resorts, and corporate apartments that we operate or franchise may be adversely affected by a number of factors, including:

- (1) the availability of and demand for hotel rooms, timeshare interval, fractional ownership, and residential products, and apartments;
- (2) pricing strategies of our competitors;
- (3) international, national, and regional economic and geopolitical conditions;
- (4) the impact of war, actual or threatened terrorist activity and heightened travel security measures instituted in response to war, terrorist activity or threats;
- (5) the desirability of particular locations and changes in travel patterns;
- (6) travelers' fears of exposure to contagious diseases, such as H1N1 Flu, Avian Flu and Severe Acute Respiratory Syndrome ("SARS");
- (7) the occurrence of natural disasters, such as earthquakes, tsunamis, and hurricanes;
- (8) taxes and government regulations that influence or determine wages, prices, interest rates, construction procedures, and costs;
- (9) the costs and administrative burdens associated with compliance with applicable laws and regulations, including, among others, those associated with franchising, timeshare, lending,

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privacy, marketing and sales, licensing, labor, employment, immigration, the environment, and the U.S. Department of the Treasury's Office of Foreign Asset Control and the Foreign Corrupt Practices Act;

- (10) the availability and cost of capital to allow us and potential hotel owners and joint venture partners to fund investments;
- (11) regional and national development of competing properties;
- (12) increases in wages and other labor costs, energy, healthcare, insurance, transportation and fuel, and other expenses central to the conduct of our business or the cost of travel for our customers, including recent increases in energy costs and any resulting increase in travel costs or decrease in airline capacity;
- (13) organized labor activities, which could cause the diversion of business from hotels involved in labor negotiations, loss of group business, and/or increased labor costs;
- (14) foreign currency exchange fluctuations; and
- (15) trademark or intellectual property infringement.

Any one or more of these factors could limit or reduce the demand or the prices our hotels are able to obtain for hotel rooms, timeshare units, residential units, and corporate apartments or could increase our costs and therefore reduce the profit of our lodging businesses. Reduced demand for hotels could also give rise to losses under loans, guarantees, and noncontrolling equity investments that we have made in connection with hotels that we manage. Even where such factors do not reduce demand, property-level profit margins may suffer if we are unable to fully recover increased operating costs from our guests. Similarly, our fee revenue could be impacted by weak property-level revenue or profitability.

Our hotel management and franchise agreements may also be subject to premature termination in certain circumstances, such as the bankruptcy of a hotel owner or franchisee, or a failure under some agreements to meet specified financial or performance criteria that are subject to the risks described in this section, which the Company fails or elects not to cure. A significant loss of agreements due to premature terminations could hurt our financial performance or our ability to grow our business.

*General economic uncertainty and weak demand in the lodging and timeshare industries could continue to impact our financial results and growth.* Weak economic conditions in the United States, Europe and much of the rest of the world and the uncertainty over the duration of that weakness could continue to have a negative impact on the lodging and timeshare industries. As a result of current economic conditions, we continue to experience weak demand for our hotel rooms and timeshare products. Recent improvements in demand trends globally may not continue, and our future financial results and growth could be further harmed or constrained if the recovery was to stall or conditions were to worsen.

### Operational Risks

*Our lodging operations are subject to international, national, and regional conditions.* Because we conduct our business on a national and international platform, our activities are susceptible to changes in the performance of regional and global economies. In recent years, our business has been hurt by decreases in travel resulting from weak economic conditions, the military action in Iraq, and the heightened travel security measures that have resulted from the threat of further terrorism. Our future economic performance could be similarly affected by the economic environment in the United States and other regions, the resulting unknown pace of business travel, and the occurrence of any future incidents in the countries where we operate.

*The growing significance of our operations outside of the United States also makes us increasingly susceptible to the risks of doing business internationally, which could lower our revenues, increase our costs, reduce our profits or disrupt our business.* We currently operate or franchise hotels and resorts in 70 countries, our operations outside the United States represented approximately 10 percent of our revenues in the 2010 first quarter, and we expect that the international share of our total revenues will increase in future years. As a result, we are increasingly exposed to a number of challenges and risks associated with doing business outside the United States, including the following, any of which could reduce our revenues or profits, increase our costs, or disrupt our business: (1) compliance with complex and changing laws, regulations and policies of foreign governments that may impact our operations, including foreign ownership restrictions, import and export controls, and trade restrictions; (2) compliance with U.S. laws that affect the activities of U.S. companies abroad; (3) limitations on our ability to repatriate non-U.S. earnings in a tax effective manner; (4) the difficulties involved in managing an organization doing business in many different countries; (5) uncertainties as to the enforceability of contract and intellectual property rights under local laws; and (6) rapid changes in government policy, political or civil unrest, acts of terrorism or the threat of international boycotts or U.S. anti-boycott legislation.

*New branded products that we launch in the future may not be successful.* We may in the future launch additional branded products. We cannot assure that our recently launched EDITION and The Autograph Collection brands or new products we may launch in the future will be accepted by hotel owners, potential franchisees, or the traveling public or other customers, that we will recover the costs we incurred in developing the brands, or that the brands will be successful. In addition, some of these new brands involve or may involve cooperation and/or consultation with a third party, including some shared control over product design and development, sales and marketing, and brand standards. Disagreements with these third parties regarding areas of consultation or shared control could slow the development of these new brands and/or impair our ability to take actions we believe to be advisable for the success and profitability of such brands.

*Risks relating to natural disasters, contagious disease, terrorist activity, and war could reduce the demand for lodging, which may adversely affect our revenues.* So called "Acts of God," such as hurricanes, earthquakes, and other natural disasters and the spread of contagious diseases, such as H1N1 Flu, Avian Flu, and SARS, in locations where we own, manage or franchise significant properties, and areas of the world from which we draw a large number of customers can cause a decline in the level of business and leisure travel and reduce the demand for lodging. Actual or threatened war, terrorist activity, political unrest, civil strife, and other geopolitical uncertainty can have a similar effect. Any one or more of these events may reduce the overall demand for hotel rooms, timeshare units, and corporate apartments or limit the prices that we are able to obtain for them, both of which could adversely affect our profits.

*Unresolved disputes with the owners of the hotels that we manage or franchise may result in litigation.* Consistent with our focus on management and franchising, we own very few of our lodging properties. The nature of our responsibilities under our management agreements to manage each hotel and enforce the standards required for our brands under both management and franchise agreements may be subject to interpretation and will from time to time give rise to disagreements. Such disagreements may be more likely as hotel returns are depressed as a result of current economic conditions. We seek to resolve any disagreements in order to develop and maintain positive relations with current and potential hotel owners and joint venture partners but are not always able to do so. Failure to resolve such disagreements has resulted in litigation, and could do so in the future. If any such litigation results in a significant adverse judgment, settlement or court order, we could suffer significant losses, our profits could be reduced, or our future ability to operate our business could be constrained.

*Damage to, or other potential losses involving, properties that we own, manage or franchise may not be covered by insurance.* We have comprehensive property and liability insurance policies with coverage features and insured limits that we believe are customary. Market forces beyond our control may

nonetheless limit the scope of insurance coverage that we can obtain and our ability to obtain coverage at reasonable rates. Certain types of losses, generally of a catastrophic nature, such as earthquakes, hurricanes and floods, or terrorist acts, may be uninsurable or too expensive to justify obtaining insurance. As a result, we may not be successful in obtaining insurance without increases in cost or decreases in coverage levels. In addition, in the event of a substantial loss, the insurance coverage we carry may not be sufficient to pay the full market value or replacement cost of our lost investment or that of hotel owners or in some cases could result in certain losses being totally uninsured. As a result, we could lose some or all of the capital we have invested in a property, as well as the anticipated future revenue from the property, and we could remain obligated for guarantees, debt, or other financial obligations related to the property.

#### Development and Financing Risks

*While we are predominantly a manager and franchisor of hotel properties, we depend on capital to buy, develop, and improve hotels and to develop timeshare properties, and we or our hotel owners may be unable to access capital when necessary.* In order to fund new hotel investments, as well as refurbish and improve existing hotels, both the Company and current and potential hotel owners must periodically spend money. The availability of funds for new investments and improvement of existing hotels by our owners depends in large measure on capital markets and liquidity factors, over which we can exert little control. Instability in the financial markets following the 2008 worldwide financial crisis and the contraction of available liquidity and leverage continue to constrain the capital markets for hotel and real estate investments. In addition, owners of existing hotels that we franchise or manage may have difficulty meeting required debt service payments or refinancing loans at maturity. While lenders have shown a willingness to work with borrowers to extend relief in the short to medium term, many current and prospective hotel owners are still finding new hotel financing on commercially viable terms to be challenging. The three major credit rating agencies maintain a stable outlook on our long-term debt ratings. Any downgrades of our long-term debt ratings by Standard & Poor's, Moody's Investor Service, Fitch Ratings, or other similar rating agencies, could increase our cost of capital, limit our access to the capital markets, or permit access only on terms that are more restrictive than those of our current outstanding debt.

*Our growth strategy depends upon third-party owners/operators, and future arrangements with these third parties may be less favorable.* Our present growth strategy for development of additional lodging facilities entails entering into and maintaining various arrangements with property owners. The terms of our management agreements, franchise agreements, and leases for each of our lodging facilities are influenced by contract terms offered by our competitors, among other things. We cannot assure you that any of our current arrangements will continue or that we will be able to enter into future collaborations, renew agreements, or enter into new agreements in the future on terms that are as favorable to us as those that exist today.

*Our ability to grow our management and franchise systems is subject to the range of risks associated with real estate investments.* Our ability to sustain continued growth through management or franchise agreements for new hotels and the conversion of existing facilities to managed or franchised Marriott brands is affected, and may potentially be limited, by a variety of factors influencing real estate development generally. These include site availability, financing, planning, zoning and other local approvals, and other limitations that may be imposed by market and submarket factors, such as projected room occupancy, changes in growth in demand compared to projected supply, territorial restrictions in our management and franchise agreements, costs of construction, and anticipated room rate structure.

*Our development activities expose us to project cost, completion, and resale risks.* We develop new hotel, timeshare interval, fractional ownership, and residential properties, both directly and through partnerships, joint ventures, and other business structures with third parties. As demonstrated by the 2009 impairment charges associated with our Timeshare business, our ongoing involvement in the development of properties presents a number of risks, including that: (1) continued weakness in the capital markets may limit our ability, or that of third parties with whom we do business, to raise capital for completion of

projects that have commenced or for development of future properties; (2) properties that we develop could become less attractive due to further decreases in demand for residential, fractional or interval ownership, increases in mortgage rates and/or decreases in mortgage availability, market absorption or oversupply, with the result that we may not be able to sell such properties for a profit or at the prices or selling pace we anticipate, potentially requiring additional changes in our pricing strategy that could result in further charges; (3) construction delays, cost overruns, lender financial defaults, or so called "Acts of God" such as earthquakes, hurricanes, floods or fires may increase overall project costs or result in project cancellations; and (4) we may be unable to recover development costs we incur for these projects that are not pursued to completion.

*Development activities that involve our co-investment with third parties may result in disputes that could increase project costs, impair project operations, or increase project completion risks.* Partnerships, joint ventures, and other business structures involving our co-investment with third parties generally include some form of shared control over the operations of the business and create additional risks, including the possibility that other investors in such ventures could become bankrupt or otherwise lack the financial resources to meet their obligations, or could have or develop business interests, policies or objectives that are inconsistent with ours. Although we actively seek to minimize such risks before investing in partnerships, joint ventures or similar structures, actions by another investor may present additional risks of project delay, increased project costs, or operational difficulties following project completion. Such disputes may also be more likely in the current difficult business environment.

#### Other Risks Associated with Timeshare and Residential Properties

*Disruption in the credit markets could impair our ability to sell the loans that our Timeshare business generates.* Our Timeshare business provides financing to purchasers of our timeshare and fractional properties, and we periodically sell interests in those loans in the securities markets. Disruption in the credit markets in the second half of 2008 and much of 2009 impaired the timing and volume of the timeshare loans that we sell, as well as the financial terms of such sales. Although improved market conditions allowed us to successfully complete a sale in the fourth quarter of 2009 on terms that were substantially more favorable than the first quarter 2009 transaction, financial markets nonetheless have not returned to pre-2008 conditions and another deterioration could delay future sales, sharply increase their cost to us, or prevent us from selling our timeshare notes entirely. Delays in note sales or increases in sale costs could cause us to reduce spending in order to maintain our leverage and return targets, and could also result in increased borrowing to provide capital to replace proceeds from such sales.

*Risks associated with development and sale of residential properties that are associated with our lodging and timeshare properties or brands may reduce our profits.* In certain hotel and timeshare projects we participate, through noncontrolling interests and/or licensing fees, in the development and sale of residential properties associated with our brands, including luxury residences, and condominiums under our Ritz-Carlton and Marriott brands. Such projects pose additional risks beyond those generally associated with our lodging and timeshare businesses, which may reduce our profits or compromise our brand equity, including the following:

- Recent decreases in residential real estate, vacation home prices, and demand generally will continue to reduce our profits and could result in losses on residential sales, increase our carrying costs due to a slower pace of sales than we anticipated, and could make it more difficult to convince future hotel development partners of the value added by our brands;
- Increases in interest rates, reductions in mortgage availability, or increases in the costs of residential ownership could prevent potential customers from buying residential products or reduce the prices they are willing to pay; and
- Residential construction may be subject to warranty and liability claims, and the costs of resolving such claims may be significant.



*Purchaser defaults on the loans our Timeshare business generates could reduce our Timeshare revenues and profits.* We are also subject to the risk of default on the financing we provide to purchasers of our timeshare and fractional properties. Purchaser defaults could force us to foreclose on the loan and reclaim ownership of the financed property, both for loans that we have not securitized and in our role as servicer for the loans we have securitized. If we cannot resell foreclosed properties in a timely manner or at a price sufficient to repay the loans and our costs, we could incur losses, impairment charges on loans we have yet to securitize or our residual interest in loans that we have securitized.

#### Technology, Information Protection, and Privacy Risks

*A failure to keep pace with developments in technology could impair our operations or competitive position.* The lodging and timeshare industries continue to demand the use of sophisticated technology and systems, including those used for our reservation, revenue management and property management systems, our Marriott Rewards program, and technologies we make available to our guests. These technologies and systems must be refined, updated, and/or replaced with more advanced systems on a regular basis. If we are unable to do so as quickly as our competitors or within budgeted costs and time frames, our business could suffer. We also may not achieve the benefits that we anticipate from any new technology or system, and a failure to do so could result in higher than anticipated costs or could impair our operating results.

*An increase in the use of third-party Internet services to book online hotel reservations could adversely impact our revenues.* Some of our hotel rooms are booked through Internet travel intermediaries such as Expedia.com<sup>®</sup>, Travelocity.com<sup>®</sup>, and Orbitz.com<sup>®</sup>, as well as lesser-known online travel service providers. These intermediaries initially focused on leisure travel, but now also provide offerings for corporate travel and group meetings. Although Marriott's Look No Further<sup>®</sup> Best Rate Guarantee has greatly reduced the ability of intermediaries to undercut the published rates at our hotels, intermediaries continue to use a variety of aggressive online marketing methods to attract customers, including the purchase, by certain companies, of trademarked online keywords such as "Marriott" from Internet search engines such as Google<sup>®</sup>, Bing<sup>®</sup> and Yahoo<sup>®</sup> to steer customers toward their websites (a practice currently being challenged by various trademark owners in federal court). Although Marriott has successfully limited these practices through contracts with key online intermediaries, the number of intermediaries and related companies that drive traffic to intermediaries' websites is too large to permit us to eliminate this risk entirely. Our business and profitability could be harmed if online intermediaries succeed in significantly shifting loyalties from our lodging brands to their travel services, diverting bookings away from [www.Marriott.com](http://www.Marriott.com), or through their fees increasing the overall cost of Internet bookings for our hotels.

*Failure to maintain the integrity of internal or customer data could result in faulty business decisions, damage of reputation and/or subject us to costs, fines, or lawsuits.* Our businesses require collection and retention of large volumes of internal and customer data, including credit card numbers and other personally identifiable information of our customers as they are entered into, processed by, summarized by, and reported by our various information systems and those of our service providers. We also maintain personally identifiable information about our employees. The integrity and protection of that customer, employee, and company data is critical to us. If that data is inaccurate or incomplete, we could make faulty decisions. Our customers and employees also have a high expectation that their personal information will be adequately protected by ourselves or our service providers, and the regulatory environment surrounding information, security and privacy is increasingly demanding, in both the United States and other jurisdictions in which we operate. A significant theft, loss, or fraudulent use of customer, employee, or company data by us or by a service provider could adversely impact our reputation and could result in remedial and other expenses, fines, and litigation.

*Changes in privacy law could adversely affect our ability to market our products effectively.* We rely on a variety of direct marketing techniques, including telemarketing, email marketing, and postal mailings. Any further restrictions in laws such as the Telemarketing Sales Rule, CANSPAM Act, and

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various U.S. state laws, or new federal laws, regarding marketing and solicitation or international data protection laws that govern these activities could adversely affect the continuing effectiveness of telemarketing, email, and postal mailing techniques and could force further changes in our marketing strategy. If this occurs, we may not be able to develop adequate alternative marketing strategies, which could impact the amount and timing of our sales of timeshare units and other products. We also obtain access to potential customers from travel service providers or other companies with whom we have substantial relationships and market to some individuals on these lists directly or by including our marketing message in the other company's marketing materials. If access to these lists was prohibited or otherwise restricted, our ability to develop new customers, and introduce them to our products could be impaired.

### Other Risks

*Changes in tax and other laws and regulations could reduce our profits or increase our costs.* Our businesses are subject to regulation under a wide variety of U.S. federal and state and foreign laws, regulations and policies. In response to the recent economic crisis and the current recession, we anticipate that many of the jurisdictions in which we do business will review tax and other revenue raising laws, regulations and policies, and any resulting changes could impose new restrictions, costs or prohibitions on our current practices and reduce our profits. In particular, U.S. and foreign governments may revise tax laws, regulations or official interpretations in ways that could have a significant impact on us, including modifications that could reduce the profits that we can effectively realize from our non-U.S. operations, or that could require costly changes to those operations, or the way in which they are structured. For example, most U.S. company effective tax rates reflect the fact that income earned and reinvested outside the United States is generally taxed at local rates, which are often much lower than U.S. tax rates. If changes in tax laws, regulations or interpretations were to significantly increase the tax rates on non-U.S. income, our effective tax rate could increase, our profits could be reduced, and if such increases were a result of our status as a U.S. company, could place us at a disadvantage to our non-U.S. competitors if those competitors remain subject to lower local tax rates.

*If we cannot attract and retain talented associates, our business could suffer.* We compete with other companies both within and outside of our industry for talented personnel. If we are not able to recruit, train, develop, and retain sufficient numbers of talented associates, we could experience increased associate turnover, decreased guest satisfaction, low morale, inefficiency, or internal control failures. Insufficient numbers of talented associates could also limit our ability to grow and expand our businesses.

*Delaware law and our governing corporate documents contain, and our Board of Directors could implement, anti-takeover provisions that could deter takeover attempts.* Under the Delaware business combination statute, a stockholder holding 15 percent or more of our outstanding voting stock could not acquire us without Board of Director's consent for at least three years after the date the stockholder first held 15 percent or more of the voting stock. Our governing corporate documents also, among other things, require supermajority votes in connection with mergers and similar transactions. In addition, our Board of Directors could, without stockholder approval, implement other anti-takeover defenses, such as a stockholder's rights plan to replace the stockholder's rights plan that expired in March 2008.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

- (a) Unregistered Sale of Securities  
None.
- (b) Use of Proceeds  
None.
- (c) Issuer Purchases of Equity Securities  
None.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Removed and Reserved****Item 5. Other Information**

None.

**Item 6. Exhibits**

<b>Exhibit No.</b>	<b>Description</b>	<b>Incorporation by Reference (where a report is indicated below, that document has been previously filed with the SEC and the applicable exhibit is incorporated by reference thereto)</b>
3.1	Restated Certificate of Incorporation of the Company.	Exhibit No. 3.(i) to our Form 8-K filed August 22, 2006 (File No. 001-13881).
3.2	Amended and Restated Bylaws.	Exhibit No. 3.(i) to our Form 8-K filed November 12, 2008 (File No. 001-13881).
12	Statement of Computation of Ratio of Earnings to Fixed Charges.	<i>Filed with this report.</i>
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a).	<i>Filed with this report.</i>
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a).	<i>Filed with this report.</i>
32	Section 1350 Certifications.	<i>Furnished with this report.</i>
101.INS	XBRL Instance Document.	<i>Furnished with this report.</i>
101.SCH	XBRL Taxonomy Extension Schema Document.	<i>Submitted electronically with this report.</i>
101.CAL	XBRL Taxonomy Calculation Linkbase Document.	<i>Submitted electronically with this report.</i>
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.	<i>Submitted electronically with this report.</i>
101.LAB	XBRL Taxonomy Label Linkbase Document.	<i>Submitted electronically with this report.</i>
101.PRE	XBRL Taxonomy Presentation Linkbase Document.	<i>Submitted electronically with this report.</i>

Attached as Exhibit 101 to this report are the following documents formatted in XBRL (Extensible Business Reporting Language): (i) the Condensed Consolidated Statements of Income for the twelve weeks ended March 26, 2010, and March 27, 2009, respectively; (ii) the Condensed Consolidated Balance Sheets at March 26, 2010, and January 1, 2010; and (iii) the Condensed Consolidated Statements of Cash Flows for the twelve weeks ended March 26, 2010, and March 27, 2009, respectively. Users of this data are advised pursuant to Rule 406T of Regulation S-T that this interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

MARRIOTT INTERNATIONAL, INC.

23<sup>rd</sup> day of April, 2010

/s/ William J. Shaw

William J. Shaw  
Director and Vice Chairman

/s/ Carl T. Berquist

Carl T. Berquist  
Executive Vice President and Chief Financial Officer

**MARRIOTT INTERNATIONAL, INC. (“Marriott”)**  
**COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES**

(\$ in millions, except ratio)	Twelve Weeks Ended	
	March 26, 2010	March 27, 2009
Income before income taxes	\$ 129	\$ 8
Losses related to equity method investees	11	34
	<u>140</u>	<u>42</u>
Add/(deduct):		
Fixed charges	72	64
Interest capitalized	(4)	(10)
Distributed income of equity method investees	0	4
Net losses attributable to noncontrolling interests	0	2
	<u>0</u>	<u>2</u>
Earnings attributable to Marriott available for fixed charges	<u>\$ 208</u>	<u>\$ 102</u>
Fixed charges:		
Interest expensed and capitalized <sup>(1)</sup>	\$ 49	\$ 39
Estimate of interest within rent expense	23	25
	<u>72</u>	<u>64</u>
Total fixed charges	<u>\$ 72</u>	<u>\$ 64</u>
Ratio of earnings attributable to Marriott to fixed charges	2.9	1.6

<sup>(1)</sup> “Interest expensed and capitalized” includes amortized premiums, discounts, and capitalized expenses related to indebtedness.

Exhibit 12

**Certification of Chief Executive Officer  
Pursuant to Rule 13a-14(a)**

I, J.W. Marriott, Jr., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Marriott International, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting, which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

April 23, 2010

/s/ J.W. Marriott, Jr.

J.W. Marriott, Jr.

Chairman of the Board and Chief Executive Officer  
(Principal Executive Officer)

Exhibit 31.1

**Certification of Chief Financial Officer  
Pursuant to Rule 13a-14(a)**

I, Carl T. Berquist, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Marriott International, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting, which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

April 23, 2010

/s/ Carl T. Berquist

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Carl T. Berquist  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

Exhibit 31.2

**Certification**  
**Pursuant to Rule 13a-14(b) and Section 906 of the Sarbanes-Oxley Act of 2002**  
**(18 U.S.C. Sections 1350(a) and (b))**

I, J.W. Marriott, Jr., Chairman of the Board and Chief Executive Officer of Marriott International, Inc. (the "Company") certify that:

- (1) the quarterly report on Form 10-Q of the Company for the period ended March 26, 2010, (the "Quarterly Report") fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) the information contained in the Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

April 23, 2010

/s/ J.W. Marriott, Jr.

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J.W. Marriott, Jr.

Chairman of the Board and Chief Executive Officer  
(Principal Executive Officer)

I, Carl T. Berquist, Executive Vice President and Chief Financial Officer of Marriott International, Inc. (the "Company") certify that:

- (1) the quarterly report on Form 10-Q of the Company for the period ended March 26, 2010, (the "Quarterly Report") fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) the information contained in the Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

April 23, 2010

/s/ Carl T. Berquist

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Carl T. Berquist

Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

Exhibit 32