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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 10-K

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

OR

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

For the Fiscal Year Ended January 3, 2003

Commission File No. 1-13881

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# MARRIOTT INTERNATIONAL, INC.

Delaware  
(State of Incorporation)

52-2055918  
(I.R.S. Employer Identification Number)

10400 Fernwood Road  
Bethesda, Maryland 20817  
(301) 380-3000

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

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Class A Common Stock, \$0.01 par value (233,802,816 shares outstanding as of January 31, 2003)	New York Stock Exchange Chicago Stock Exchange Pacific Stock Exchange Philadelphia Stock Exchange

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The aggregate market value of shares of common stock held by non-affiliates at January 31, 2003, was \$5,646,330,643.

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, and (2) has been subject to such filing requirements for the past 90 days.  
Yes  No

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

### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement prepared for the 2003 Annual Meeting of Shareholders are incorporated by reference into Part III of this report.

Index to Exhibits is located on pages 76 through 77.

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## PART I

Throughout this report, we refer to Marriott International, Inc., together with its subsidiaries, as “we,” “us,” or “the Company.”

### **Forward-Looking Statements**

We have made forward-looking statements in this document that are based on the beliefs and assumptions of our management, and on information currently available to our management. Forward-looking statements include the information concerning our possible or assumed future results of operations and statements preceded by, followed by or that include the words “believes”, “expects”, “anticipates”, “intends”, “plans”, “estimates”, or similar expressions.

Forward-looking statements involve risks, uncertainties and assumptions. Actual results may differ materially from those expressed in these forward-looking statements. We caution you not to put undue reliance on any forward-looking statements.

You should understand that the following important factors, in addition to those discussed in Exhibit 99 and elsewhere in this annual report, could cause results to differ materially from those expressed in such forward-looking statements.

- competition in each of our business segments;
- business strategies and their intended results;
- the balance between supply of and demand for hotel rooms, timeshare units and corporate apartments;
- our continued ability to obtain new operating contracts and franchise agreements;
- our ability to develop and maintain positive relations with current and potential hotel owners;
- our ability to obtain adequate property and liability insurance to protect against losses or to obtain such insurance at reasonable rates;
- the effect of international, national and regional economic conditions, including the duration and severity of the current economic downturn in the United States and the pace of the lodging industry’s adjustment to the continuing war on terrorism, and the potentially sharp decrease in travel that could occur if military action is taken in Iraq, North Korea or elsewhere;
- our ability to recover loan and guaranty advances from hotel operations or from owners through the proceeds of hotel sales, refinancing of debt or otherwise;
- the availability of capital to allow us and potential hotel owners to fund investments;
- the effect that internet reservation channels may have on the rates that we are able to charge for hotel rooms and timeshare intervals;
- other risks described from time to time in our filings with the Securities and Exchange Commission (the SEC).

### **ITEMS 1 and 2. BUSINESS AND PROPERTIES**

We are a worldwide operator and franchisor of hotels and related lodging facilities. Our operations are grouped into five business segments, Full-Service Lodging, Select-Service Lodging, Extended-Stay Lodging, Timeshare and Synthetic Fuel, which represented 65, 12, 7, 14 and 2 percent, respectively, of total sales in the fiscal year ended January 3, 2003. Prior to January 3, 2003, our operations included our Senior Living Services and Distribution Services businesses, which are now classified as discontinued operations.

In our Lodging business, we operate, develop and franchise hotels under 14 separate brand names and we operate, develop and market Marriott timeshare properties under 4 separate brand names. Our lodging business includes the Full-Service, Select-Service, Extended-Stay and Timeshare segments.

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Financial information by industry segment and geographic area as of January 3, 2003 and for the three fiscal years then ended, appears in the Business Segments note to our Consolidated Financial Statements included in this annual report.

## **Lodging**

We operate or franchise 2,557 lodging properties worldwide, with 463,429 rooms as of January 3, 2003. In addition, we provide 4,316 furnished corporate housing units. We believe that our portfolio of lodging brands is the broadest of any company in the world, and that we are the leader in the quality tier of the vacation timesharing business. Consistent with our focus on management and franchising, we own very few of our lodging properties. Our lodging brands include:

### **Full-Service Lodging**

- *Marriott Hotels, Resorts and Suites*
- *Marriott Conference Centers*
- *JW Marriott Hotels*
- *The Ritz-Carlton Hotels*
- *Renaissance Hotels, Resorts and Suites*
- *Ramada International*  
*(primarily Europe, Middle East and Asia/Pacific)*
- *Bulgari Hotels and Resorts*

### **Select-Service Lodging**

- *Courtyard*
- *Fairfield Inn*
- *SpringHill Suites*

### **Extended-Stay Lodging**

- *Residence Inn*
- *TownePlace Suites*
- *Marriott ExecuStay*
- *Marriott Executive Apartments*

### **Timeshare**

- *Marriott Vacation Club International*
- *Horizons by Marriott Vacation Club International*
- *The Ritz-Carlton Club*
- *Marriott Grand Residence Club*

### Company-Operated Lodging Properties

At January 3, 2003, we operated 937 properties (242,520 rooms) under long-term management or lease agreements with property owners (together, the Operating Agreements) and 8 properties (1,525 rooms) as owned.

Terms of our management agreements vary, but typically we earn a management fee which comprises a base fee, which is a percentage of the revenues of the hotel, and an incentive management fee, which is based on the profits of the hotel. Our management agreements also typically include reimbursement of costs (both direct and indirect) of operations. Such agreements are generally for initial periods of 20 to 30 years, with options to renew for up to 50 additional years. Our lease agreements also vary, but typically include fixed annual rentals plus additional rentals based on a percentage of annual revenues in excess of a fixed amount. Many of the Operating Agreements are subordinated to mortgages or other liens securing indebtedness of the owners. Additionally, a number of the Operating Agreements permit the owners to terminate the agreement if financial returns fail to meet defined levels for a period of time and we have not cured such deficiencies.

For lodging facilities that we manage, we are responsible for hiring, training and supervising the managers and employees required to operate the facilities and for purchasing supplies, for which we generally are reimbursed by the owners. We provide centralized reservation services, and national advertising, marketing and promotional services, as well as various accounting and data processing services. For lodging facilities that we manage, we prepare and implement annual operating budgets that are subject to owner review and approval.

### Franchised Lodging Properties

We have franchising programs that permit the use of certain of our brand names and our lodging systems by other hotel owners and operators. Under these programs, we generally receive an initial application fee and continuing royalty fees, which typically range from four percent to six percent of room revenues for all brands, plus two percent to three percent of food and beverage revenues for certain full-service hotels. In addition, franchisees contribute to our national marketing and advertising programs, and pay fees for use of our centralized reservation systems. At January 3, 2003, we had 1,612 franchised properties (219,384 rooms).

### Summary of Properties by Brand

As of January 3, 2003 we operated or franchised the following properties by brand (excluding 4,316 corporate housing rental units):

Brand	Company-operated		Franchised	
	Properties	Rooms	Properties	Rooms
<b>Full-Service Lodging</b>				
Marriott Hotels, Resorts and Suites	262	112,731	188	52,469
The Ritz-Carlton Hotels	51	16,566	—	—
Renaissance Hotels, Resorts and Suites	84	32,381	42	13,418
Ramada International	4	727	142	20,503
<b>Select-Service Lodging</b>				
Courtyard	289	45,881	298	38,475
Fairfield Inn	2	890	501	47,324
SpringHill Suites	20	3,187	78	8,022
<b>Extended-Stay Lodging</b>				
Residence Inn	136	18,538	292	32,035
TownePlace Suites	34	3,665	70	7,039
Marriott Executive Apartments and other	10	1,908	1	99
<b>Timeshare</b>				
Marriott Vacation Club International	45	6,973	—	—
Horizons by Marriott Vacation Club International	2	146	—	—
The Ritz-Carlton Club	4	204	—	—
Marriott Grand Residence Club	2	248	—	—
<b>Total</b>	<b>945</b>	<b>244,045</b>	<b>1,612</b>	<b>219,384</b>

We plan to open over 150 hotels (25,000 – 30,000 rooms) during 2003. We believe that we have access to sufficient financial resources to finance our growth, as well as to support our ongoing operations and meet debt service and other cash requirements. Nonetheless, our ability to sell properties that we develop, and the ability of hotel developers to build or acquire new Marriott properties, which are important parts of our growth plans, is partially dependent on their access to and the availability and cost of capital.

### **Full-Service Lodging**

*Marriott Hotels, Resorts and Suites* (including JW Marriott Hotels & Resorts and Marriott Conference Centers) primarily serve business and leisure travelers and meeting groups at locations in downtown and suburban areas, near airports and at resort locations. Most Marriott full-service hotels contain from 300 to 500 rooms, and typically have internet access, swimming pools, gift shops, convention and banquet facilities, a variety of restaurants and lounges and parking facilities. Marriott resort hotels have additional recreational facilities, such as tennis courts, golf courses and many have spa facilities. The 13 Marriott Suites (approximately 3,400 rooms) are full-service suite hotels that typically contain approximately 200 to 300 suites, each consisting of a living room, bedroom and bathroom. Marriott Suites have limited meeting space. Unless otherwise indicated, references throughout this report to Marriott Hotels, Resorts and Suites include JW Marriott Hotels & Resorts and Marriott Conference Centers.

JW Marriott Hotels & Resorts is a world-class collection of distinctive hotels that cater to accomplished, discerning travelers seeking an elegant environment and personal service. These 23 hotels and resorts are located in gateway cities and upscale resort locations throughout the world. In addition to the features found in a typical Marriott full-service hotel, the facilities and amenities in the JW Marriott Hotels & Resorts normally include larger guestrooms, more luxurious décor and furnishings, upgraded in-room amenities, “on-call” housekeeping, upgraded executive business centers and fitness centers/spas, and 24-hour room service.

We operate 13 conference centers (3,259 rooms), throughout the United States. Some of the centers are used exclusively by employees of sponsoring organizations, while others are marketed to outside meeting groups and individuals. The centers typically include meeting room space, dining facilities, guestrooms and recreational facilities.

Room operations contributed the majority of hotel sales for fiscal year 2002, with the remainder coming from food and beverage operations, recreational facilities and other services. Although business at many resort properties is seasonal depending on location, overall hotel system profits are usually relatively stable and include only moderate seasonal fluctuations.

### **Marriott Hotels, Resorts and Suites**

#### **Geographic Distribution at January 3, 2003**

	<b>Hotels</b>	
United States (42 states and the District of Columbia)	293	(120,308 rooms)
Non-U.S. (56 countries and territories)		
Americas (Non-U.S.)	31	
Continental Europe	29	
United Kingdom	50	
Asia	28	
Africa and the Middle East	15	
Australia	4	
Total Non-U.S.	157	(44,892 rooms)

*Ritz-Carlton* hotels and resorts are renowned for their distinctive architecture and for the quality of their facilities, dining and personalized guest service. Most Ritz-Carlton hotels have 250 to 400 guest rooms and typically include meeting and banquet facilities, a variety of restaurants and lounges, gift shops, swimming pools and parking facilities. Guests at most of the Ritz-Carlton resorts have access to additional recreational amenities, such as tennis courts and golf courses.

### **Ritz-Carlton Hotels and Resorts**

#### **Geographic Distribution at January 3, 2003**

	<b>Hotels</b>	
United States (15 states and the District of Columbia)	32	(10,270 rooms)
Non-U.S. (19 countries and territories)	19	(6,296 rooms)

*Renaissance* is a global quality-tier brand, which targets business travelers, group meetings and leisure travelers. Renaissance hotels are generally located in downtown locations of major cities, in suburban office parks, near major gateway airports and in destination resorts. Most hotels contain 300 to 500 rooms; however, a few of the convention oriented hotels are larger, and some hotels in non-gateway markets, particularly in Europe, are smaller. Renaissance hotels typically include an all-day dining restaurant, a specialty restaurant, club floors and a lounge, boardrooms, and convention and banquet facilities. Renaissance resort hotels have additional recreational facilities including golf, tennis, water sports and spa facilities.

**Renaissance Hotels, Resorts and Suites**

**Geographic Distribution at January 3, 2003**

	<b>Hotels</b>	
United States (24 states and the District of Columbia)	63	(23,961 rooms)
Non-U.S. (28 countries and territories)		
Americas (Non-U.S.)	10	
Continental Europe	17	
United Kingdom	7	
Asia	20	
Africa and the Middle East	8	
Australia	1	
<b>Total Non-U.S.</b>	<b>63</b>	<b>(21,838 rooms)</b>

*Ramada International* is a moderately-priced brand targeted at business and leisure travelers. Each full-service Ramada International property includes a restaurant, a cocktail lounge and full-service meeting and banquet facilities. Ramada International hotels are located primarily in Europe and Asia in major cities, near major international airports and suburban office park locations. In addition to management and franchise fees associated with Ramada International, we receive a royalty fee for the use of the Ramada name in Canada. We also record, in accordance with the equity method of accounting, our proportionate share of the net income reported by the Marriott and Cendant joint venture that was formed in the first quarter of 2002 to further develop and expand the Ramada and Days Inn brands in the United States. In 2002, we opened 16 hotels with the Ramada brand name, outside the United States and Canada.

**Ramada International**

**Geographic Distribution at January 3, 2003**

	<b>Hotels</b>	
Americas (Non-U.S. and Canada)	3	
Continental Europe	61	
United Kingdom	59	
Africa and the Middle East	6	
Asia	15	
Australia	2	
<b>Total (20 countries and territories)</b>	<b>146</b>	<b>(21,230 rooms)</b>

*Bulgari Hotels and Resorts.* As part of our ongoing strategy to expand our reach through partnerships with preeminent, world class companies, in early 2001, we announced our plans to launch a joint venture with Bulgari SpA to introduce distinctive new luxury hotel properties – Bulgari Hotels and Resorts. The first property is expected to open in January 2004.

**Select-Service Lodging**

*Courtyard* is our upper moderate-price select-service hotel product. Aimed at individual business and leisure travelers as well as families, Courtyard hotels maintain a residential atmosphere and typically have 90 to 150 rooms. Well landscaped grounds include a courtyard with a pool and social areas. Most hotels feature quality guest rooms and meeting rooms, limited restaurant and lounge facilities, a swimming pool and an exercise room. The operating systems developed for these hotels allow Courtyard to be price-competitive while providing better value through superior facilities and guest service. At year end there were 587 Courtyards operating in 10 countries.

**Courtyard**

**Geographic Distribution at January 3, 2003**

	<b>Hotels</b>	
United States (45 states and the District of Columbia)	539	(75,905 rooms)
Non-U.S. (10 countries and territories)	48	(8,451 rooms)

*Fairfield Inn* is our hotel brand that competes in the lower moderate price-tier. Aimed at value-conscious individual business and leisure travelers, a typical *Fairfield Inn* or *Fairfield Inn & Suites* has 60 to 140 rooms and offers a swimming pool, complimentary continental breakfast and free local phone calls. At year end there were 503 *Fairfield Inns* operating in the United States.

*SpringHill Suites* is our all-suite brand in the moderate-price tier targeting business travelers, leisure travelers and families. *SpringHill Suites* typically have 90 to 165 rooms. They feature suites that are 25 percent larger than a typical hotel guest room and offer a broad range of amenities, including complimentary continental breakfast and exercise facilities. There were 98 properties located in the United States and Canada at January 3, 2003.

#### **Extended-Stay Lodging**

*Residence Inn*, North America's leading extended-stay brand, allows guests on long-term trips to maintain balance between work and life while away from home. Spacious suites with full kitchens and separate areas for sleeping, working, relaxing and eating offer home-like comfort with functionality. A friendly staff and welcome services like complimentary hot breakfast and evening social hours add to the sense of community. There are 416 *Residence Inn* hotels across North America.

#### **Residence Inn Geographic Distribution at January 3, 2003**

	<b>Hotels</b>	
United States (47 states and the District of Columbia)	416	(49,002 rooms)
Canada	11	(1,495 rooms)
Mexico	1	(76 rooms)

*TownePlace Suites* is a moderately priced, extended-stay hotel product that is designed to appeal to business and leisure travelers who stay for five nights or more. The typical *TownePlace Suites* hotel contains 100 studio, one-bedroom and two-bedroom suites. Each suite has a fully equipped kitchen and separate living area with a comfortable, residential feel. Each hotel provides housekeeping services and has on-site exercise facilities, an outdoor pool, 24-hour staffing and laundry facilities. At January 3, 2003, 104 *TownePlace Suites* (10,704 rooms) were located in 30 states.

*ExecuStay* provides furnished corporate apartments for stays of one month or longer nationwide. *ExecuStay* owns no residential real estate and provides units primarily through short-term lease agreements with apartment owners and managers. In late 2002, *ExecuStay* also became a corporate housing franchisor.

*Marriott Executive Apartment and Other.* We provide temporary housing (serviced apartments) for business executives and others who need quality accommodations outside their home country, usually for 30 or more days. Some serviced apartments operate under the *Marriott Executive Apartments* brand, which is designed specifically for the long-term international traveler. At January 3, 2003, 11 serviced apartment properties (2,007 units), including six *Marriott Executive Apartments*, were located in seven countries and territories. All *Marriott Executive Apartments* are located outside the United States.

#### **Timeshare**

*Marriott Vacation Club International* develops, sells and operates vacation timesharing resorts. Revenues are generated from three primary sources: (1) selling fee simple and other forms of timeshare intervals, (2) operating the resorts and (3) financing consumer purchases of timesharing intervals.

Many timesharing resorts are located adjacent to *Marriott* hotels, and timeshare owners have access to certain hotel facilities during their vacation. Owners can trade their annual interval for intervals at other *Marriott* timesharing resorts or for intervals at certain timesharing resorts not otherwise sponsored by *Marriott* through an external exchange company. Owners also can trade their unused interval for points in the *Marriott Rewards* frequent stay program, enabling them to stay at over 2,300 *Marriott* hotels worldwide.

In 2002 we continued to grow *Marriott Grand Residence Club* (launched in 2001), our "fractional share" business line, and initiated sales in Mayfair, London. In this business line, fractional share owners purchase the right to stay at their property up to thirteen weeks each year. In addition, we continued to expand *The Ritz-Carlton Club* timeshare business line (launched in 2000) by initiating sales of both golf and spa memberships and personal residences in Jupiter, Florida. Lastly, we initiated sales at four new *Marriott Vacation Club International* locations: Canyon Villas

at Desert Ridge, Arizona; Paris, France; Aruba Surf Club, Aruba; and Playa Andaluza, Spain. We continue to offer timeshare intervals through *Horizons by Marriott Vacation Club* (Horizons), our moderate tier vacation ownership business line.

Marriott Vacation Club International's owner base continues to expand, with 223,000 owners at year end 2002, compared to 195,000 in 2001.

**Timeshare (all brands)**

**Geographic Distribution at January 3, 2003**

	<b>Resorts</b>	<b>Units</b>
Continental United States	39	5,692
Hawaii	4	705
Caribbean	4	477
Europe	5	643
Asia	1	54
<b>Total</b>	<b>53</b>	<b>7,571</b>

*Other Activities*

Marriott Golf manages 26 golf course facilities as part of our management of hotels and for other golf course owners.

We operate 18 systemwide hotel reservation centers, 11 of them in the U.S. and Canada and seven internationally, that handle reservation requests for Marriott lodging brands worldwide, including franchised properties. We own one of the U.S. facilities and lease the others.

Our Architecture and Construction division provides design, development, construction, refurbishment and procurement services to owners and franchisees of lodging properties and senior living communities on a voluntary basis outside the scope of and separate from their management or franchise contracts. Consistent with third party contractors, A&C provides these services for owners and franchisees of Marriott branded properties on a fee basis.

*Competition*

We encounter strong competition both as a lodging operator and as a franchisor. There are approximately 600 lodging management companies in the United States, including several that operate more than 100 properties. These operators are primarily private management firms, but also include several large national chains that own and operate their own hotels and also franchise their brands. Management contracts are typically long-term in nature, but most allow the hotel owner to replace the management firm if certain financial or performance criteria are not met.

Affiliation with a national or regional brand is prevalent in the U.S. lodging industry. In 2002, over two-thirds of U.S. hotel rooms were brand-affiliated. Most of the branded properties are franchises, under which the operator pays the franchisor a fee for use of its hotel name and reservation system. The franchising business is fairly concentrated, with the three largest franchisors operating multiple brands accounting for a significant proportion of all U.S. rooms.

Outside the United States branding is much less prevalent, and most markets are served primarily by independent operators. We believe that chain affiliation will increase in overseas markets as local economies grow, trade barriers are reduced, international travel accelerates and hotel owners seek the economies of centralized reservation systems and marketing programs.

Based on lodging industry data, we have an eight percent share of the U.S. hotel market (based on number of rooms), and less than a one percent share of the lodging market outside the United States. We believe that our hotel brands are attractive to hotel owners seeking a management company or franchise affiliation, because our hotels typically generate higher occupancies and Revenue per Available Room (REVPAR) than direct competitors in most market areas. We attribute this performance premium to our success in achieving and maintaining strong customer preference. Approximately 36 percent of our timeshare ownership resort sales come from additional purchases by or referrals from existing owners. We believe that the location and quality of our lodging facilities, our marketing programs, reservation systems and our emphasis on guest service and satisfaction are contributing factors across all of our brands.



Properties that we operate or franchise are regularly upgraded to maintain their competitiveness. Our management, lease, and franchise agreements provide for the allocation of funds, generally a fixed percentage of revenue, for periodic renovation of buildings and replacement of furnishings. We believe that the ongoing refurbishment program is adequate to preserve the competitive position and earning power of the hotels. We also strive to update and improve the products and services we offer. We believe that by operating a number of hotels among our brands, we stay in direct touch with customers and react to changes in the marketplace more quickly than chains which rely exclusively on franchising.

Marriott Rewards is a frequent guest program with over 18 million members, and nine participating Marriott brands. The Marriott Rewards program yields repeat guest business by rewarding frequent stays with points toward free hotel stays and other rewards, or airline miles with any of 22 participating airline programs. We believe that Marriott Rewards generates substantial repeat business that might otherwise go to competing hotels.

## Discontinued Operations

### *Marriott Senior Living Services*

In our Senior Living Services business, we operate both “independent full-service” and “assisted living” senior living communities and provide related senior care services. Most are rental communities with monthly rates that depend on the amenities and services provided. We are one of the largest U.S. operators of senior living communities in the quality tier. Marriott International entered into a definitive Agreement on December 30, 2002 to sell our Senior Living Services business to Sunrise Assisted Living, Inc. and our remaining communities to CNL Retirement Partners, Inc. (CNL). We expect to complete the sale early in 2003. Also, on December 30, 2002, we purchased 14 senior living communities for approximately \$15 million in cash, plus the assumption of \$227 million in debt, from an unrelated owner. We plan to restructure the debt and sell the 14 communities in 2003. We now report our Senior Living Services business as discontinued operations. See the Notes to Consolidated Financial Statements.

At January 3, 2003 we operated 129 senior living communities in 29 states.

	Communities	Units (1)
<b>Independent full-service</b>		
- owned	2	1,029
- operated under long-term agreements	40	11,764
	42	12,793
<b>Assisted living</b>		
- owned	21	2,810
- operated under long-term agreements	66	8,127
	87	10,937
<b>Total senior living communities</b>	<b>129</b>	<b>23,730</b>

(1) Units represent independent living apartments plus beds in assisted living and nursing centers.

At January 3, 2003, we operated 42 independent full-service senior living communities, which offer both independent living apartments and personal assistance units for seniors. Most of these communities also offer licensed nursing care.

At January 3, 2003, we also operated 87 assisted living senior living communities principally under the names “Brighton Gardens by Marriott” and “Marriott MapleRidge”. Assisted living communities are for seniors who benefit from assistance with daily activities such as bathing, dressing or medication. Brighton Gardens is a quality-tier assisted living concept which generally has 90 assisted living suites and in certain locations, 30 to 45 nursing beds in a community. In some communities, separate on-site centers also provide specialized care for residents with Alzheimer’s or other memory-related disorders. Marriott MapleRidge assisted living communities consist of a cluster of six or seven 14-room cottages which offer residents a smaller scale, more intimate setting and family-like living at a moderate price.

The assisted living concepts typically include three meals per day, linen and housekeeping services, security, transportation, and social and recreational activities. Additionally, skilled nursing and therapy services are generally available to Brighton Gardens residents.

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Terms of the Senior Living Services management agreements vary but typically include base management fees, ranging from four to six percent of revenues, central administrative services reimbursements and incentive management fees. Such agreements are generally for initial periods of five to 30 years, with options to renew for up to 25 additional years. Under the leases covering certain of the communities, we pay the owner fixed annual rent plus additional rent equal to a percentage of the amount by which annual revenues exceed a fixed amount.

#### *Marriott Distribution Services*

Prior to its discontinuance, MDS was a United States limited-line distributor of food and related supplies to Marriott businesses and unrelated third parties. In the third quarter of 2002, we completed a strategic review of the distribution services business and decided to exit the business. As of January 3, 2003, through a combination of sale and transfer of nine facilities and the termination of all operations of four facilities, we have exited the distribution services business. Accordingly, we now report this business in discontinued operations.

#### **Employee Relations**

At January 3, 2003, we had approximately 144,000 employees. Approximately 7,500 employees were represented by labor unions. We believe relations with our employees are positive.

#### **Other Properties**

In addition to the operating properties discussed above, we lease two office buildings with combined space of approximately 930,000 square feet in Bethesda, Maryland, where we are headquartered.

We believe our properties are in generally good physical condition with the need for only routine repairs and maintenance.

#### **ITEM 3. LEGAL PROCEEDINGS**

Legal proceedings are incorporated by reference to the "Contingencies" footnote in the financial statements set forth in Part II, Item 8, "Financial Statements and Supplementary Data."

#### **ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

None.

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**Part II****ITEM 5. MARKET FOR THE COMPANY'S COMMON STOCK AND RELATED SHAREHOLDER MATTERS**

The range of prices of our common stock and dividends declared per share for each quarterly period within the last two years are as follows:

		Stock Price		Dividends
		High	Low	Declared Per Share
2001	First Quarter	\$47.81	\$37.25	\$ 0.060
	Second Quarter	50.50	38.13	0.065
	Third Quarter	49.72	40.50	0.065
	Fourth Quarter	41.50	27.30	0.065
		Stock Price		Dividends
		High	Low	Declared Per Share
2002	First Quarter	\$45.49	\$34.60	\$ 0.065
	Second Quarter	46.45	37.25	0.070
	Third Quarter	40.25	30.44	0.070
	Fourth Quarter	36.62	26.25	0.070

At January 31, 2003, there were 233,802,816 shares of Class A Common Stock outstanding held by 55,122 shareholders of record. Our Class A Common Stock is traded on the New York Stock Exchange, Chicago Stock Exchange, Pacific Stock Exchange and Philadelphia Stock Exchange.

## ITEM 6. SELECTED HISTORICAL FINANCIAL DATA

The following table presents summary selected historical financial data for the Company derived from our financial statements as of and for the five fiscal years ended January 3, 2003.

Since the information in this table is only a summary and does not provide all of the information contained in our financial statements, including the related notes, you should read "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our Consolidated Financial Statements.

	Fiscal Year <sup>2</sup>				
	2002	2001	2000	1999	1998
(\$ in millions, except per share data)					
<b>Income Statement Data:</b>					
Sales <sup>1</sup>	\$ 8,441	\$ 7,786	\$ 7,911	\$ 7,041	\$ 6,311
Segment Financial Results <sup>1,4</sup>	573	641	936	827	704
Income from Continuing Operations, after tax	439	269	490	399	372
Discontinued Operations, after tax	(162)	(33)	(11)	1	18
Net Income	277	236	479	400	390
<b>Per Share Data:</b>					
Diluted Earnings from Continuing Operations Per Share	1.74	1.05	1.93	1.51	1.39
Diluted (Loss)/Earnings from Discontinued Operations Per Share	(.64)	(.13)	(.04)	—	0.07
Diluted Earnings Per Share	1.10	.92	1.89	1.51	1.46
Cash Dividends Declared Per Share	.275	.255	.235	.215	.195
<b>Balance Sheet Data (at end of year):</b>					
Total Assets	8,296	9,107	8,237	7,324	6,233
Long-Term and Convertible Debt <sup>1</sup>	1,553	2,708	1,908	1,570	1,163
Shareholders' Equity	3,573	3,478	3,267	2,908	2,570
<b>Other Data:</b>					
Systemwide Sales <sup>1,3</sup>	\$18,599	\$17,477	\$17,489	\$15,892	\$14,279

<sup>1</sup> The current year and prior year balances have been adjusted to reflect our Senior Living Services and Distribution Services businesses as discontinued operations.

<sup>2</sup> Fiscal year 2002 included 53 weeks; all other years included 52 weeks.

<sup>3</sup> Systemwide sales comprise revenues generated from guests at managed, franchised, owned, and leased hotels and our Synthetic Fuel business. We consider systemwide sales to be a meaningful indicator of our performance because it measures the growth in revenues of all of the properties that carry one of the Marriott brand names. Our growth in profitability is in large part driven by such overall revenue growth. Nevertheless, systemwide sales should not be considered an alternative to revenues, operating profit, segment financial results, net income, cash flows from operations, or any other operating measure prescribed by accounting principles generally accepted in the United States. In addition, systemwide sales may not be comparable to similarly titled measures, such as sales and revenues, which do not include gross sales generated by managed and franchised properties.

<sup>4</sup> We evaluate the performance of our segments based primarily on the results of the segment without allocating corporate expenses, interest expense, interest income or income taxes.

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### General

The following discussion presents an analysis of results of our operations for fiscal years ended January 3, 2003, December 28, 2001 and December 29, 2000. Systemwide sales include sales from our franchised properties, in addition to our owned, leased and managed properties.

### CONSOLIDATED RESULTS

#### Continuing Operations

##### 2002 Compared to 2001

Income from continuing operations, net of taxes increased 63 percent to \$439 million and diluted earnings per share from continuing operations advanced 66 percent to \$1.74. Income from continuing operations reflected \$208 million of tax benefits associated with our Synthetic Fuel business and a \$44 million gain on the sale of our investment in Interval International, offset by the \$50 million charge to write-down the acquisition goodwill for ExecuStay and the decreased demand for hotels and executive apartments. The comparisons to 2001 reflected the \$204 million pretax restructuring and other charges against continuing operations that we recorded in the fourth quarter of 2001.

Sales, which exclude sales from our discontinued Distribution Services and Senior Living Services businesses, increased 8 percent to \$8.4 billion in 2002 reflecting the sales for our new Synthetic Fuel business and revenue from new lodging properties, partially offset by the decline in lodging demand. Systemwide sales, excluding sales from discontinued businesses, increased by 6 percent to \$18.6 billion in 2002.

##### 2001 Compared to 2000

Income and diluted earnings per share from continuing operations decreased 45 percent to \$269 million and 46 percent to \$1.05, respectively. Pretax restructuring and other charges totaling \$204 million and lower lodging segment financial results, due to the decline in hotel performance, reduced income from continuing operations.

Sales of \$7.8 billion in 2001 from our continuing operations were down slightly compared to the prior year, reflecting a decline in hotel performance, partially offset by revenue from new lodging properties. Systemwide sales, excluding sales from our discontinued businesses were \$17.5 billion, flat with the prior year.

#### Marriott Lodging

(\$ in millions)	Annual Change				
	2002	2001	2000	2002/2001	2001/2000
Sales	\$8,248	\$7,786	\$7,911	6%	-2%
Segment financial results before restructuring costs, other charges, goodwill impairment and					
Interval International gain	\$ 713	\$ 756	\$ 936	-6%	-19%
Restructuring costs	—	(44)	—	nm	nm
Other charges	—	(71)	—	nm	nm
Interval International gain	44	—	—	nm	nm
Goodwill impairment	(50)	—	—	nm	nm
Segment financial results, as reported	\$ 707	\$ 641	\$ 936	10%	-32%

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*2002 Compared to 2001*

Marriott Lodging, which includes our Full-Service, Select-Service, Extended-Stay, and Timeshare segments, reported a 10 percent increase in segment financial results and 6 percent higher sales in 2002. Results reflect a \$44 million pretax gain related to the sale of our investment in Interval International, increased revenue associated with new properties partially offset by lower fees due to the decline in demand for hotel rooms. Our revenues from base fees totaled \$379 million, an increase of 2 percent. Franchise fees totaled \$232 million, an increase of 5 percent and incentive management fees were \$162 million, a decline of 20 percent. The \$50 million write-down of acquisition goodwill associated with our executive housing business, ExecuStay, reduced Lodging results in 2002. The 2002 comparisons are also impacted by the \$115 million restructuring costs and other charges recorded in 2001.

We consider Revenue per Available Room (REVPAR) to be a meaningful indicator of our performance because it measures the period over period change in room revenues for comparable properties. We calculate REVPAR by dividing room sales for comparable properties by room nights available to guests for the period. REVPAR may not be comparable to similarly titled measures such as revenues. Comparable REVPAR, room rate and occupancy statistics used throughout this report are based on North American properties we operate. Statistics for Fairfield Inn and SpringHill Suites company-operated North American properties are not presented - since these brands only have a few properties that we operate, the information would not be meaningful (identified as nm in the tables below). Systemwide statistics include data from our franchised properties, in addition to our owned, leased and managed properties. Systemwide statistics are based on comparable worldwide units reflecting constant foreign exchange rates. Occupancy, average daily rate and REVPAR for each of our principal established brands are shown in the following table.

	Comparable Company- Operated North American Properties		Comparable Worldwide Systemwide	
	2002	Change vs. 2001	2002	Change vs. 2001
<b>Marriott Hotels, Resorts and Suites</b>				
Occupancy	70.1%	—%pts.	68.7%	0.8% pts.
Average daily rate	\$137.28	-4.8%	\$126.87	-4.1%
REVPAR	\$ 96.25	-4.8%	\$ 87.20	-3.0%
<b>The Ritz-Carlton Hotels</b>				
Occupancy	66.1%	0.6%pts.	67.3%	1.5% pts.
Average daily rate	\$233.40	-5.2%	\$213.15	-4.1%
REVPAR	\$154.21	-4.3%	\$143.47	-2.0%
<b>Renaissance Hotels, Resorts and Suites</b>				
Occupancy	65.1%	-0.9% pts.	66.6%	1.4% pts.
Average daily rate	\$131.77	-3.2%	\$107.46	-3.5%
REVPAR	\$ 85.80	-4.5%	\$ 71.58	-1.4%
<b>Courtyard</b>				
Occupancy	69.1%	-2.1% pts.	69.3%	-1.2% pts.
Average daily rate	\$ 94.47	-5.1%	\$ 91.24	-4.0%
REVPAR	\$ 65.26	-7.9%	\$ 63.23	-5.6%
<b>Fairfield Inn</b>				
Occupancy	nm	nm	66.0%	-0.3% pts.
Average daily rate	nm	nm	\$ 64.48	-0.8%
REVPAR	nm	nm	\$ 42.59	-1.3%
<b>SpringHill Suites</b>				
Occupancy	nm	nm	68.2%	1.6% pts.
Average daily rate	nm	nm	\$ 77.96	-2.5%
REVPAR	nm	nm	\$ 53.14	-0.2%
<b>Residence Inn</b>				
Occupancy	76.9%	-0.6%pts.	76.8%	-0.5% pts.
Average daily rate	\$ 97.36	-7.2%	\$ 95.68	-5.6%
REVPAR	\$ 74.87	-7.9%	\$ 73.47	-6.2%
<b>TownePlace Suites</b>				
Occupancy	73.4%	0.2%pts.	72.4%	2.0% pts.
Average daily rate	\$ 62.78	-6.8%	\$ 63.28	-4.9%
REVPAR	\$ 46.08	-6.5%	\$ 45.80	-2.3%

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Across our Lodging brands, REVPAR for comparable company-operated North American properties declined by an average of 5.7 percent in 2002. Average room rates for these hotels decreased 4.9 percent and occupancy declined slightly to 70.1 percent.

*International Lodging* reported an increase in the results of operations, reflecting the impact of the increase in travel in Asia and the United Kingdom. The favorable comparison is also impacted by the restructuring and other charges recorded in 2001.

*Marriott Vacation Club International*. Financial results increased 24 percent, reflecting a 5 percent increase in contract sales and note sale gains in 2002 of \$60 million compared to \$40 million in 2001, a gain of \$44 million related to the sale of our investment in Interval International, partially offset by lower development profits and higher depreciation from recently added systems for customer support.

#### Lodging Development

Marriott Lodging opened 188 properties totaling over 31,000 rooms across its brands in 2002, while 25 hotels (approximately 4,700 rooms) exited the system. Highlights of the year included:

- Thirty-five properties (6,700 rooms), 21 percent of our total room additions for the year, were conversions from other brands.
- Approximately 25 percent of new rooms opened were outside the United States.
- We added 112 properties (14,500 rooms) to our Select-Service and Extended-Stay Brands.
- The opening of new Marriott Vacation Club International properties in France (Disneyland Paris), Spain and a Ritz-Carlton Club in Florida.

At year-end 2002, we had 300 hotel properties and more than 50,000 rooms under construction, awaiting conversion, or approved for development. We expect to open over 150 hotels and timesharing resorts (25,000 - 30,000 rooms) in 2003. These growth plans are subject to numerous risks and uncertainties, many of which are outside our control. See "Forward-Looking Statements" above and "Liquidity and Capital Resources" below.

#### *2001 Compared to 2000*

Marriott Lodging, which includes our Full-Service, Select-Service, Extended-Stay, and Timeshare segments, reported a 32 percent decrease in segment financial results and 2 percent lower sales in 2001. Results reflected restructuring costs of \$44 million and other charges of \$71 million, including a \$36 million reserve for third-party guarantees we expect to fund and not recover out of future cash flow, \$12 million of reserves for accounts receivable deemed uncollectible, a write-off of two investments in management contracts and other assets of \$8 million, \$13 million of losses on the anticipated sale of three lodging properties, and a \$2 million write-off associated with capitalized software costs arising from a decision to change a technology platform. Results also reflect lower fees due to the decline in demand for hotel rooms, partially offset by increased revenue associated with new properties. Incentive management fees declined 36 percent, base management fees declined 3 percent, and franchise fees increased 6 percent.



Occupancy, average daily rate and REVPAR for each of our principal established brands are shown in the following table.

	Comparable Company- Operated North American Properties		Comparable Worldwide Systemwide	
	2001	Change vs. 2000	2001	Change vs. 2000
<b>Marriott Hotels, Resorts and Suites</b>				
Occupancy	70.4%	-7.1% pts.	68.9%	-5.7% pts.
Average daily rate	\$142.96	-2.9%	\$131.60	-1.6%
REVPAR	\$100.62	-11.8%	\$ 90.64	-9.1%
<b>The Ritz-Carlton Hotels</b>				
Occupancy	66.9%	-10.4% pts.	67.6%	-8.0% pts.
Average daily rate	\$249.94	2.3%	\$226.58	4.1%
REVPAR	\$167.21	-11.5%	\$153.25	-7.0%
<b>Renaissance Hotels, Resorts and Suites</b>				
Occupancy	65.6%	-7.7% pts.	65.4%	-4.7% pts.
Average daily rate	\$137.79	-2.9%	\$112.33	-1.8%
REVPAR	\$ 90.39	-13.1%	\$ 73.48	-8.3%
<b>Courtyard</b>				
Occupancy	71.6%	-6.3% pts.	70.9%	-4.9% pts.
Average daily rate	\$ 99.45	1.2%	\$ 94.61	1.2%
REVPAR	\$ 71.24	-7.0%	\$ 67.12	-5.3%
<b>Fairfield Inn</b>				
Occupancy	nm	nm	66.3%	-3.2% pts.
Average daily rate	nm	nm	\$ 64.70	2.1%
REVPAR	nm	nm	\$ 42.91	-2.6%
<b>SpringHill Suites</b>				
Occupancy	nm	nm	70.0%	-0.1% pts.
Average daily rate	nm	nm	\$ 81.74	2.7%
REVPAR	nm	nm	\$ 57.20	2.6%
<b>Residence Inn</b>				
Occupancy	77.8%	-5.1% pts.	77.9%	-3.9% pts.
Average daily rate	\$105.46	-1.4%	\$102.69	-0.2%
REVPAR	\$ 82.05	-7.5%	\$ 79.96	-5.0%
<b>TownePlace Suites</b>				
Occupancy	74.6%	1.2%	73.0%	-0.6% pts.
Average daily rate	\$ 67.36	-2.5%	\$ 65.22	0.2%
REVPAR	\$ 50.28	-0.9%	\$ 47.64	-0.7%

Across our Lodging brands, REVPAR for comparable company-operated North American properties declined by an average of 10.4 percent in 2001. Average room rates for these hotels declined 2 percent, while occupancy declined 6.7 percentage points.

*International Lodging* reported a decrease in the results of operations, reflecting the impact of the decline in international travel and restructuring and other charges, partially offset by sales associated with new rooms. Over 35 percent of rooms added in 2001 were outside the United States.

*Marriott Vacation Club International* contributed over 20 percent of lodging segment financial results in 2001, after the impact of restructuring and other charges. Segment financial results increased 7 percent reflecting a

22 percent increase in contract sales, the 2001 acquisition of the Grand Residence Club in Lake Tahoe, California, and note sale gains in 2001 of \$40 million compared to \$22 million in 2000, partially offset by higher marketing and selling expenses and severance expenses of nearly \$2 million associated with the Company's restructuring plan.

## Corporate Expenses, Interest and Taxes

### Corporate Expenses

(\$ in millions)	2002	2001	2000	Annual Change	
				2002/2001	2001/2000
Corporate expenses before restructuring costs and other charges	\$126	\$117	\$120	8%	-3%
Restructuring costs	—	18	—	nm	nm
Other charges	—	22	—	nm	nm
Corporate expenses, as reported	\$126	\$157	\$120	-20%	31%

#### 2002 Compared to 2001

Corporate expenses decreased \$31 million in 2002 to \$126 million reflecting the following: (i) 2002 items, including higher insurance costs, higher litigation expenses, lower expenses associated with our deferred compensation plan, lower foreign exchange losses and the continued favorable impact of our cost containment initiatives; (ii) 2001 items, including restructuring charges of \$18 million related to severance costs and facilities exit costs, a \$35 million write-off of three investments in technology partners (including a \$22 million charge recorded in the fourth quarter), \$11 million in gains from the sale of affordable housing investments and the reversal of a \$10 million insurance reserve related to a lawsuit at one of our hotels.

#### 2001 Compared to 2000

Corporate expenses increased \$37 million reflecting the impact of restructuring charges of \$18 million related to severance costs and facilities exit costs, and other charges related to the fourth quarter write-off of a \$22 million investment in one of our technology partners. In addition to these items, we also recorded \$8 million of foreign exchange losses and in prior quarters we recorded a \$13 million write-off of two investments in technology partners. These charges were partially offset by \$11 million in gains from the sale of affordable housing tax credit investments, the favorable impact of cost containment action plans, and the reversal of a long-standing \$10 million insurance reserve related to a lawsuit at one of our managed hotels. The reversal of the insurance reserve was the result of our conclusion that a settlement could be reached in an amount that would be covered by insurance. We determined that it was no longer probable that the loss contingency would result in a material outlay by us and accordingly, we reversed the reserve during the first quarter of 2001.

### Interest Expense

#### 2002 Compared to 2001

Interest expense decreased \$23 million to \$86 million reflecting the decrease in borrowing and interest rates.

#### 2001 Compared to 2000

Interest expense increased \$9 million to \$109 million reflecting the impact of the issuance of Series E Notes in January 2001 and borrowings under our revolving credit facilities, partially offset by lower interest resulting from the payoff of commercial paper.

### Interest Income and Income Tax

#### 2002 Compared to 2001

Interest income increased \$28 million, before reflecting reserves of \$12 million for loans deemed uncollectible at four hotels. The increase in interest income was favorably impacted by amounts recognized which were previously

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deemed uncollectible. The comparison to 2001 also reflects a \$6 million charge for expected guarantee fundings recorded against interest income in the fourth quarter of 2001.

Our effective income tax rate for continuing operations decreased to approximately 6.8 percent in 2002 from 36.1 percent in 2001 primarily due to the impact of our Synthetic Fuel business. Excluding the impact of Synthetic Fuel, our effective income tax rate for continuing operations for 2002 was 39.6 percent. Our effective tax rate for discontinued operations decreased from 35.4 percent to 15.7 percent due to the impact of the taxes associated with the sale of stock in connection with the disposal of our Senior Living Services business.

#### *2001 Compared to 2000*

Interest income increased \$34 million, before reflecting reserves of \$48 million for loans deemed uncollectible as a result of certain hotels experiencing significant declines in profitability and the owners not being able to meet debt service obligations. The change in interest income was impacted by income associated with higher loan balances, including the loans made to the Courtyard joint venture in the fourth quarter of 2000, offset by \$6 million of expected guarantee fundings and the impact of \$14 million of income recorded in 2000 associated with an international loan that was previously deemed uncollectible.

Our effective income tax rate for continuing operations decreased to 36.1 percent in 2001 from 36.6 percent in 2000 as a result of modifications related to our deferred compensation plan and the impact of increased income in countries with lower effective tax rates.

#### **Synthetic Fuel**

In October 2001, we acquired four coal-based synthetic fuel production facilities (the Facilities) for \$46 million in cash. The Synthetic Fuel produced at the Facilities qualifies for tax credits based on Section 29 of the Internal Revenue Code. Under Section 29, tax credits are not available for Synthetic Fuel produced after 2007. We began operating these Facilities in the first quarter of 2002. The operation of the Facilities, together with the benefit arising from the tax credits, has been, and we expect will continue to be significantly accretive to our net income. Although the Facilities produce significant losses, these are more than offset by the tax credits generated under Section 29, which reduce our income tax expense. In the fiscal year 2002, our Synthetic Fuel business reflected sales of \$193 million and a loss of \$134 million, resulting in a tax benefit of \$49 million and tax credits of \$159 million.

In January 2003, we entered into a contract with an unrelated third party to sell approximately a 50 percent interest in the Synthetic Fuel business. The transaction is subject to certain closing conditions, including the receipt of a satisfactory private letter ruling from the Internal Revenue Service regarding the new ownership structure. Contracts related to the potential sale are being held in escrow until closing conditions are met. If the conditions are not met by August 31, 2003, neither party will have an obligation to perform under the agreements. If the transaction is consummated, we expect to receive \$25 million in promissory notes and cash as well as an earnout based on the amount of synthetic fuel produced. If the transaction is consummated, we expect to account for the remaining interest in the Synthetic Fuel business under the equity method of accounting.

#### **DISCONTINUED OPERATIONS**

##### *Senior Living Services*

#### *2002 Compared to 2001*

On December 30, 2002, we entered into a definitive agreement to sell our senior living management business to Sunrise Assisted Living, Inc. and to sell nine senior living communities to CNL Retirement Partners, Inc. (CNL) for approximately \$259 million in cash. We expect to complete the sale early in 2003. On December 17, 2002, we sold twelve senior living communities to CNL for approximately \$89 million in cash. We accounted for the sale under the full accrual method in accordance with Financial Accounting Standards (FAS) 66, and we recorded an after-tax loss of approximately \$13 million. Also, on December 30, 2002, we purchased 14 senior living communities for approximately \$15 million in cash, plus the assumption of \$227 million in debt, from an unrelated owner. We had previously agreed to provide a form of credit enhancement on the outstanding debt related to these communities. We plan to restructure the debt and sell the communities in 2003. Management has approved and committed to a plan to sell these communities within 12 months. Accordingly, at January 3, 2003, the operating results of our Senior Living Services

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segment are reported in discontinued operations, and the remaining assets are classified as assets held for sale on the balance sheet.

As a result of the transactions outlined above, we anticipate a total after-tax charge of \$109 million. Since generally accepted accounting principles do not allow gains to be recognized until the underlying transaction closes, we cannot record the estimated after-tax gain of \$22 million on the sale of the nine communities to CNL until the sale is completed, which we expect to occur in early 2003. As a result, we have recorded an after-tax charge of \$131 million which is included in discontinued operations for the year ended January 3, 2003.

In December 2001, management approved and committed to a plan to exit the companion living concept of senior living services and sell the related properties within the next 12 months. We recorded an impairment charge of \$60 million to adjust the carrying value of the properties to their estimated fair value at December 28, 2001. On October 1, 2002, we completed the sale of these properties for \$62 million which exceeded our previous estimate of fair value by \$11 million. We included the \$11 million gain in discontinued operations for the year ended January 3, 2003.

Income from discontinued operations, net of taxes and excluding the loss on disposal of \$131 million, was \$23 million, an increase of \$52 million over 2001 results. The increase reflects the impact of the 2001 plan to exit the companion living concept and its subsequent execution, higher per diems, recognition of a \$2 million one-time pretax payment associated with the sale of the Crestline Senior Living communities to an unaffiliated third-party, lower amortization associated with our adoption of FAS No. 142, "Goodwill and other Intangible Assets," in the first quarter of 2002 and lower depreciation, partially offset by higher insurance costs.

#### *2001 Compared to 2000*

Marriott Senior Living Services posted a 9 percent increase in sales in 2001, as we added a net total of three new communities (369 units) during the year. Occupancy for comparable communities increased by nearly 2 percent to 85.3 percent in 2001.

The division reported an after tax loss of \$45 million, reflecting pretax restructuring and other charges of \$62 million, primarily related to the \$60 million write-down of 25 senior living communities held for sale to their estimated fair value and the write-off of a \$2 million (pretax) receivable no longer deemed collectible. These charges were partially offset by the favorable impact of the increase in comparable occupancy and the new units.

#### ***Distribution Services***

##### *2002 Compared to 2001*

In the third quarter of 2002, we completed a previously announced strategic review of the distribution services business and decided to exit the business. As of January 3, 2003, through a combination of sale and transfer of nine facilities and the termination of all operations at four facilities, we have exited the distribution services business. Accordingly, we present the operating results of our distribution services business as discontinued operations and classify the remaining assets as held for sale at January 3, 2003 on the balance sheet. The after tax cost to exit the business was \$40 million and included payments to third parties in connection with contractual agreements, severance costs and adjusting fixed assets to net realizable value. We present the exit costs together with the loss on operations of \$14 million, net of taxes in discontinued operations for the year ended January 3, 2003. The \$14 million after tax loss in 2002 represents a decline of \$10 million from 2001 results. The decrease reflects the impact of lower sales and a pretax \$2 million write-off in the first quarter of 2002 of an investment in a customer contract, offset by the 2001 restructuring and other charges of \$5 million (pretax) for severance costs and the write-off of an accounts receivable balance from a customer that filed for bankruptcy.

##### *2001 Compared to 2000*

Financial results for Marriott Distribution Services (MDS) reflect the impact of an increase in sales related to the commencement of new contracts in 2001 and increased sales from contracts established in 2000. The impact of higher sales on the financial results was more than offset by the decline in business from one significant customer, transportation inefficiencies and restructuring and other charges of \$5 million (pretax), including severance costs and the write-off of an accounts receivable balance from a customer that filed for bankruptcy in the fourth quarter of 2001.

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### ***2001 Restructuring Costs and Other Charges***

The Company experienced a significant decline in demand for hotel rooms in the aftermath of the September 11, 2001 attacks on New York and Washington and the subsequent dramatic downturn in the economy. This decline resulted in reduced management and franchise fees, cancellation of development projects, and anticipated losses under guarantees and loans. In 2001, we responded by implementing certain companywide cost-saving measures, although we did not significantly change the scope of our operations. As a result of our restructuring plan, in the fourth quarter of 2001 we recorded pretax restructuring costs of \$62 million, including (1) \$15 million in severance costs; (2) \$19 million, primarily associated with a loss on a sublease of excess space arising from the reduction in personnel; and (3) \$28 million related to the write-off of capitalized costs relating to development projects no longer deemed viable. We also incurred \$142 million of other charges including (1) \$85 million related to reserves for guarantees and loan losses; (2) \$12 million related to accounts receivable reserves; (3) \$13 million related to the write-down of properties held for sale; and (4) \$32 million related to the impairment of technology related investments and other write-offs. We have provided below detailed information related to the restructuring costs and other charges, which were recorded in the fourth quarter of 2001 as a result of the economic downturn and the unfavorable lodging environment.

#### ***2001 Restructuring Costs***

##### *Severance*

Our restructuring plan resulted in the reduction of approximately 1,700 employees across our operations (the majority of which were terminated by December 28, 2001). In 2001, we recorded a workforce reduction charge of \$15 million related primarily to severance and fringe benefits. The charge did not reflect amounts billed out separately to owners for property-level severance costs. In addition, we delayed filling vacant positions and reduced staff hours.

##### *Facilities Exit Costs*

As a result of the workforce reduction and delay in filling vacant positions, we consolidated excess corporate facilities. We recorded a restructuring charge of approximately \$14 million for excess corporate facilities, primarily related to lease terminations and noncancelable lease costs in excess of estimated sublease income. In addition, we recorded a \$5 million charge for lease terminations resulting from cancellations of leased units by our corporate apartment business, primarily in downtown New York City.

##### *Development Cancellations and Elimination of Product Line*

We incur certain costs associated with the development of properties, including legal costs, the cost of land and planning and design costs. We capitalize these costs as incurred and they become part of the cost basis of the property once it is developed. As a result of the dramatic downturn in the economy in the aftermath of the September 11, 2001 attacks, we decided to cancel development projects that were no longer deemed viable. As a result, in 2001, we expensed \$28 million of previously capitalized costs.

#### ***2001 Other Charges***

##### *Reserves for Guarantees and Loan Losses*

We issue guarantees to lenders and other third parties in connection with financing transactions and other obligations. We also advance loans to some owners of properties that we manage. As a result of the downturn in the economy, certain hotels experienced significant declines in profitability and the owners were not able to meet debt service obligations to the Company or in some cases, to other third-party lending institutions. As a result, in 2001, based upon cash flow projections, we expected to fund under certain guarantees, which were not deemed recoverable, and we expected that several of the loans made by us would not be repaid according to their original terms. Due to these expected non-recoverable guarantee fundings and expected loan losses, we recorded charges of \$85 million in the fourth quarter of 2001.

### Accounts Receivable-Bad Debts

In the fourth quarter of 2001, we reserved \$12 million of accounts receivable which we deemed uncollectible following an analysis of these accounts, generally as a result of the unfavorable hotel operating environment.

### Asset Impairments

We recorded a charge related to the impairment of an investment in a technology-related joint venture (\$22 million), losses on the anticipated sale of three lodging properties (\$13 million), write-offs of investments in management contracts and other assets (\$8 million), and the write-off of capitalized software costs arising from a decision to change a technology platform (\$2 million).

The following table summarizes our remaining restructuring liability (\$ in millions):

	Restructuring costs and other charges liability at December 28, 2001	Cash payments made in fiscal 2002	Charges reversed in fiscal 2002	Restructuring costs and other charges liability at January 3, 2003
Severance	\$ 6	\$ 4	\$ —	\$ 2
Facilities exit costs	17	4	2	11
<b>Total restructuring costs</b>	<b>23</b>	<b>8</b>	<b>2</b>	<b>13</b>
Reserves for guarantees and loan losses	33	10	2	21
Impairment of technology-related investments and other	1	1	—	—
<b>Total</b>	<b>\$ 57</b>	<b>\$ 19</b>	<b>\$ 4</b>	<b>\$ 34</b>

The remaining liability related to the workforce reduction and fundings under guarantees will be substantially paid by January 2004. The amounts related to the space reduction and resulting lease expense due to the consolidation of facilities will be paid over the respective lease terms through 2012.

The following table provides further detail on the 2001 charges:

### **2001 Segment Financial Results Impact (\$ in millions)**

	Full-Service	Select-Service	Extended-Stay	Timeshare	Total
Severance	\$ 7	\$ 1	\$ 1	\$ 2	\$ 11
Facilities exit costs	—	—	5	—	5
Development cancellations and Elimination of product line	19	4	5	—	28
<b>Total restructuring costs</b>	<b>26</b>	<b>5</b>	<b>11</b>	<b>2</b>	<b>44</b>
Reserves for guarantees and loan losses	30	3	3	—	36
Accounts receivable – bad debts	11	1	—	—	12
Write-down of properties held for sale	9	4	—	—	13
Impairment of technology-related investments and other	8	—	2	—	10
<b>Total</b>	<b>\$ 84</b>	<b>\$ 13</b>	<b>\$ 16</b>	<b>\$ 2</b>	<b>\$ 115</b>

**2001 Corporate Expenses and Interest Impact (\$ in millions)**

	Corporate expenses	Provision for loan losses	Interest income	Total corporate expenses and interest
Severance	\$ 4	\$ —	\$ —	\$ 4
Facilities exit costs	14	—	—	14
Total restructuring costs	18	—	—	18
Reserves for guarantees and loan losses	—	43	6	49
Impairment of technology-related investments and other	22	—	—	22
Total	\$ 40	\$ 43	\$ 6	\$ 89

In addition to the above, in 2001, we recorded restructuring charges of \$62 million and other charges of \$5 million now reflected in our losses from discontinued operations. The restructuring liability related to discontinued operations was \$3 million as of December 28, 2001 and \$1 million as of January 3, 2003.

**Liquidity and Capital Resources**

We have credit facilities which support our commercial paper program and letters of credit. At January 3, 2003, our cash balances combined with our available borrowing capacity under the credit facilities amounted to nearly \$2 billion. We consider these resources, together with cash we expect to generate from operations, 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, including the repayment of \$200 million of senior notes due in November 2003. We monitor the status of the capital markets, and regularly evaluate the effect that changes in capital market conditions may have on our ability to execute our announced growth plans. We expect that part of our financing and liquidity needs will continue to be met through commercial paper borrowings and access to long-term committed credit facilities. If conditions in the lodging industry deteriorate, we may be unable to place some or all of our commercial paper, and may have to rely more on bank borrowings which may carry a higher cost than commercial paper.

We have presented a claim with an insurance company for lost management fees from the September 11, 2001 terrorist attacks. At this stage of the claims process, we have recognized \$1 million in income from insurance proceeds. Although we expect to realize further proceeds we cannot currently estimate the amounts that may be paid to us.

*Cash from Operations*

Cash from operations was \$516 million in 2002, \$403 million in 2001, and \$856 million in 2000. Income from continuing operations is stated after depreciation expense of \$114 million in 2002, \$110 million in 2001, and \$94 million in 2000, and after amortization expense of \$36 million in 2002, \$68 million in 2001, and \$67 million in 2000. While our timesharing business generates strong operating cash flow, the timing of cash outlays for the acquisition and development of new resorts, and cash received from purchaser financing affect annual amounts. We include timeshare interval sales we finance in cash from operations when we collect cash payments or the notes are sold for cash. In 2002, the \$63 million net cash outflow from timeshare activity included \$102 million in timeshare development (the amount spent to build timeshare resorts less the costs of sales), \$280 million of new timeshare mortgages net of collections, \$60 million of note sale gains, a \$16 million net reduction in Marriott Rewards accruals, \$13 million of financially reportable sales in excess of closed sales, and \$10 million of other cash outflows, offset by \$387 million of note sale proceeds and \$31 million of net fees received for servicing notes. In 2001, the \$358 million net cash outflow from timeshare activity included \$253 million in timeshare development, \$320 million of new timeshare mortgages net of collections, \$40 million of note sale gains and \$27 million in capitalized marketing costs, offset by \$199 million of note sale proceeds, \$26 million of net fees received for servicing notes, \$53 million of closed sales in excess of financially reportable sales and \$4 million of other cash inflows. In 2000, the \$195 million cash outflow from timeshare activity included \$112 million in timeshare development, \$210 million of new timeshare mortgages net of collections, \$23 million of note sale gains, \$25 million in capitalized marketing costs, \$18 million of financially reportable sales in excess of closed sales and \$3 million of other cash outflows, offset by \$154 million of note sale proceeds, \$17 million of net fees received for servicing notes and \$25 million net increase in Marriott Rewards accruals.

In 2002, other cash flows from operating activities of \$223 million included an adjustment for \$186 million related to the exit of our Senior Living Services and Distribution Services businesses, and an adjustment for \$50 million related to the impairment of goodwill of our ExecuStay brand.

In 2001, other cash flows from operating activities of \$278 million included an adjustment for \$248 million, related to non-cash restructuring and other charges, necessary to reconcile net income to cash provided by operations.

Earnings before interest expense, income taxes, depreciation and amortization (EBITDA) (from continuing operations) was \$707 million in 2002, \$708 million in 2001, and \$1,032 million in 2000. Excluding the impact of our Synthetic Fuel business, EBITDA would have increased by \$125 million, or 18 percent to \$833 million.

The reconciliation of income from continuing operations, before income taxes to EBITDA is as follows:

	2002	2001	2000
(\$ in millions)			
Income from continuing operations, before taxes	\$ 471	\$ 421	\$ 771
Interest expense	86	109	100
Depreciation	114	110	94
Amortization	36	68	67
EBITDA from continuing operations	\$ 707	\$ 708	\$ 1,032
Synthetic Fuel loss, before taxes	134	—	—
Depreciation-Synthetic Fuel	(8)	—	—
EBITDA from continuing operations, excluding Synthetic Fuel	\$ 833	\$ 708	\$ 1,032

We consider EBITDA to be an indicator of our operating performance because it can be used to measure our ability to service debt, fund capital expenditures and expand our business. Nevertheless, you should not consider EBITDA an alternative to net income or cash flows from operations, as prescribed by accounting principles generally accepted in the United States.

A substantial portion of our EBITDA is based on fixed dollar amounts or percentages of sales. These include lodging base management fees, franchise fees and land rent. With almost 2,600 hotels in the Marriott system, no single property or region is critical to our financial results.

Our ratio of current assets to current liabilities was 0.8 to 1 at January 3, 2003, compared to 1.4 to 1 at December 28, 2001. Each of our businesses minimizes working capital through cash management, strict credit-granting policies, aggressive collection efforts and high inventory turnover. Additionally, we have significant borrowing capacity under our revolving credit agreements.

In 2002 we securitized \$387 million of notes by selling notes receivable originated by our timeshare business. We recognized gains on these sales of \$60 million in the year ended January 3, 2003. Our ability to continue to sell notes to such off-balance sheet entities depends on the continued ability of the capital markets to provide financing to the entities buying the notes. Also, our ability to continue to consummate such securitizations would be impacted if the underlying quality of the notes receivable originated by us were to deteriorate, although we do not expect such a deterioration. In connection with these securitization transactions, at January 3, 2003, we had repurchase obligations of \$12 million related to previously sold notes receivable, although we expect to incur no material losses in respect of those obligations. We retain interests in the securitizations which are accounted for as interest only strips, and in the year ended January 3, 2003, we received cash flows of \$28 million arising from those retained interests. At January 3, 2003, the qualifying special purpose entities that had purchased notes receivable from us had aggregate assets of \$682 million.

#### *Investing Activities Cash Flows*

**Acquisitions.** We continually seek opportunities to enter new markets, increase market share or broaden service offerings through acquisitions.



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**Dispositions.** Property sales generated proceeds of \$729 million in 2002, \$554 million in 2001 and \$742 million in 2000. Proceeds in 2002 are net of \$36 million of financing and joint venture investments made by us in connection with the sales transactions. In 2002 we closed on the sales of 10 hotels and 41 senior living communities, over half of which we continue to operate under long-term operating agreements.

**Capital Expenditures and Other Investments.** Capital expenditures of \$292 million in 2002, \$560 million in 2001, and \$1,095 million in 2000 included development and construction of new hotels and senior living communities and acquisitions of hotel properties. Over time, we have sold certain lodging and senior living properties under development, or to be developed, while continuing to operate them under long-term agreements. The ability of third-party purchasers to raise the necessary debt and equity capital depends on the perceived risks inherent in the lodging industry, and other constraints inherent in the capital markets as a whole. Although we expect to continue to consummate such real estate sales, if we were unable to do so, our liquidity could decrease and we could have increased exposure to the operating risks of owning real estate. We monitor the status of the capital markets, and regularly evaluate the effect that changes in capital market conditions may have on our ability to execute our announced growth plans.

We also expect to continue to make other investments in connection with adding units to our lodging business. These investments include loans, minority equity investments and development of new timeshare resorts. In 2002, other investing activities outflows of \$7 million included equity investments of \$26 million, an investment in corporate owned life insurance of \$11 million and other net cash outflows of \$33 million, offset by cash proceeds of \$63 million from the sale of our investment in Interval International. In 2001, other investing outflows of \$179 million included equity investments of \$33 million, an investment in corporate owned life insurance of \$97 million and other net cash outflows of \$131 million, partially offset by the sale of the affordable housing tax credit investments of \$82 million. In 2000, other investing outflows of \$377 million included equity investments of \$170 million, an investment in corporate owned life insurance of \$14 million and other net cash outflows of \$193 million.

On February 23, 2000, we entered into an agreement to resolve litigation involving certain limited partnerships formed in the mid- to late 1980s. Under the agreement, we paid \$31 million to partners in four limited partnerships and acquired, through an unconsolidated joint venture (the Courtyard Joint Venture) with affiliates of Host Marriott Corporation (Host Marriott), substantially all of the limited partners' interests in two other limited partnerships, Courtyard by Marriott Limited Partnership (CBM I) and Courtyard by Marriott II Limited Partnership (CBM II). These partnerships own 120 Courtyard by Marriott hotels. The Courtyard Joint Venture was financed with equity contributed in equal shares by us and affiliates of Host Marriott and approximately \$200 million in mezzanine debt provided by us. Our total investment in the joint venture, including mezzanine debt, is approximately \$300 million.

In early 2000, the Company estimated the amount of the planned investment in the Courtyard Joint Venture based upon (1) estimated post acquisition cash flows, including anticipated changes in the related hotel management agreements to be made contemporaneously with the investment; (2) the investee's new capital structure; and (3) estimates of prevailing discount rates and capitalization rates reflected in the market at that time. The investment in the Courtyard Joint Venture was consummated late in the fourth quarter of 2000. For purposes of purchase accounting, the Courtyard Joint Venture valued its investment in the partnership units based on (1) pre-acquisition cash flows; (2) the pre-acquisition capital structure; and (3) prevailing discount rates and capitalization rates in December 2000.

Due to a number of factors, the equity values used in the purchase accounting for the Courtyard Joint Venture's investment were different than limited partner unit estimates included in the CBM I and CBM II Purchase Offer and Consent Solicitations (the Solicitations). At a 20 percent discount rate, the combined CBM I and CBM II estimates reflected in the Solicitations totaled \$254 million. In the purchase accounting, the corresponding equity value in the Courtyard Joint Venture totaled \$372 million. The principal differences between these two amounts are attributed to the following: (1) the investment was consummated almost one year subsequent to the time the original estimates were prepared (\$30 million); and (2) a lower discount rate (17 percent) and capitalization rate reflecting changes in market conditions versus the date at which the estimates in the solicitations were prepared (\$79 million). The Company assessed its potential investment and any potential loss on settlement based on post-acquisition cash flows. The purchase accounting was based on pre-acquisition cash flows and capital structure. As a result, the factors giving rise to the differences outlined above did not materially impact the Company's previous assessment of any expense related to litigation. The post-settlement equity of the Joint Venture is considerably lower than the pre-acquisition equity due to additional indebtedness post-acquisition and the impact of changes to the management agreements made contemporaneously with the transaction.

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Fluctuations in the values of hotel real estate generally have little impact on the overall results of our Lodging businesses because (1) we own less than 1 percent of the total number of hotels that we operate or franchise; (2) management and franchise fees are generally based upon hotel revenues and profits versus hotel sales values; and (3) our management agreements generally do not terminate upon hotel sale.

We have made loans to owners of hotels and senior living communities that we operate or franchise. Loans outstanding under this program, excluding timeshare notes, totaled \$944 million at January 3, 2003, \$860 million at December 28, 2001 and \$592 million at December 29, 2000. Unfunded commitments aggregating \$217 million were outstanding at January 3, 2003, of which we expect to fund \$140 million in 2003 and \$156 million in total. We participate in a program with an unaffiliated lender in which we may partially guarantee loans made to facilitate third-party ownership of hotels that we operate or franchise.

#### *Cash from Financing Activities*

Debt, including convertible debt, decreased \$945 million in 2002 due to the redemption of 85 percent of the LYONs in May 2002 and the pay down of our revolving credit facility, offset by the debt assumed as part of the acquisition of the 14 senior living communities in December 2002. Debt increased by \$799 million in 2001 primarily due to borrowings to finance our capital expenditure and share repurchase programs, and to maintain excess cash reserves totaling \$645 million in the aftermath of the September 11, 2001 terrorist attacks on New York and Washington.

Our financial objectives include diversifying our financing sources, optimizing the mix and maturity of our long-term debt and reducing our working capital. At year-end 2002, our long-term debt, excluding convertible debt and debt associated with businesses held for sale, had an average interest rate of 6.8 percent and an average maturity of approximately 6.6 years. The ratio of fixed rate long-term debt to total long-term debt was .91 as of January 3, 2003.

In April 1999, January 2000 and January 2001, we filed "universal shelf" registration statements with the Securities and Exchange Commission in the amounts of \$500 million, \$300 million and \$300 million, respectively. As of January 31, 2003, we had offered and sold to the public under these registration statements \$300 million of debt securities at 7<sup>7/8</sup> percent, due 2009 and \$300 million at 8<sup>1/8</sup> percent, due 2005, leaving a balance of \$500 million available for future offerings.

In January 2001, we issued, through a private placement, \$300 million of 7 percent senior unsecured notes due 2008, and received net proceeds of \$297 million. We completed a registered exchange offer for these notes on January 15, 2002.

We are a party to revolving credit agreements that provide for borrowings of \$1.5 billion expiring in July 2006, and \$500 million expiring in February 2004, which support our commercial paper program and letters of credit. At January 3, 2003, loans of approximately \$21 million were outstanding under these facilities. Fluctuations in the availability of the commercial paper market do not affect our liquidity because of the flexibility provided by our credit facilities. Borrowings under these facilities bear interest at LIBOR plus a spread, based on our public debt rating.

On May 8, 2001, we issued zero-coupon convertible senior notes due 2021, also known as LYONs, and received cash proceeds of \$405 million. On May 9, 2002, we redeemed for cash the approximately 85 percent of the LYONs that were tendered for mandatory repurchase by the holders. The remaining LYONs are convertible into approximately 0.9 million shares of our Class A Common Stock and carry a yield to maturity of 0.75 percent. We may not redeem the LYONs prior to May 2004. We may at the option of the holders be required to purchase LYONs at their accreted value on May 8 of each of 2004, 2011 and 2016. We may choose to pay the purchase price for redemptions or repurchases in cash and/or shares of our Class A Common Stock.

We determine our debt capacity based on the amount and variability of our cash flows. EBITDA (from continuing operations) coverage of gross interest cost was 5.5 times in 2002, and we met the cash flow requirements under our loan agreements. Excluding the impact of our Synthetic Fuel business, EBITDA coverage of gross interest would have been 6.5 times. At January 3, 2003, we had long-term public debt ratings of BBB+ from Standard and Poor's and Baa2 from Moody's, respectively.

The following table summarizes our contractual obligations:

Contractual Obligations	Total	Payments Due by Period			
		Less than 1 year	1-3 years	4-5 years	After 5 years
<i>(\$ in millions)</i>					
Debt	\$1,734	\$ 242	\$550	\$121	\$ 821
Operating Leases					
Recourse	971	107	174	121	569
Non-recourse	548	17	69	96	366
<b>Total Contractual Cash Obligations</b>	<b>\$3,253</b>	<b>\$ 366</b>	<b>\$793</b>	<b>\$338</b>	<b>\$1,756</b>

The totals above exclude recourse minimum lease payments of \$341 million associated with the discontinued Senior Living and Distribution Services businesses, due as follows: less than 1 year \$40 million; 1-3 years \$68 million; 4-5 years \$63 million; and after 5 years \$170 million. Also excluded are non-recourse minimum lease payments of \$82 million associated with the discontinued Senior Living Services business, due as follows: less than 1 year \$2 million; 1-3 years \$12 million; 4-5 years \$13 million; and after 5 years \$55 million. Excluded from the debt obligation is \$155 million associated with the discontinued Senior Living Services business.

The following table summarizes our commitments:

Other Commercial Commitments	Total Amounts Committed	Amount of Commitment Expiration Per Period			
		Less than 1 year	1-3 years	4-5 years	After 5 years
<i>(\$ in millions)</i>					
Guarantees	\$ 827	\$ 77	\$100	\$264	\$386
Timeshare note repurchase obligations	12	—	2	—	10
<b>Total</b>	<b>\$ 839</b>	<b>\$ 77</b>	<b>\$102</b>	<b>\$264</b>	<b>\$396</b>

Our guarantees include \$270 million for commitments which will not be in effect until the underlying hotels are open and we begin to manage the properties. Our total unfunded loan commitments amounted to \$217 million at January 3, 2003. We expect to fund \$140 million within one year and \$16 million in one to three years. We do not expect to fund the remaining \$61 million of commitments, which expire as follows: \$51 million within one year; \$5 million in one to three years; \$2 million in four to five years; and \$3 million after five years.

**Share Repurchases.** We purchased 7.8 million of our shares in 2002 at an average price of \$32.52 per share and 6.1 million of our shares in 2001 at an average price of \$38.20 per share. As of February 6, 2003, we had been authorized by our Board of Directors to repurchase 20 million shares.

**Dividends.** In May 2002, our Board of Directors increased the quarterly cash dividend by 8 percent to \$.07 per share.

#### Other Matters

#### Inflation

Inflation has been moderate in recent years, and has not had a significant impact on our businesses.

#### Critical Accounting Policies

Certain of our critical accounting policies require the use of judgment in their application or require estimates of inherently uncertain matters. Our accounting policies are in compliance with principles generally accepted in the United States, although a change in the facts and circumstances of the underlying transactions could significantly change the application of an accounting policy and the resulting financial statement impact. We have listed below those policies that we believe are critical and require the use of complex judgment in their application.

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### *Incentive Fees*

We recognize incentive fees as revenue when earned in accordance with the terms of the management contract. In interim periods, we recognize as income the incentive fees that would be due to us as if the contract were to terminate at that date, exclusive of any termination fees payable or receivable by us. If we recognized incentive fees only after the underlying full-year performance thresholds were certain, the revenue recognized for each year would be unchanged, but no incentive fees for any year would be recognized until the fourth quarter. We recognized incentive fee revenue of \$162 million, \$202 million and \$316 million in 2002, 2001 and 2000, respectively.

### *Cost Reimbursements*

For domestic properties that we manage, we are responsible to employees for salaries and wages and to subcontractors and other creditors for materials and services. We also have the discretionary responsibility to procure and manage the resources in performing our services under these contracts. We therefore include these costs and the reimbursement of the costs as part of our expenses and revenues. We recorded cost reimbursements (excluding senior living services) of \$5.7 billion in 2002 and \$5.2 billion in 2001 and \$5.3 billion in 2000.

### *Real Estate Sales*

We account for the sales of real estate in accordance with FAS No. 66, "Accounting for Sales of Real Estate." We reduce gains on sales of real estate by the maximum exposure to loss if we have continuing involvement with the property and do not transfer substantially all of the risks and rewards of ownership. We reduced gains on sales of real estate due to maximum exposure to loss by \$51 million in 2002, \$16 million in 2001 and \$18 million in 2000. Our ongoing ability to achieve sale accounting under FAS No. 66 depends on our ability to negotiate the structure of the sales transactions to comply with these rules.

### *Timeshare Sales*

We also recognize revenue from the sale of timeshare interests in accordance with FAS No. 66. We recognize sales when we have received a minimum of 10 percent of the purchase price for the timeshare interval, the period of cancellation with refund has expired, receivables are deemed collectible and certain minimum sales and construction levels have been attained. For sales that do not meet these criteria, we defer all revenue using the deposit method.

### *Costs Incurred to Sell Real Estate Projects*

We capitalize direct costs incurred to sell real estate projects attributable to and recoverable from the sales of timeshare interests until the sales are recognized. Costs eligible for capitalization follow the guidelines of FAS No. 67, "Accounting for Costs and Initial Rental Operations of Real Estate Projects". Selling and marketing costs capitalized under this approach were approximately \$107 million and \$126 million at January 3, 2003, and December 28, 2001, respectively, and are included in property and equipment in the accompanying consolidated balance sheets. If a contract is canceled, unrecoverable direct selling and marketing costs are charged to expense and deposits forfeited are recorded as income.

### *Interest Only Strips*

We periodically sell notes receivable originated by our timeshare business in connection with the sale of timeshare intervals. We retain servicing assets and interests in the assets transferred to special purpose entities that are accounted for as interest only strips. The interest only strips are treated as "Trading" or "Available for Sale" securities under the provisions of FAS No. 115 "Accounting for Certain Investments in Debt and Equity Securities". We report changes in the fair values of the interest only strips through the accompanying consolidated statement of income for trading securities and through the accompanying consolidated statement of comprehensive income for available-for-sale securities. We had interest only strips of \$135 million at January 3, 2003 and \$87 million at December 28, 2001, which are recorded as long-term receivables on the consolidated balance sheet.

### *Loan Loss Reserves*

We measure loan impairment based on the present value of expected future cash flows discounted at the loan's original effective interest rate or the estimated fair value of the collateral. For impaired loans, we establish a specific

impairment reserve for the difference between the recorded investment in the loan and the present value of the expected future cash flows or the estimated fair value of the collateral. We apply our loan impairment policy individually to all loans in the portfolio and do not aggregate loans for the purpose of applying such policy. For loans that we have determined to be impaired, we recognize interest income on a cash basis. At January 3, 2003, our recorded investment in impaired loans was \$129 million. We have a \$59 million allowance for credit losses, leaving \$70 million of our investment in impaired loans for which there is no related allowance for credit losses.

#### *Marriott Rewards*

Marriott Rewards is our frequent guest incentive marketing program. Marriott Rewards members earn points based on their spending at our lodging operations and, to a lesser degree, through participation in affiliated partners' programs, such as those offered by airlines and credit card companies.

We defer revenue received from managed, franchised, and Marriott-owned/leased hotels and program partners equal to the fair value of our future redemption obligation. We determine the fair value of the future redemption obligation based on statistical formulas which project timing of future point redemption based on historical levels, including an estimate of the "breakage" for points that will never be redeemed, and an estimate of the points that will eventually be redeemed. These judgmental factors determine the required liability for outstanding points. Our management and franchise agreements require that we be reimbursed currently for the costs of operating the program, including marketing, promotion, and communicating with, and performing member services for the Marriott Rewards members. Due to the requirement that hotels reimburse us for program operating costs as incurred, we receive and recognize the balance of the revenue from hotels in connection with the Marriott Rewards program at the time such costs are incurred and expensed. We recognize the component of revenue from program partners that corresponds to program maintenance services over the expected life of the points awarded. Upon the redemption of points, we recognize as revenue the amounts previously deferred, and recognize the corresponding expense relating to the cost of the awards redeemed.

#### **Avendra**

In January 2001, Marriott and Hyatt Corporation formed a joint venture, Avendra LLC (Avendra), to be an independent professional procurement services company serving the North American hospitality market and related industries. Six Continents Hotels, Inc., ClubCorp USA Inc., and Fairmont Hotels & Resorts, Inc., joined Avendra in March 2001. We and the other four members contributed our respective procurement businesses to Avendra. Currently, our interest in Avendra is slightly less than 50 percent.

Avendra generally does not purchase and resell goods and services; instead, its customers purchase goods and services directly from Avendra's vendors on terms negotiated by Avendra. Avendra earns revenue through agreements with its vendors which provide that the vendors pay Avendra an unrestricted allowance for purchases by its customers. Our hotel management agreements treat vendor-generated unrestricted allowances in three separate ways, and the requirements of those agreements are reflected in our Procurement Services Agreement with Avendra (PSA).

For purchases of goods and services by the majority of Marriott's managed hotels, Avendra is permitted to retain unrestricted allowances, in an amount sufficient only to recover Avendra's properly allocated costs of providing procurement services. Other management contracts allow Avendra to retain vendor allowances and earn a return which is competitive in the industry. This amount is capped by the PSA. Lastly, for purchases of goods and services by hotels owned by one of Marriott's hotel owners, Avendra is not permitted to retain any of such unrestricted allowances; instead, Avendra charges a negotiated fee to Marriott, and Marriott in turn charges a negotiated fee to that owner. In 2002, we distributed to the hotels that we manage approximately \$12 million in unrestricted rebates received from Avendra, and its predecessor, Marketplace by Marriott. If Marriott franchised hotels (not managed by Marriott) elect to purchase through Avendra, they negotiate separately with Avendra and are not bound by the terms of the PSA for our managed hotels. We account for our interest in Avendra under the equity method and recognized income of \$2 million in 2002 and a loss of \$1 million in 2001. After we have recovered our investment in Avendra and associated expenses through distributions from Avendra or a sale of all or any portion of our equity interest in Avendra, we will apply any further benefits to offset costs otherwise allocable to Marriott branded hotels.

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**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We are exposed to market risk from changes in interest rates. We manage our exposure to this risk by monitoring available financing alternatives and through development and application of credit granting policies. Our strategy to manage exposure to changes in interest rates is unchanged from December 28, 2001. Furthermore, we do not foresee any significant changes in our exposure to fluctuations in interest rates or in how such exposure is managed in the near future.

The following sensitivity analysis displays how changes in interest rates affect our earnings and the fair values of certain instruments we hold.

We hold notes receivable that earn interest at variable rates. Hypothetically, an immediate one percentage point change in interest rates would change annual interest income by \$5 million and \$5 million, based on the respective balances of these notes receivable at January 3, 2003 and December 28, 2001.

Changes in interest rates also impact the fair value of our long-term fixed rate debt and long-term fixed rate notes receivable. Based on the balances outstanding at January 3, 2003 and December 28, 2001, a hypothetical immediate one percentage point change in interest rates would change the fair value of our long-term fixed rate debt by \$42 million and \$53 million, respectively, and would change the fair value of long-term fixed rate notes receivable by \$20 million and \$22 million, respectively, in each year.

Although commercial paper is classified as long-term debt (based on our ability and intent to refinance it on a long-term basis) all commercial paper matures within two months of year-end. Based on the balance of commercial paper outstanding at January 3, 2003, a hypothetical one percentage point change in interest rates would change interest expense by \$1 million on an annualized basis.

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**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

The following financial information is included on the pages indicated:

	<u>Page</u>
Report of Independent Auditors	32
Consolidated Statement of Income	33
Consolidated Balance Sheet	34
Consolidated Statement of Cash Flows	35
Consolidated Statement of Comprehensive Income	36
Consolidated Statement of Shareholders' Equity	37
Notes to Consolidated Financial Statements	38

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REPORT OF INDEPENDENT AUDITORS

To the Shareholders of Marriott International, Inc.:

We have audited the accompanying consolidated balance sheet of Marriott International, Inc. as of January 3, 2003 and December 28, 2001, and the related consolidated statements of income, cash flows, comprehensive income and shareholders' equity for each of the three fiscal years in the period ended January 3, 2003. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Marriott International, Inc. as of January 3, 2003 and December 28, 2001, and the results of their operations and their cash flows for each of the three fiscal years in the period ended January 3, 2003 in conformity with accounting principles generally accepted in the United States.

As discussed in the notes to the consolidated financial statements, in 2002 the Company adopted Statement of Financial Accounting Standards No. 142, "Goodwill and other Intangible Assets."

/s/ Ernst & Young LLP

McLean, Virginia  
February 5, 2003



**MARRIOTT INTERNATIONAL, INC.**  
**CONSOLIDATED STATEMENT OF INCOME**  
**Fiscal Years Ended January 3, 2003, December 28, 2001 and December 29, 2000**  
**(\$ in millions, except per share amounts)**

	2002	2001	2000
<b>SALES</b>			
Lodging			
Base management fees	\$ 379	\$ 372	\$ 383
Franchise fees	232	220	208
Incentive management fees	162	202	316
Owned and leased properties	383	478	650
Other revenue	1,353	1,277	1,052
Cost reimbursements	5,739	5,237	5,302
Synthetic Fuel	193	—	—
	<u>8,441</u>	<u>7,786</u>	<u>7,911</u>
<b>OPERATING COSTS AND EXPENSES</b>			
Lodging			
Owned and leased – direct	384	456	573
Other lodging – direct	1,185	1,077	866
Reimbursed costs	5,739	5,237	5,302
Restructuring costs	—	44	—
Administrative and other	233	331	234
Synthetic Fuel	327	—	—
	<u>7,868</u>	<u>7,145</u>	<u>6,975</u>
	573	641	936
Corporate expenses	(126)	(139)	(120)
Interest expense	(86)	(109)	(100)
Interest income	122	94	60
Provision for loan losses	(12)	(48)	(5)
Restructuring costs	—	(18)	—
	<u>471</u>	<u>421</u>	<u>771</u>
INCOME FROM CONTINUING OPERATIONS, BEFORE INCOME TAXES	471	421	771
Provision for income taxes	(32)	(152)	(281)
	<u>439</u>	<u>269</u>	<u>490</u>
INCOME FROM CONTINUING OPERATIONS	439	269	490
Discontinued Operations			
Income (Loss) from Senior Living Services, net of tax	23	(29)	(13)
Loss on disposal of Senior Living Services, net of tax	(131)	—	—
(Loss) Income from Distribution Services, net of tax	(14)	(4)	2
Exit costs - Distribution Services, net of tax	(40)	—	—
	<u>277</u>	<u>236</u>	<u>479</u>
NET INCOME	\$ 277	\$ 236	\$ 479
<b>EARNINGS PER SHARE – Basic</b>			
Earnings from continuing operations	\$ 1.83	\$ 1.10	\$ 2.03
Loss from discontinued operations	(.68)	(.13)	(.04)
	<u>\$ 1.15</u>	<u>\$ .97</u>	<u>\$ 1.99</u>
<b>EARNINGS PER SHARE – Diluted</b>			
Earnings from continuing operations	\$ 1.74	\$ 1.05	\$ 1.93
Loss from discontinued operations	(.64)	(.13)	(.04)
	<u>\$ 1.10</u>	<u>\$ .92</u>	<u>\$ 1.89</u>
DIVIDENDS DECLARED PER SHARE	<u>\$0.275</u>	<u>\$0.255</u>	<u>\$0.235</u>

See Notes To Consolidated Financial Statements

**MARRIOTT INTERNATIONAL, INC.**  
**CONSOLIDATED BALANCE SHEET**  
**January 3, 2003 and December 28, 2001**  
(\$ in millions)

	January 3, 2003	December 28, 2001
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and equivalents	\$ 198	\$ 812
Accounts and notes receivable	524	479
Prepaid taxes	300	223
Other	89	72
Assets held for sale	633	1,161
	<u>1,744</u>	<u>2,747</u>
Property and equipment	2,589	2,460
Goodwill	923	977
Other intangible assets	495	657
Investments in affiliates – equity	493	314
Investments in affiliates – notes receivable	584	505
<b>Notes and other receivables, net</b>		
Loans to timeshare owners	153	259
Other notes receivable	304	311
Other long-term receivables	473	472
	<u>930</u>	<u>1,042</u>
Other	538	405
	<u>\$ 8,296</u>	<u>\$ 9,107</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current liabilities</b>		
Accounts payable	\$ 529	\$ 607
Accrued payroll and benefits	373	322
Casualty self insurance	32	21
Other payables and accruals	665	621
Current portion of long-term debt	242	32
Liabilities of businesses held for sale	366	367
	<u>2,207</u>	<u>1,970</u>
Long-term debt	1,492	2,301
Casualty self insurance reserves	106	83
Other long-term liabilities	857	868
Convertible debt	61	407
<b>Shareholders' equity</b>		
Class A common stock	3	3
ESOP preferred stock	—	—
Additional paid-in capital	3,181	3,378
Retained earnings	1,126	941
Treasury stock, at cost	(667)	(503)
Unearned ESOP shares	—	(291)
Accumulated other comprehensive loss	(70)	(50)
	<u>3,573</u>	<u>3,478</u>
	<u>\$ 8,296</u>	<u>\$ 9,107</u>

See Notes To Consolidated Financial Statements

**MARRIOTT INTERNATIONAL, INC.**  
**CONSOLIDATED STATEMENT OF CASH FLOWS**  
**Fiscal Years Ended January 3, 2003, December 28, 2001 and December 29, 2000**  
**(\$ in millions)**

	<u>2002</u>	<u>2001</u>	<u>2000</u>
<b>OPERATING ACTIVITIES</b>			
Income from continuing operations	\$ 439	\$ 269	\$ 490
Adjustments to reconcile to cash provided by operating activities:			
Income (loss) from discontinued operations	9	(33)	(11)
Discontinued operations – loss on sale/exit	(171)	—	—
Depreciation and amortization	187	222	195
Income taxes	(105)	9	133
Timeshare activity, net	(63)	(358)	(195)
Other	223	278	54
Working capital changes:			
Accounts receivable	(31)	57	(53)
Other current assets	60	(20)	24
Accounts payable and accruals	(32)	(21)	219
Net cash provided by operating activities	<u>516</u>	<u>403</u>	<u>856</u>
<b>INVESTING ACTIVITIES</b>			
Capital expenditures	(292)	(560)	(1,095)
Dispositions	729	554	742
Loan advances	(237)	(367)	(389)
Loan collections and sales	124	71	93
Other	(7)	(179)	(377)
Net cash provided by (used in) investing activities	<u>317</u>	<u>(481)</u>	<u>(1,026)</u>
<b>FINANCING ACTIVITIES</b>			
Commercial paper, net	102	(827)	46
Issuance of long-term debt	26	1,329	338
Repayment of long-term debt	(946)	(123)	(26)
(Redemption) issuance of convertible debt	(347)	405	—
Issuance of Class A common stock	35	76	58
Dividends paid	(65)	(61)	(55)
Purchase of treasury stock	(252)	(235)	(340)
Net cash (used in) provided by financing activities	<u>(1,447)</u>	<u>564</u>	<u>21</u>
(DECREASE) INCREASE IN CASH AND EQUIVALENTS	<u>(614)</u>	<u>486</u>	<u>(149)</u>
CASH AND EQUIVALENTS, beginning of year	<u>812</u>	<u>326</u>	<u>475</u>
CASH AND EQUIVALENTS, end of year	<u>\$ 198</u>	<u>\$ 812</u>	<u>\$ 326</u>

See Notes To Consolidated Financial Statements

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**MARRIOTT INTERNATIONAL, INC.**  
**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
Fiscal Years Ended January 3, 2003, December 28, 2001 and December 29, 2000  
(\$ in millions)

	<u>2002</u>	<u>2001</u>	<u>2000</u>
Net income	\$277	\$236	\$479
Other comprehensive (loss) income (net of tax):			
Foreign currency translation adjustments	(7)	(14)	(10)
Other	(13)	8	2
Total other comprehensive loss	<u>(20)</u>	<u>(6)</u>	<u>(8)</u>
Comprehensive income	<u>\$257</u>	<u>\$230</u>	<u>\$471</u>

See Notes To Consolidated Financial Statements

**MARRIOTT INTERNATIONAL, INC.**  
**CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY**  
**Fiscal Years Ended January 3, 2003, December 28, 2001 and December 29, 2000**  
(in millions, except per share amounts)

Common shares outstanding		Class A common stock	Additional paid-in capital	Retained earnings	Unearned ESOP shares	Treasury stock, at cost	Accumulated other comprehensive loss
246.3	Balance at January 1, 2000	\$ 3	\$ 2,738	\$ 508	\$ —	\$ (305)	\$ (36)
—	Net income	—	—	479	—	—	—
—	Dividends (\$.235 per share)	—	—	(56)	—	—	—
5.5	Employee stock plan issuance and other	—	852	(80)	(679)	186	(8)
(10.8)	Purchase of treasury stock	—	—	—	—	(335)	—
241.0	Balance at December 29, 2000	3	3,590	851	(679)	(454)	(44)
—	Net income	—	—	236	—	—	—
—	Dividends (\$.255 per share)	—	—	(62)	—	—	—
5.8	Employee stock plan issuance and other	—	(212)	(84)	388	186	(6)
(6.1)	Purchase of treasury stock	—	—	—	—	(235)	—
240.7	Balance at December 28, 2001	3	3,378	941	(291)	(503)	(50)
—	Net income	—	—	277	—	—	—
—	Dividends (\$.275 per share)	—	—	(67)	—	—	—
3.0	Employee stock plan issuance and other	—	(197)	(25)	291	90	(20)
(7.8)	Purchase of treasury stock	—	—	—	—	(254)	—
235.9	Balance at January 3, 2003	\$ 3	\$ 3,181	\$1,126	\$ —	\$ (667)	\$ (70)

See Notes To Consolidated Financial Statements

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**MARRIOTT INTERNATIONAL, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Basis of Presentation*

The consolidated financial statements present the results of operations, financial position and cash flows of Marriott International, Inc. (together with its subsidiaries, we, us or the Company).

The preparation of financial statements in conformity with accounting principles generally accepted in the United States 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 sales and expenses during the reporting period and the disclosures of contingent liabilities. Accordingly, ultimate results could differ from those estimates. Certain prior year amounts have been reclassified to conform to the 2002 presentation.

As a result of the sale in December 2002 of 12 of our Senior Living Services communities, the definitive agreements we entered into to sell our senior living management business and nine of the remaining 23 communities, our plan to sell the remaining 14 communities and the discontinuation of our Distribution Services business, the balances and activities of two reportable segments, Senior Living Services and Distribution Services have been segregated and reported as discontinued operations for all periods presented.

In our opinion, the accompanying consolidated financial statements reflect all normal and recurring adjustments necessary to present fairly our financial position as of January 3, 2003 and December 28, 2001, the results of operations and cash flows for the fiscal years ended January 3, 2003, December 28, 2001 and December 29, 2000. We have eliminated all material intercompany transactions and balances between entities included in these financial statements.

*Fiscal Year*

Our fiscal year ends on the Friday nearest to December 31. The 2002 fiscal year includes 53 weeks, while the 2001 and 2000 fiscal years include 52 weeks.

*Revenue Recognition*

Our sales include (1) base and incentive management fees, (2) franchise fees, (3) sales from lodging properties owned or leased by us, (4) cost reimbursements, (5) other lodging revenue, and (6) sales made by our Synthetic Fuel business. Management fees comprise a base fee, which is a percentage of the revenues of hotels, and an incentive fee, which is generally based on unit profitability. Franchise fees comprise initial application fees and continuing royalties generated from our franchise programs, which permit the hotel owners and operators to use certain of our brand names. Cost reimbursements include direct and indirect costs that are reimbursed to us by lodging properties that we manage or franchise. Other lodging revenue includes sales from our timeshare and ExecuStay businesses.

*Management Fees:* We recognize base fees as revenue when earned in accordance with the contract. In interim periods and at year end we recognize incentive fees that would be due as if the contract were to terminate at that date, exclusive of any termination fees payable or receivable by us.

*Timeshare:* We recognize revenue from timeshare interest sales in accordance with Statement of Financial Accounting Standards (FAS) No. 66, "Accounting for Sales of Real Estate." We recognize sales when a minimum of 10 percent of the purchase price for the timeshare interval has been received, the period of cancellation with refund has expired, we deem the receivables collectible and have attained certain minimum sales and construction levels. For sales that do not meet these criteria, we defer all revenue using the deposit method.

*Owned and Leased Units:* We recognize room sales and revenues from guest services for our owned and leased units, including ExecuStay, when rooms are occupied and services have been rendered.

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*Franchise Fee Revenue:* We recognize franchise fee revenue in accordance with FAS No. 45, "Accounting for Franchise Fee Revenue." We recognize franchise fees as revenue in each accounting period as fees are earned and become receivable from the franchisee.

*Cost Reimbursements:* We recognize cost reimbursements from managed and franchised properties when we incur the related reimbursable costs.

*Synthetic Fuel:* We recognize revenue from our Synthetic Fuel business when the synthetic fuel is produced and sold.

#### *Ground Leases*

We are both the lessor and lessee of land under long-term operating leases, which include scheduled increases in minimum rents. We recognize these scheduled rent increases on a straight-line basis over the initial lease terms.

#### *Real Estate Sales*

We account for the sales of real estate in accordance with FAS No. 66. We reduce gains on sales of real estate by the maximum exposure to loss if we have continuing involvement with the property and do not transfer substantially all of the risks and rewards of ownership. We reduced gains on sales of real estate due to maximum exposure to loss by \$51 million in 2002, \$16 million in 2001 and \$18 million in 2000.

#### *Profit Sharing Plan*

We contribute to a profit sharing plan for the benefit of employees meeting certain eligibility requirements and electing participation in the plan. Contributions are determined based on a specified percentage of salary deferrals by participating employees. Excluding the discontinued Senior Living Services and Distribution Services businesses, we recognized compensation cost from profit sharing of \$54 million in 2002, \$52 million in 2001 and \$50 million in 2000. We recognized compensation cost from profit sharing of \$8 million in 2002, \$6 million in 2001 and \$5 million in 2000 related to the discontinued Senior Living Services and Distribution Services businesses.

#### *Self-Insurance Programs*

We are self-insured for certain levels of property, liability, workers' compensation and employee medical coverage. We accrue estimated costs of these self-insurance programs at the present value of projected settlements for known and incurred but not reported claims. We use a discount rate of 4.8 percent to determine the present value of the projected settlements, which we consider to be reasonable given our history of settled claims, including payment patterns and the fixed nature of the individual settlements.

#### *Marriott Rewards*

Marriott Rewards is our frequent guest incentive marketing program. Marriott Rewards members earn points based on their spending at our lodging operations and, to a lesser degree, through participation in affiliated partners' programs, such as those offered by airlines and credit card companies. Points which we accumulate and track on the members' behalf can be redeemed for hotel stays at most of our lodging operations, airline tickets, airline frequent flier program miles, rental cars, and a variety of other awards. Points cannot be redeemed for cash.

We provide Marriott Rewards as a marketing program to participating hotels. We charge the cost of operating the program, including the estimated cost of award redemption, to hotels based on members' qualifying expenditures.

Effective January 1, 2000, we changed certain aspects of our method of accounting for the Marriott Rewards program in accordance with Staff Accounting Bulletin (SAB) No. 101. Under the new accounting method, we defer revenue received from managed, franchised, and Marriott-owned/leased hotels and program partners equal to the fair value of our future redemption obligation. We determine the fair value of the future redemption obligation based on statistical formulas which project timing of future point redemption based on historical levels, including an estimate of the "breakage" for points that will never be redeemed, and an estimate of the points that will eventually be redeemed. These factors determine the required liability for outstanding points. Our management and franchise agreements require that we be reimbursed currently for the costs of operating the program, including marketing,

promotion, and communicating with, and performing member services for the Marriott Rewards members. Due to the requirement that hotels reimburse us for program operating costs as incurred, we receive and recognize the balance of the revenue from hotels in connection with the Marriott Rewards program at the time such costs are incurred and expensed. We recognize the component of revenue from program partners that corresponds to program maintenance services over the expected life of the points awarded. Upon the redemption of points, we recognize as revenue the amounts previously deferred, and recognize the corresponding expense relating to the cost of the awards redeemed.

Our liability for the Marriott Rewards program was \$683 million at January 3, 2003, and \$631 million at December 28, 2001, of which we have included \$418 million and \$380 million, respectively, in other long-term liabilities in the accompanying consolidated balance sheet.

#### *Cash and Equivalents*

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

#### *Loan Loss and Accounts Receivable Reserves*

We measure loan impairment based on the present value of expected future cash flows discounted at the loan's original effective interest rate or the estimated fair value of the collateral. For impaired loans, we establish a specific impairment reserve for the difference between the recorded investment in the loan and the present value of the expected future cash flows or the estimated fair value of the collateral. We apply our loan impairment policy individually to all loans in the portfolio and do not aggregate loans for the purpose of applying such policy. For loans that we have determined to be impaired, we recognize interest income on a cash basis. At January 3, 2003, our recorded investment in impaired loans was \$129 million. We have a \$59 million allowance for credit losses, leaving \$70 million of our investment in impaired loans for which there is no related allowance for credit losses.

The following table summarizes the activity in our accounts and notes receivable reserves for the years ended December 29, 2000, December 28, 2001 and January 3, 2003:

	Accounts Receivable Reserve	Notes Receivable Reserve
<i>(\$ in millions)</i>		
January 1, 2000	\$ 22	\$ 8
Additions	15	5
Write-offs	(14)	(1)
December 29, 2000	23	12
Additions	38	48
Write-offs	(11)	(1)
December 28, 2001	50	59
Additions	10	12
Write-offs	(20)	(12)
January 3, 2003	\$ 40	\$ 59

#### *Valuation of Long-Lived Assets*

We review the carrying values of long-lived assets when events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If we expect an asset to generate cash flows less than the asset's carrying value at the lowest level of identifiable cash flows, we recognize a loss for the difference between the asset's carrying amount and its fair value.

#### *Assets Held for Sale*

We consider properties to be assets held for sale when management approves and commits to a formal plan to actively market a property for sale or a signed sales contract exists. Upon designation as an asset held for sale, we record the carrying value of each property at the lower of its carrying value or its estimated fair value, less estimated costs to sell, and we stop recording depreciation expense.



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### *Investments*

We consolidate entities that we control due to holding a majority voting interest. We account for investments in joint ventures using the equity method of accounting when we exercise significant influence over the venture. If we do not exercise significant influence, we account for the investment using the cost method of accounting. We account for investments in limited partnerships and limited liability companies using the equity method of accounting when we own more than a minimal investment.

Summarized information relating to our unconsolidated affiliates is as follows: total assets, which primarily comprise hotel real estate managed by us, and total liabilities were approximately \$4.1 billion and \$2.9 billion, respectively, at January 3, 2003 and \$4.3 billion and \$3.1 billion, respectively, at December 28, 2001. Total sales and net loss were \$1.3 billion and \$59 million, respectively, for the year ended January 3, 2003 and \$1.5 billion and \$39 million, respectively, for the year ended December 28, 2001. Total sales and net income were \$765 million and \$14 million, respectively, for the year ended December 29, 2000. Our ownership interest in these unconsolidated affiliates varies generally from 10 percent to 50 percent.

### *Costs Incurred to Sell Real Estate Projects*

We capitalize direct costs incurred to sell real estate projects attributable to and recoverable from the sales of timeshare interests until the sales are recognized. Costs eligible for capitalization follow the guidelines of FAS No. 67, "Accounting for Costs and Initial Rental Operations of Real Estate Projects." Selling and marketing costs capitalized under this approach were approximately \$107 million and \$126 million at January 3, 2003 and December 28, 2001, respectively, and are included in property and equipment in the accompanying consolidated balance sheets. If a contract is canceled, we charge unrecoverable direct selling and marketing costs to expense, and record deposits forfeited as income.

### *Interest Only Strips*

We periodically sell notes receivable originated by our timeshare business in connection with the sale of timeshare intervals. We retain servicing assets and interest in the assets transferred to special purpose entities that are accounted for as interest only strips. We treat the interest only strips as "trading" or "available for sale" securities under the provisions of FAS No. 115, "Accounting for Certain Investments in Debt and Equity Securities". We report changes in the fair values of the interest only strips through the accompanying consolidated statement of income for trading securities and through the accompanying consolidated statement of comprehensive income for available for sale securities. We had interest only strips of \$135 million at January 3, 2003 and \$87 million at December 28, 2001, which are recorded as long-term receivables on the consolidated balance sheet.

### *New Accounting Standards*

We adopted FAS No. 142, "Goodwill and Other Intangible Assets" in the first quarter of 2002. FAS No. 142 requires that goodwill is not amortized, but rather reviewed annually for impairment. The initial adoption of FAS No. 142 did not result in an impairment charge to goodwill or other intangible assets and increased our fiscal 2002 net income by approximately \$30 million.

The following table presents the impact FAS No. 142 would have had on our income from continuing operations, basic and diluted earnings from continuing operations per share, and basic and diluted net earnings per share for fiscal years ended December 28, 2001 and December 29, 2000, if we had adopted it in the first quarter of 2000 (\$ in millions, except per share amounts):

	Fiscal years ended	
	December 28, 2001	December 29, 2000
Reported income from continuing operations, after tax	\$ 269	\$ 490
Goodwill amortization	27	27
Adjusted income from continuing operations, after tax	<u>\$ 296</u>	<u>\$ 517</u>
Reported net income	\$ 236	\$ 479
Goodwill amortization	32	31
Adjusted net income	<u>\$ 268</u>	<u>\$ 510</u>
Reported basic earnings from continuing operations per share	\$ 1.10	\$ 2.03
Goodwill amortization	.12	.12
Adjusted basic earnings from continuing operations per share	<u>\$ 1.22</u>	<u>\$ 2.15</u>
Reported basic net earnings per share	\$ .97	\$ 1.99
Goodwill amortization	.13	.13
Adjusted basic net earnings per share	<u>\$ 1.10</u>	<u>\$ 2.12</u>
Reported diluted earnings from continuing operations per share	\$ 1.05	\$ 1.93
Goodwill amortization	.10	.11
Adjusted diluted earnings from continuing operations per share	<u>\$ 1.15</u>	<u>\$ 2.04</u>
Reported diluted net earnings per share	\$ .92	\$ 1.89
Goodwill amortization	.12	.12
Adjusted diluted net earnings per share	<u>\$ 1.04</u>	<u>\$ 2.01</u>

We adopted FAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets" in the first quarter of 2002. The adoption of FAS No. 144 did not have any impact to our financial statements.

We will adopt FAS No. 146, "Accounting for Costs Associated with Exit or Disposal Activities," in the first quarter of 2003. We do not expect the adoption of FAS No. 146 to have a material impact on our financial statements.

We have adopted the disclosure provisions of FAS No. 148, "Accounting for Stock-Based Compensation-Transition and Disclosure." FAS No. 148 requires expanded disclosure regarding stock-based compensation in the Summary of Significant Accounting Policies in the Notes to the Consolidated Financial Statements and does not have a financial impact on our financial statements. The expanded disclosure will be required in our quarterly financial reports beginning in the first quarter of 2003.

We adopted the disclosure provisions of FASB Interpretation No. (FIN) 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Direct Guarantees of Indebtedness of Others," in the fourth

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quarter of 2002. We will apply the initial recognition and initial measurement provisions on a prospective basis for all guarantees issued after December 31, 2002.

Under FIN 45, at the inception of guarantees issued after December 31, 2002, we will record the fair value of the guarantee as a liability, with the offsetting entry being recorded based on the circumstances in which the guarantee was issued. We will account for any fundings under the guarantee as a reduction of the liability. After funding has ceased, we will recognize the remaining liability in the income statement on a straight-line basis over the remaining term of the guarantee. In general, we issue guarantees in connection with obtaining long-term management contracts, and thus in those cases the offsetting entry will be capitalized and amortized over the life of the management contract.

Adoption of FIN 45 will have no impact to our historical financial statements as existing guarantees are not subject to the measurement provisions of FIN 45. The impact on future financial statements will depend on the nature and extent of issued guarantees but is not expected to have a material impact to us.

FIN 46, "Consolidation of Variable Interest Entities," is effective immediately for all enterprises with variable interests in variable interest entities created after January 31, 2003. FIN 46 provisions must be applied to variable interests in variable interest entities created before February 1, 2003 from the beginning of the third quarter of 2003. If an entity is determined to be a variable interest entity, it must be consolidated by the enterprise that absorbs the majority of the entity's expected losses if they occur, receives a majority of the entity's expected residual returns if they occur, or both. Where it is reasonably possible that the company will consolidate or disclose information about a variable interest entity, the company must disclose the nature, purpose, size and activity of the variable interest entity and the company's maximum exposure to loss as a result of its involvement with the variable interest entity in all financial statements issued after January 31, 2003.

We do not believe that it is reasonably possible that the adoption of FIN 46 will result in our consolidation of any previously unconsolidated entities. The adoption of FIN 46 may result in additional disclosure about a limited number of investments in variable interest entities. We do not expect such disclosure to be material.

FIN 46 does not apply to qualifying special purpose entities, such as those used by us to sell notes receivable originated by our timeshare business in connection with the sale of timeshare intervals. These qualifying special purpose entities will continue to be accounted for in accordance with FAS No. 140.

#### *Stock-based Compensation*

At January 3, 2003, we have several stock-based employee compensation plans, which we describe more fully in the "Employee Stock Plans" footnote. We account for those plans using the intrinsic value method under the recognition and measurement principles of APB Opinion No. 25, "Accounting for Stock Issued to Employees." Accordingly, we do not reflect stock-based employee compensation cost in net income for our Stock Option Program, the Supplemental Executive Stock Option awards or the Stock Purchase Plan. We recognized stock-based employee compensation cost of \$9 million, \$19 million and \$14 million, net of tax, for deferred share grants and restricted share grants for 2002, 2001 and 2000, respectively. The impact of measured but unrecognized compensation cost and excess tax benefits credited to additional paid-in capital is included in the denominator of the diluted pro forma shares for all years presented.

The following table illustrates the effect on net income and earnings per share if we had applied the fair value recognition provisions of FAS No. 123, "Accounting for Stock-Based Compensation," to stock-based employee compensation (\$ in millions, except per share amounts):

	2002	2001	2000
Net income, as reported	\$ 277	\$236	\$ 479
Add: Stock-based employee compensation expense included in reported net income, net of related tax effects	9	19	14
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects	(64)	(68)	(58)
<b>Pro forma net income</b>	<b>\$ 222</b>	<b>\$187</b>	<b>\$ 435</b>
<b>Earnings per share:</b>			
Basic – as reported	\$1.15	\$.97	\$1.99
Basic – pro forma	\$.93	\$.77	\$1.80
Diluted – as reported	\$1.10	\$.92	\$1.89
Diluted – pro forma	\$.90	\$.74	\$1.73

#### RELATIONSHIP WITH MAJOR CUSTOMER

In December 1998, Host Marriott Corporation (Host Marriott) reorganized its business operations to qualify as a real estate investment trust (REIT). In conjunction with its conversion to a REIT, Host Marriott spun off, in a taxable transaction, a new company called Crestline Capital Corporation (Crestline). As part of the Crestline spinoff, Host Marriott transferred to Crestline all of the senior living communities previously owned by Host Marriott, and Host Marriott entered into lease or sublease agreements with subsidiaries of Crestline for substantially all of Host Marriott's lodging properties. Our lodging and senior living community management and franchise agreements with Host Marriott were also assigned to these Crestline subsidiaries. The lodging agreements now provide for us to manage the Marriott, Ritz-Carlton, Courtyard and Residence Inn hotels leased by the lessee. The lessee cannot take certain major actions relating to leased properties that we manage without our consent. Effective as of January 1, 2001, a Host Marriott taxable subsidiary acquired the lessee entities for the full-service hotels in the United States and took an assignment of the lessee entities' interests in the leases for the hotels in Canada. On January 11, 2002, Crestline closed on the sale of its senior living communities to an unaffiliated third-party. The Company continues to manage these senior living communities.

We recognized sales of \$2,547 million, \$2,440 million and \$2,746 million and lodging financial results of \$150 million, \$162 million and \$235 million during 2002, 2001 and 2000, respectively, from lodging properties owned or leased by Host Marriott. Additionally, Host Marriott is a general partner in several unconsolidated partnerships that own lodging properties operated by us under long-term agreements. We recognized sales of \$494 million, \$546 million and \$622 million and income of \$28 million, \$40 million and \$72 million in 2002, 2001 and 2000, respectively, from the lodging properties owned by these unconsolidated partnerships. We also leased land to certain of these partnerships and recognized land rent income of \$18 million, \$19 million and \$21 million, respectively, in 2002, 2001 and 2000.

In December 2000, we acquired 120 Courtyard by Marriott hotels, through an unconsolidated joint venture (the Courtyard Joint Venture) with an affiliate of Host Marriott. Prior to the formation of the Courtyard Joint Venture, Host Marriott was a general partner in the unconsolidated partnerships that owned the 120 Courtyard by Marriott hotels. Amounts recognized from lodging properties owned by unconsolidated partnerships above include the following amounts related to these 120 Courtyard hotels: sales of \$313 million, \$316 million and \$345 million, management fee income and equity results in the joint venture of \$13 million, \$25 million and \$53 million and land rent income of \$18 million, \$18 million and \$19 million in 2002, 2001 and 2000, respectively. In addition, we recognized interest income of \$27 million and \$26 million in 2002 and 2001, respectively, on the \$200 million mezzanine debt provided by us to the joint venture.

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We have provided Host Marriott with financing for a portion of the cost of acquiring properties to be operated or franchised by us, and may continue to provide financing to Host Marriott in the future. The outstanding principal balance of these loans was \$5 million and \$7 million at January 3, 2003 and December 28, 2001, respectively, and we recognized \$1 million in each of 2002, 2001 and 2000 in interest and fee income under these credit agreements with Host Marriott.

We have guaranteed the performance of Host Marriott and certain of its affiliates to lenders and other third parties. These guarantees were limited to \$7 million at January 3, 2003. We have made no payments pursuant to these guarantees. We lease land to the Courtyard joint venture that had an aggregate book value of \$184 million at January 3, 2003. This land has been pledged to secure debt of the lessees. We have agreed to defer receipt of rentals on this land, if necessary, to permit the lessees to meet their debt service requirements.

In recognition of the evolving changes in the lodging industry over the last ten years and the age of our agreements with Host Marriott, many provisions of which predated our 1993 Spin-off, and the need to provide clarity on a number of points and consistency on contractual terms over the large portfolio of Host Marriott owned hotels, we and Host Marriott concluded that we could mutually enhance the long term strength and growth of both companies by updating our existing relationship. Accordingly, in 2002 we negotiated certain changes to our management agreements for Host Marriott-owned hotels. The modifications were completed during the third quarter of 2002 and are effective as of the beginning of our 2002 fiscal year. These changes, among other things,

- Provided Host Marriott with additional approval rights over budgets and capital expenditures;
- Extended the term of our management agreements for five hotels that were subject to termination in the short term, and two core system hotels that provide additional years at the end of the current term;
- Changed the pool of hotels that Host Marriott could sell with franchise agreements to one of our approved franchisees and revised the method of determining the number of hotels that may be sold without a management agreement or franchise agreement;
- Lowered the incentive management fees payable to us by amounts that will depend in part on underlying hotel profitability. In 2002, the reduction was \$2.5 million;
- Reduced certain expenses to the properties and lowered Host Marriott's working capital requirements;
- Confirmed that we and our affiliates may earn a profit (in addition to what we earn through management fees) on certain transactions relating to Host Marriott-owned properties, and established the specific conditions under which we may profit on future transactions; and
- Terminated our prior right to make significant purchases of Host Marriott's outstanding common stock upon certain changes of control and clarified our rights in each of our management agreements to prevent either a sale of the hotel to our major competitors or specified changes in control of Host Marriott involving our major competitors.

The monetary effect of the changes will depend on future events such as the financial results of the hotels. We do not expect these modifications to have a material financial impact on us.

## NOTES RECEIVABLE

	2002	2001
	(\$ in millions)	
Loans to timeshare owners	\$ 169	\$ 288
Lodging senior loans	320	314
Lodging mezzanine loans	624	530
Senior Living Services loans	—	16
	1,113	1,148
Less current portion	(72)	(73)
	\$1,041	\$1,075

Lodging mezzanine loans include the loan to the Courtyard joint venture. Amounts due within one year are classified as current assets in the accompanying consolidated balance sheet, including \$16 million and \$29 million, respectively, as of January 3, 2003 and December 28, 2001, related to the loans to timeshare owners.

## PROPERTY AND EQUIPMENT

	2002	2001
	(\$ in millions)	
Land	\$ 386	\$ 435
Buildings and leasehold improvements	547	440
Furniture and equipment	676	497
Timeshare properties	1,270	1,167
Construction in progress	180	330
	3,059	2,869
Accumulated depreciation and amortization	(470)	(409)
	\$2,589	\$2,460

We record property and equipment at cost, including interest, rent and real estate taxes incurred during development and construction. Interest capitalized as a cost of property and equipment totaled \$43 million in 2002, \$61 million in 2001 and \$52 million in 2000. We capitalize the cost of improvements that extend the useful life of property and equipment when incurred. These capitalized costs may include structural costs, equipment, fixtures, floor and wall coverings and paint. All repairs and maintenance costs are expensed as incurred. We compute depreciation using the straight-line method over the estimated useful lives of the assets (three to 40 years). We amortize leasehold improvements over the shorter of the asset life or lease term.

## ACQUISITIONS AND DISPOSITIONS

### *Courtyard Joint Venture*

In the first quarter of 2000, we entered into an agreement to resolve litigation involving certain limited partnerships formed in the mid- to late 1980s. The agreement was reached with lead counsel to the plaintiffs in the lawsuits, and with the special litigation committee appointed by the general partner of two of the partnerships, Courtyard by Marriott Limited Partnership (CBM I) and Courtyard by Marriott II Limited Partnership (CBM II). The agreement was amended in September 2000, to increase the amount that CBM I settlement class members were to receive after deduction of court-awarded attorneys' fees and expenses and to provide that the defendants, including the Company, would pay a portion of the attorneys' fees and expenses of the CBM I settlement class.

Under the agreement, we acquired, through an unconsolidated joint venture with an affiliate of Host Marriott, substantially all of the limited partners' interests in CBM I and CBM II which own 120 Courtyard by Marriott hotels. We continue to manage the 120 hotels under long-term agreements. The joint venture was financed with equity contributed in equal shares by us and an affiliate of Host Marriott and approximately \$200 million in mezzanine debt provided by us. Our total investment in the joint venture, including the mezzanine debt, is

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approximately \$300 million. Final court approval of the CBM I and CBM II settlements was granted on October 24, 2000, and became effective on December 8, 2000.

The agreement also provided for the resolution of litigation with respect to four other limited partnerships. On September 28, 2000, the court entered a final order with respect to those partnerships, and on that same date, we and Host Marriott each paid into escrow approximately \$31 million for payment to the plaintiffs in exchange for dismissal of the complaints and full releases.

We recorded a pretax charge of \$39 million, which was included in corporate expenses in the fourth quarter of 1999, to reflect the settlement transactions.

#### *Dispositions*

In 2002, we sold three lodging properties and six pieces of undeveloped land for \$330 million in cash. We will continue to operate two of the hotels under long-term management agreements. We accounted for two of the three property sales under the full accrual method in accordance with FAS No. 66. The buyer did not make adequate minimum initial investments in the remaining property, which we accounted for under the cost recovery method. The sale of one of the properties was to a joint venture in which we have a minority interest and was sold at a loss. We recognized \$6 million of pretax gains in 2002 and will recognize the remaining \$51 million of pretax gains in subsequent years, provided certain contingencies in the sales contracts expire.

In 2002, we also sold our 11 percent investment in Interval International, a timeshare exchange company, for approximately \$63 million. In connection with the transaction, we recorded a pretax gain of approximately \$44 million.

In 2001, we agreed to sell 18 lodging properties and three pieces of undeveloped land for \$682 million. We continue to operate 17 of the hotels under long-term management agreements. In 2001, we closed on 11 properties and three pieces of undeveloped land for \$470 million, and in 2002, we closed on the remaining seven properties for \$212 million. We accounted for six of the 18 property sales under the full accrual method in accordance with FAS No. 66. The buyers did not make adequate minimum initial investments in the remaining 12 properties, which we accounted for under the cost recovery method. Two of the properties were sold to joint ventures in which we have a minority interest. Where the full accrual method applied, we recognized profit proportionate to the outside interests in the joint venture at the date of sale. We recognized \$2 million of pretax profit in 2002 and \$2 million of pretax losses in 2001 and will recognize the remaining \$27 million of pretax deferred gains in subsequent years, provided certain contingencies in the sales contracts expire.

In 2001, in connection with the sale of four of the above lodging properties, we agreed to transfer 31 existing lodging property leases to a subsidiary of the lessor and subsequently enter into agreements with the new lessee to operate the hotels under long-term management agreements. These properties were previously sold and leased back by us in 1997, 1998 and 1999. As of January 3, 2003, 21 of these leases had been transferred, and pretax gains of \$5 million and \$12 million previously deferred on the sale of these properties were recognized when our lease obligations ceased in 2002 and 2001, respectively.

In 2001, we sold land for \$71 million to a joint venture at book value. The joint venture is building two resort hotels in Orlando, Florida. We are providing development services and have guaranteed completion of the project. We expect the hotels to open in July 2003. At opening we also expect to hold approximately \$110 million in mezzanine loans that we have agreed to advance to the joint venture. We have provided the venture with additional credit facilities for certain amounts due under the first mortgage loan. Since we have an option to repurchase the property at opening if certain events transpire, we have accounted for the sale of the land as a financing transaction in accordance with FAS No. 66. We reflect sales proceeds of \$71 million, less \$50 million funded by our initial loans to the joint venture, as long-term debt in the accompanying consolidated balance sheet.

In 2001, we sold and leased back one lodging property for \$15 million in cash, which generated a pretax gain of \$2 million. We will recognize this gain as a reduction of rent expense over the initial lease term.

In 2001, we sold 100 percent of our limited partner interests in five affordable housing partnerships and 85 percent of our limited partner interest in a sixth affordable housing partnership for \$82 million in cash. We recognized pretax gains of \$13 million in connection with four of the sales. We will recognize pretax gains of \$3 million related to the other two sales in subsequent years provided certain contingencies in the sales contract expire.

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In the fourth quarter of 2000 we sold land, at book value, for \$46 million to a joint venture in which we hold a minority interest. The joint venture has built a resort hotel, which was partially funded with \$46 million of mezzanine financing to be provided by us.

In 2000, we sold and leased back, under long-term, limited-recourse leases, three lodging properties for an aggregate purchase price of \$103 million. We agreed to pay a security deposit of \$3 million, which will be refunded at the end of the leases. The sales price exceeded the net book value by \$3 million, which we will recognize as a reduction of rent expense over the 15-year initial lease terms.

In 2000, we agreed to sell 23 lodging properties for \$519 million in cash. We continue to operate the hotels under long-term management agreements. As of January 3, 2003, all the properties had been sold, generating pretax gains of \$31 million. We accounted for 14 of the 17 properties under the full accrual method in accordance with FAS No. 66. The buyers did not make adequate minimum initial investments in the remaining three properties, which we accounted for under the cost recovery method. Four of the 17 properties were sold to a joint venture in which we have a minority interest. Where the full accrual method applied, we recognized profit proportionate to the outside interests in the joint venture at the date of sale. We recognized \$5 million, \$13 million and \$9 million of pretax gains in 2002, 2001 and 2000 respectively, and will recognize the remainder in subsequent years provided certain contingencies in the sales contracts expire. Unaffiliated third-party tenants lease 13 of the properties from the buyers. In 2000, one of these tenants replaced us as the tenant on nine other properties that we sold and leased back in 1997 and 1998. We now manage these nine previously leased properties under long-term management agreements, and deferred gains on the sale of these properties of \$15 million were recognized as our leases were canceled throughout 2000. In connection with the sale of four of the properties, we provided \$39 million of mezzanine funding and agreed to provide the buyer with up to \$161 million of additional loans to finance future acquisitions of Marriott-branded hotels. We also acquired a minority interest in the joint venture that purchased the four hotels. During 2001 we funded \$27 million under this loan commitment in connection with one of the 11 property sales described above.

In connection with the long-term, limited-recourse leases described above, Marriott International, Inc. has guaranteed the lease obligations of the tenants, wholly-owned subsidiaries of Marriott International, Inc., for a limited period of time (generally three to five years). After the guarantees expire, the lease obligations become non-recourse to Marriott International, Inc.

In sales transactions where we retain a management contract, the terms and conditions of the management contract are comparable to the terms and conditions of the management agreements obtained directly with third-party owners in competitive bid processes.

See Assets Held for Sale note for dispositions related to our discontinued Senior Living Services business.

#### **ASSET SECURITIZATIONS**

We periodically sell, with limited recourse, through special purpose entities, notes receivable originated by our timeshare business in connection with the sale of timeshare intervals. We continue to service the notes and transfer all proceeds collected to the special purpose entities. We retain servicing assets and interests in the securitizations which are accounted for as interest only strips. The interests are limited to the present value of cash available after paying financing expenses, program fees, and absorbing credit losses. We have included gains from the sales of timeshare notes receivable totaling \$60 million in 2002, \$40 million in 2001 and \$22 million in 2000 in other revenue in the consolidated statement of income.

At the date of securitization and at the end of each reporting period, we estimate the fair value of the interest only strips and servicing assets using a discounted cash flow model. These transactions utilize interest rate swaps to protect the net interest margin associated with the beneficial interest. We report changes in the fair value of the interest only strips that are treated as available-for-sale securities under the provisions of FAS No. 115, "Accounting for Certain Investments in Debt and Equity Securities", through other comprehensive income in the accompanying consolidated balance sheet. We report income changes in the fair value of interest only strips treated as trading securities under the provisions of FAS No. 115. We used the following key assumptions in measuring the fair value of the interest only strips at the time of securitization and at the end of each of the years ended January 3, 2003, December 28, 2001 and December 29, 2000: average discount rate of 5.69 percent, 6.89 percent and 7.82 percent, respectively; average expected annual prepayments, including defaults, of 15.48 percent, 15.43 percent and 12.72



percent, respectively; expected weighted average life of prepayable notes receivable, excluding prepayments, of 119 months, 118 months and 86 months, respectively, and expected weighted average life of prepayable notes receivable, including prepayments, of 44 months, 40 months, and 38 months, respectively. Our key assumptions are based on experience. To date, actual results have not materially affected the carrying value of the interests.

Cash flows between us and third-party purchasers during the years ended January 3, 2003, December 28, 2001 and December 29, 2000, were as follows: net proceeds to us from new securitizations of \$341 million, \$199 million and \$144 million, respectively; repurchases by us of delinquent loans (over 150 days overdue) of \$16 million, \$13 million and \$12 million, respectively; servicing fees received by us of \$3 million in 2002 and \$2 million in 2001 and 2000, and cash flows received on retained interests of \$28 million, \$30 million and \$18 million, respectively.

On November 20, 2002, we repurchased notes receivable with a principal balance of \$381 million and immediately sold \$365 million of those notes, along with \$135 million of additional notes, in a \$500 million securitization to an investor group. We have included net proceeds from these transactions of \$89 million, including repayments of interest rate swaps on the \$381 million of repurchased notes receivables, in the net proceeds from new securitizations disclosed above. We realized a gain of \$14 million, primarily associated with the \$135 million of additional notes sold, which is included in the \$60 million gain on the sales of notes receivable for fiscal year 2002 disclosed above.

On December 12, 2000, we repurchased notes receivable with a principal balance of \$359 million and immediately sold those notes, along with \$19 million of additional notes, in a \$378 million securitization to an investor group. We have included net proceeds from these transactions of \$16 million in the net proceeds from securitizations of \$144 million disclosed above. We realized a gain of \$3 million, primarily associated with the \$19 million of additional notes sold, which is included in the \$22 million gain on the sales of notes receivable for fiscal year 2000 disclosed above.

At January 3, 2003, \$682 million of principal remains outstanding in all securitizations in which we have a retained interest only strip. Delinquencies of more than 90 days at January 3, 2003, amounted to \$2 million. Loans repurchased by the Company, net of obligors subsequently curing delinquencies, during the year ended January 3, 2003, amounted to \$13 million. We have been able to resell timeshare units underlying repurchased loans without incurring material losses.

We have completed a stress test on the net present value of the interest only strips and the servicing assets with the objective of measuring the change in value associated with independent changes in individual key variables. The methodology used applied unfavorable changes that would be considered statistically significant for the key variables of prepayment rate, discount rate, and weighted average remaining term. The net present value of the interest only strips and servicing assets was \$143 million at January 3, 2003, before any stress test changes were applied. An increase of 100 basis points in the prepayment rate would decrease the year-end valuation by \$3 million, or 2 percent, and an increase of 200 basis points in the prepayment rate would decrease the year-end valuation by \$6 million, or 4 percent. An increase of 100 basis points in the discount rate would decrease the year-end valuation by \$3 million, or 2 percent, and an increase of 200 basis points in the discount rate would decrease the year-end valuation by \$7 million, or 5 percent. A decline of two months in the weighted average remaining term would decrease the year-end valuation by \$2 million, or 1 percent, and a decline of four months in the weighted average remaining term would decrease the year-end valuation by \$4 million, or 3 percent.

#### **MARRIOTT AND CENDANT CORPORATION JOINT VENTURE**

In the first quarter of 2002, Marriott and Cendant Corporation (Cendant) completed the formation of a joint venture to further develop and expand the Ramada and Days Inn brands in the United States. We contributed the domestic Ramada license agreements and related intellectual property to the joint venture at their carrying value of approximately \$200 million. Cendant contributed the Days Inn license agreement and related intellectual property with a fair value of approximately \$205 million. We each own approximately 50 percent of the joint venture, with Cendant having the slightly larger interest. We account for our interest in the joint venture using the equity method. The joint venture can be dissolved at any time with the consent of both members and is scheduled to terminate in March 2012. In the event of dissolution, the joint venture's assets will generally be distributed in accordance with each member's capital

account. In addition, during certain periods of time commencing in March 2004, first Cendant and later Marriott will have a brief opportunity to cause a mandatory redemption of Marriott's joint venture equity.

#### ASSETS HELD FOR SALE – DISCONTINUED OPERATIONS

##### *Senior Living Services*

On December 30, 2002, we entered into a definitive agreement to sell our senior living management business to Sunrise Assisted Living, Inc. and to sell nine senior living communities we own to CNL Retirement Partners, Inc. (CNL) for approximately \$259 million in cash. We expect to complete the sales in early 2003. On December 17, 2002, we sold twelve senior living communities to CNL for approximately \$89 million. We accounted for the sale under the full accrual method in accordance with FAS No. 66; and we recorded an after-tax loss of approximately \$13 million. Also, on December 30, 2002, we purchased 14 senior living communities for approximately \$15 million in cash, plus the assumption of \$227 million in debt, from an unrelated owner. We had previously agreed to provide a form of credit enhancement on the outstanding debt related to these communities. We plan to restructure the debt and sell the communities in 2003. Management has approved and committed to a plan to sell these communities within 12 months. Accordingly, the operating results of our senior living segment are reported in discontinued operations and the remaining assets and liabilities are classified as assets held for sale and liabilities of businesses held for sale, respectively, on the balance sheet at January 3, 2003.

As a result of the transactions outlined above, we anticipate a total after-tax charge of \$109 million. Since generally accepted accounting principles do not allow gains to be recognized until the underlying transaction closes, we cannot record the estimated after-tax gain of \$22 million on the sale of the nine communities to CNL until the sale is completed, which is expected to be in early 2003. As a result, we have recorded an after-tax charge of \$131 million which is included in discontinued operations for the year ended January 3, 2003.

In December 2001, management approved and committed to a plan to exit the companion living concept of senior living services and sell the related properties within the next 12 months. We recorded an impairment charge of \$60 million to adjust the carrying value of the properties to their estimated fair value for the year ended December 29, 2001. On October 1, 2002, we completed the sale of these properties for \$62 million which exceeded our previous estimate of fair value by \$11 million. We have included the \$11 million gain in discontinued operations for the year ended January 3, 2003.

In the second quarter of 2002, we sold five senior living communities for \$59 million. We continue to operate the communities under long-term management agreements. We accounted for these sales under the full accrual method in accordance with FAS No. 66. We will recognize pretax gains of approximately \$6 million provided certain contingencies in the sales contract expire.

Additional information regarding the Senior Living Services business is as follows (\$ in millions):

	<u>2002</u>	<u>2001</u>	<u>2000</u>
Sales	\$ 802	\$729	\$669
Pretax income (loss) on operations	37	(45)	(18)
Tax (provision) benefit	(14)	16	5
Income (loss) on operations, net of tax	23	(29)	(13)
Pretax loss on disposal	(141)	—	—
Tax benefit	10	—	—
Loss on disposal, net of tax	(131)	—	—
Property, plant and equipment	434	495	553
Goodwill	115	115	120
Other assets	54	63	86
Liabilities	\$ 317	\$281	\$287

The tax benefit in 2002 of \$10 million associated with the loss on disposal includes \$45 million of additional taxes related to goodwill with no tax basis.

## Distribution Services

In the third quarter of 2002, we completed a previously announced strategic review of the Distribution Services business and decided to exit the business. During the fourth quarter of 2002 we completed the exit of the MDS business. The exit was accomplished through a combination of transferring certain facilities, closing of other facilities and other suitable arrangements. In the year ended January 3, 2003, we recognized a pretax charge of \$65 million in connection with the decision to exit this business. The charge includes: (1) \$15 million for payments to third parties to subsidize their assumption of, or in some cases to terminate, existing distribution or warehouse lease contracts; (2) \$9 million for severance costs; (3) \$10 million related to the adjusting of fixed assets to net realizable values; (4) \$2 million related to inventory losses; (5) \$15 million for losses on equipment leases; (6) \$10 million for losses on warehouse leases; and (7) \$4 million of other associated charges. We expect to incur further expenses during 2003 in connection with the wind down of the business, but we currently are unable to estimate their magnitude.

Additional information regarding the MDS disposal group is as follows:  
(\$ in millions)

	2002	2001	2000
Sales	\$1,376	\$1,637	\$1,500
Pretax (loss) income from operations	(24)	(6)	4
Tax benefit (provision)	10	2	(2)
(Loss) income on operations, net of tax	(14)	(4)	2
Pretax exit costs	(65)	—	—
Tax benefit	25	—	—
Exit costs, net of tax	(40)	—	—
Property, plant and equipment	9	25	28
Other assets	21	191	166
Liabilities	\$ 49	\$ 86	\$ 83

At December 28, 2001, assets held for sale included \$87 million of full-service lodging properties, including \$11 million of undeveloped land, \$158 million of select-service properties and \$27 million of extended-stay properties. Included in other liabilities at December 28, 2001, are \$2 million of liabilities related to the assets held for sale.

During the fourth quarter of 2001, management approved and committed to a plan to sell two lodging properties and undeveloped land for an estimated sales price of \$119 million. Seven additional lodging properties (\$156 million purchase price) were subject to signed contracts at December 28, 2001. In 2001 we recorded an impairment charge to adjust the carrying value of three properties and the undeveloped land to their estimated fair value less cost to sell. All of the properties and undeveloped land were sold during the year ended January 3, 2003, with the exception of one lodging property and one piece of undeveloped land since no suitable buyers were located. The lodging property and undeveloped land have been reclassified as held and used and recorded at the fair value, which was lower than the carrying amount of the assets before they were classified as held for sale, less any depreciation expense that would have been recognized had the asset been continuously classified as held and used. There were no lodging properties held for sale on January 3, 2003.

## INTANGIBLE ASSETS

	2002	2001
	(\$ in millions)	
Management, franchise and license agreements	\$ 673	\$ 837
Goodwill	1,052	1,105
	1,725	1,942
Accumulated amortization	(307)	(308)
	\$1,418	\$1,634

We amortize intangible assets on a straight-line basis over periods of three to 40 years. Intangible amortization expense, including amounts related to discontinued operations, totaled \$38 million in 2002, \$73 million in 2001 and \$64 million in 2000.

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In the fourth quarter of 2002 we performed the annual goodwill impairment tests required by FAS No. 142. During the fourth quarter, we continued to experience softness in demand for corporate housing, and the ExecuStay business results did not start to recover as previously anticipated, particularly in New York. Additionally, we decided to convert certain geographical markets to franchises, which we anticipate will result in more stable, albeit lower, profit growth. Due to the increased focus on franchising, the continued weak operating environment, and a consequent delay in the expectations for recovery of this business from the current operating environment, we recorded a \$50 million pretax charge in the fourth quarter of 2002. In calculating this impairment charge, we estimated the fair value of the ExecuStay reporting unit using a combination of discounted cash flow methodology and recent comparable transactions.

#### **SHAREHOLDERS' EQUITY**

Eight hundred million shares of our Class A Common Stock with a par value of \$.01 per share are authorized. Ten million shares of preferred stock, without par value, are authorized, 200,000 shares have been issued, 100,000 of which were for the Employee Stock Ownership Plan (ESOP) and 100,000 of which were for Capped Convertible Preferred Stock. As of December 28, 2001, 109,223 shares of preferred stock were outstanding, 29,124 of which related to the ESOP and 80,099 of which were Capped Convertible Preferred Stock. As of January 3, 2003, no shares of preferred stock were outstanding as the Capped Convertible Preferred Stock shares were retired and cancelled.

On March 27, 1998, our Board of Directors adopted a shareholder rights plan under which one preferred stock purchase right was distributed for each share of our Class A Common Stock. Each right entitles the holder to buy 1/1000<sup>th</sup> of a share of a newly issued series of junior participating preferred stock of the Company at an exercise price of \$175. The rights may not presently be exercised, but will be exercisable 10 days after a person or group acquires beneficial ownership of 20 percent or more of our Class A Common Stock, or begins a tender or exchange for 30 percent or more of our Class A Common Stock. Shares owned by a person or group on March 27, 1998, and held continuously thereafter, are exempt for purposes of determining beneficial ownership under the rights plan. The rights are nonvoting and will expire on the tenth anniversary of the adoption of the shareholder rights plan, unless previously exercised or redeemed by us for \$.01 each. If we are involved in a merger or certain other business combinations not approved by the Board of Directors, each right entitles its holder, other than the acquiring person or group, to purchase common stock of either the Company or the acquirer having a value of twice the exercise price of the right.

During the second quarter of 2000 we established an employee stock ownership plan solely to fund employer contributions to the profit sharing plan. The ESOP acquired 100,000 shares of special-purpose Company convertible preferred stock (ESOP Preferred Stock) for \$1 billion. The ESOP Preferred Stock has a stated value and liquidation preference of \$10,000 per share, pays a quarterly dividend of 1 percent of the stated value, and is convertible into our Class A Common Stock at any time based on the amount of our contributions to the ESOP and the market price of the common stock on the conversion date, subject to certain caps and a floor price. We hold a note from the ESOP, which is eliminated upon consolidation, for the purchase price of the ESOP Preferred Stock. The shares of ESOP Preferred Stock are pledged as collateral for the repayment of the ESOP's note, and those shares are released from the pledge as principal on the note is repaid. Shares of ESOP Preferred Stock released from the pledge may be redeemed for cash based on the value of the common stock into which those shares may be converted. Principal and interest payments on the ESOP's debt were forgiven periodically to fund contributions to the ESOP and release shares of ESOP Preferred Stock. Unearned ESOP shares have been reflected within shareholders' equity and are amortized as shares of ESOP Preferred Stock are released and cash is allocated to employees' accounts. The fair market value of the unearned ESOP shares at December 28, 2001 was \$263 million. The last of the shares of ESOP Preferred Stock were released to fund contributions as of July 18, 2002 at which time the remainder of the principal and interest due on the ESOP's note was forgiven. As of January 3, 2003, there were no outstanding shares of ESOP Preferred Stock.

Accumulated other comprehensive loss of \$70 million and \$50 million at January 3, 2003 and December 28, 2001, respectively, consists primarily of fair value changes of certain financial instruments and foreign currency translation adjustments.

## INCOME TAXES

Total deferred tax assets and liabilities as of January 3, 2003 and December 28, 2001, were as follows:

	2002	2001
	(\$ in millions)	
Deferred tax assets	\$ 717	\$ 481
Deferred tax liabilities	(348)	(353)
Net deferred taxes	<u>\$ 369</u>	<u>\$ 128</u>

The tax effect of each type of temporary difference and carryforward that gives rise to a significant portion of deferred tax assets and liabilities as of January 3, 2003 and December 28, 2001, were as follows:

	2002	2001
	(\$ in millions)	
Self insurance	\$ 35	\$ 50
Employee benefits	162	162
Deferred income	52	35
Other reserves	70	59
Disposition reserves	73	23
Frequent guest program	64	58
Tax credits	122	34
Timeshare operations	(18)	(28)
Property, equipment and intangible assets	(136)	(187)
Other, net	(55)	(78)
Net deferred taxes	<u>\$ 369</u>	<u>\$ 128</u>

At January 3, 2003, we had approximately \$45 million of tax credits that expire through 2022 and \$77 million of tax credits that do not expire.

We have made no provision for U.S. income taxes, or additional foreign taxes, on the cumulative unremitted earnings of non-U.S. subsidiaries (\$263 million as of January 3, 2003) because we consider these earnings to be permanently invested. These earnings could become subject to additional taxes if remitted as dividends, loaned to us or a U.S. affiliate or if we sell our interests in the affiliates. We cannot practically estimate the amount of additional taxes that might be payable on the unremitted earnings.

The provision for income taxes consists of:

	2002	2001	2000
	(\$ in millions)		
Current			
- Federal	\$ 129	\$138	\$212
- State	42	17	28
- Foreign	31	21	26
	<u>202</u>	<u>176</u>	<u>266</u>
Deferred			
- Federal	(146)	(28)	5
- State	(24)	4	10
- Foreign	—	—	—
	<u>(170)</u>	<u>(24)</u>	<u>15</u>
	<u>\$ 32</u>	<u>\$152</u>	<u>\$281</u>

The current tax provision does not reflect the benefits attributable to us relating to our ESOP of \$70 million in 2002 and \$101 million in 2001 or the exercise of employee stock options of \$25 million in 2002, \$55 million in 2001 and \$42 million in 2000. The taxes applicable to other comprehensive income are not material.

A reconciliation of the U.S. statutory tax rate to our effective income tax rate follows:

	2002	2001	2000
U.S. statutory tax rate	35.0%	35.0%	35.0%
State income taxes, net of U.S. tax benefit	4.0	3.7	3.6
Foreign income	(1.5)	(2.9)	(1.4)
Tax credits	(34.8)	(3.6)	(3.1)
Goodwill	3.6	2.5	1.4
Other, net	0.5	1.4	1.1
<b>Effective rate</b>	<b>6.8%</b>	<b>36.1%</b>	<b>36.6%</b>

Cash paid for income taxes, net of refunds, was \$107 million in 2002, \$125 million in 2001 and \$145 million in 2000.

## LEASES

We have summarized our future obligations under operating leases at January 3, 2003 below:

Fiscal Year	(\$ in millions)
2003	\$ 124
2004	124
2005	119
2006	110
2007	107
Thereafter	935
<b>Total minimum lease payments</b>	<b>\$ 1,519</b>

Most leases have initial terms of up to 20 years and contain one or more renewal options, generally for five-or 10-year periods. These leases provide for minimum rentals and additional rentals based on our operations of the leased property. The total minimum lease payments above include \$548 million representing obligations of consolidated subsidiaries that are non-recourse to Marriott International, Inc.

The totals above exclude minimum lease payments of \$6 million, \$5 million, \$4 million, \$3 million, \$2 million, and \$3 million for 2003, 2004, 2005, 2006, 2007, and thereafter, respectively, related to the discontinued Distribution Services business. Also excluded are minimum lease payments of \$36 million for each of 2003 and 2004, \$35 million for each of 2005 and 2006, \$36 million for 2007 and \$222 million for thereafter related to the discontinued Senior Living Services business. The total future minimum lease payments associated with Senior Living Services business include \$82 million representing obligations of consolidated subsidiaries that are non-recourse to Marriott International, Inc.

Rent expense consists of:

	2002	2001	2000
	(\$ in millions)		
Minimum rentals	\$134	\$131	\$120
Additional rentals	75	87	95
	<b>\$209</b>	<b>\$218</b>	<b>\$215</b>

The totals above exclude minimum rent expenses of \$34 million, \$33 million, and \$33 million and additional rent expenses of \$4 million, \$4 million, and \$2 million for 2002, 2001 and 2000, respectively, related to the discontinued

Senior Living Services business. The totals also do not include minimum rent expenses of \$42 million, \$20 million, and \$18 million for 2002, 2001 and 2000, respectively, related to the discontinued Distribution Services business.

## LONG-TERM DEBT

Our long-term debt at January 3, 2003 and December 28, 2001, consisted of the following:

	2002	2001
	(\$ in millions)	
Senior notes (Series A through E), average interest rate of 7.4% at January 3, 2003, maturing through 2009	\$1,300	\$1,300
Commercial paper, average interest rate of 2.1% at January 3, 2003	102	—
Revolver, average interest rate of 5.4% at January 3, 2003	21	923
Mortgage debt	181	—
Other	130	110
	<u>1,734</u>	<u>2,333</u>
Less current portion	(242)	(32)
	<u>\$1,492</u>	<u>\$2,301</u>

The totals above exclude long-term debt of \$144 million and short-term debt of \$11 million at January 3, 2003 and long-term debt of \$107 million and short-term debt of \$11 million at December 28, 2001 related to the discontinued Senior Living Services business.

As of January 3, 2003 all debt, other than mortgage debt, is unsecured.

In April 1999, January 2000 and January 2001, we filed “universal shelf” registration statements with the Securities and Exchange Commission in the amount of \$500 million, \$300 million and \$300 million, respectively. As of January 3, 2003, we had offered and sold to the public \$600 million of debt securities under these registration statements, leaving a balance of \$500 million available for future offerings.

In January 2001, we issued, through a private placement, \$300 million of 7 percent Series E Notes due 2008, and received net proceeds of \$297 million. On January 15, 2002 we completed a registered exchange offer to exchange these notes for publicly registered new notes on substantially identical terms.

In July 2001 and February 1999, respectively, we entered into \$1.5 billion and \$500 million multicurrency revolving credit facilities (the Facilities) each with terms of five years. Borrowings bear interest at the London Interbank Offered Rate (LIBOR) plus a spread, based on our public debt rating. Additionally, we pay annual fees on the Facilities at a rate also based on our public debt rating. We classify commercial paper, which is supported by the Facilities, as long-term debt based on our ability and intent to refinance it on a long-term basis.

We are in compliance with covenants in our loan agreements, which require the maintenance of certain financial ratios and minimum shareholders’ equity, and also include, among other things, limitations on additional indebtedness and the pledging of assets.

The 2002 statement of cashflows excludes the assumption of \$227 million of debt associated with the acquisition of 14 Senior Living communities, the contribution of the Ramada license agreements to the joint venture with Cendant at their carrying value of approximately \$200 million, and \$23 million of other joint venture investments. The 2001 statement of cash flows excludes \$109 million, of financing and joint venture investments made by us in connection with asset sales. The 2000 statement of cashflows excludes \$79 million of financing and joint venture investments made by us in connection with asset sales.

Aggregate debt maturities for continuing operations, excluding convertible debt are: 2003- \$242 million; 2004 - \$27 million; 2005 - \$523 million; 2006 - \$110 million; 2007 - \$11 million and \$821 million thereafter.

Cash paid for interest (including discontinued operations), net of amounts capitalized was \$71 million in 2002, \$68 million in 2001 and \$74 million in 2000.

## CONVERTIBLE DEBT

On May 8, 2001, we received gross proceeds of \$405 million from the sale of zero-coupon convertible senior notes due 2021, known as LYONs. On May 9, 2002, we redeemed for cash the approximately 85 percent of the LYONs that were tendered for mandatory repurchase by the holders.

The remaining LYONs are convertible into approximately 0.9 million shares of our Class A Common Stock, have a face value of \$70 million and carry a yield to maturity of 0.75 percent. We may not redeem the LYONs prior to May 8, 2004. We may at the option of the holders be required to purchase the LYONs at their accreted value on May 8 of each of 2004, 2011 and 2016. We may choose to pay the purchase price for redemptions or repurchases in cash and/or shares of our Class A Common Stock.

We amortized the issuance costs of the LYONs into interest expense over the one-year period ended May 8, 2002. We classify LYONs as long-term based on our ability and intent to refinance the obligation with long-term debt if we are required to repurchase the LYONs.

## EARNINGS PER SHARE

The following table illustrates the reconciliation of the earnings and number of shares used in the basic and diluted earnings per share calculations (in millions, except per share amounts).

	2002	2001	2000
<i>Computation of Basic Earnings Per Share</i>			
Income from continuing operations	\$ 439	\$ 269	\$ 490
Weighted average shares outstanding	240.3	243.3	241.0
Basic earnings per share from continuing operations	\$ 1.83	\$ 1.10	\$ 2.03
<i>Computation of Diluted Earnings Per Share</i>			
Income from continuing operations	\$ 439	\$ 269	\$ 490
After-tax interest expense on convertible debt	4	—	—
Income from continuing operations for diluted earnings per share	\$ 443	\$ 269	\$ 490
Weighted average shares outstanding	240.3	243.3	241.0
Effect of dilutive securities			
Employee stock purchase plan	—	—	0.1
Employee stock option plan	6.2	7.9	7.5
Deferred stock incentive plan	5.2	5.5	5.4
Convertible debt	2.9	—	—
Shares for diluted earnings per share	254.6	256.7	254.0
Diluted earnings per share from continuing operations	\$ 1.74	\$ 1.05	\$ 1.93

We compute the effect of dilutive securities using the treasury stock method and average market prices during the period. The determination as to dilution is based on earnings from continuing operations. The calculation of diluted earnings per share does not include the following because the inclusion would have an antidilutive impact for the applicable period: (a) for the year ended January 3, 2003, 6.9 million options and (b) for the year ended December 28, 2001, \$5 million of after-tax interest expense on convertible debt and 4.1 million shares issuable upon conversion of convertible debt, and 5.1 million options.



## EMPLOYEE STOCK PLANS

We issue stock options, deferred shares and restricted shares under our 1998 Comprehensive Stock and Cash Incentive Plan (Comprehensive Plan). Under the Comprehensive Plan, we may award to participating employees (1) options to purchase our Class A Common Stock (Stock Option Program and Supplemental Executive Stock Option awards), (2) deferred shares of our Class A Common Stock and (3) restricted shares of our Class A Common Stock. In addition we have an employee stock purchase plan (Stock Purchase Plan). In accordance with the provisions of Opinion No. 25 of the Accounting Principles Board, we recognize no compensation cost for the Stock Option Program, the Supplemental Executive Stock Option awards or the Stock Purchase Plan.

Deferred shares granted to officers and key employees under the Comprehensive Plan generally vest over 10 years in annual installments commencing one year after the date of grant. We accrue compensation expense for the fair market value of the shares on the date of grant, less estimated forfeitures. We granted 0.1 million deferred shares during 2002. Compensation cost recognized during 2002, 2001 and 2000 was \$9 million, \$25 million and \$18 million, respectively.

Restricted shares under the Comprehensive Plan are issued to officers and key employees and distributed over a number of years in annual installments, subject to certain prescribed conditions including continued employment. We recognize compensation expense for the restricted shares over the restriction period equal to the fair market value of the shares on the date of issuance. We awarded 0.1 million restricted shares under this plan during 2002. We recognized compensation cost of \$5 million in 2002 and \$4 million in each of 2001 and 2000.

Under the Stock Purchase Plan, eligible employees may purchase our Class A Common Stock through payroll deductions at the lower of the market value at the beginning or end of each plan year.

Employee stock options may be granted to officers and key employees at exercise prices equal to the market price of our Class A Common Stock on the date of grant. Nonqualified options expire 10 years after the date of grant, except those issued from 1990 through 2000, which expire 15 years after the date of the grant. Most options under the Stock Option Program are exercisable in cumulative installments of one quarter at the end of each of the first four years following the date of grant. In February 1997, 2.1 million Supplemental Executive Stock Option awards were awarded to certain of our officers. The options vest after eight years but could vest earlier if our stock price meets certain performance criteria. None of these options, which have an exercise price of \$25, were exercised during 2002, 2001 or 2000 and 1.9 million remained outstanding at January 3, 2003.

For the purposes of the disclosures required by FAS No. 123, "Accounting for Stock-Based Compensation", the fair value of each option granted during 2002, 2001 and 2000 was \$14, \$16 and \$15, respectively. We estimated the fair value of each option granted on the date of grant using the Black-Scholes option-pricing model, using the assumptions noted in the following table:

	<u>2002</u>	<u>2001</u>	<u>2000</u>
Annual dividends	\$0.28	\$0.26	\$0.24
Expected volatility	32%	32%	30%
Risk-free interest rate	3.6%	4.9%	5.8%
Expected life (in years)	7	7	7

Pro forma compensation cost for the Stock Option Program, the Supplemental Executive Stock Option awards and employee purchases pursuant to the Stock Purchase Plan subsequent to December 30, 1994, would reduce our net income as described in the "Summary of Significant Accounting Policies" as required by FAS No. 148, "Accounting for Stock-Based Compensation-Transition and Disclosure, an amendment of FASB Statement No. 123."

A summary of our Stock Option Program activity during 2002, 2001 and 2000 is presented below:

	Number of options (in millions)	Weighted average exercise price
Outstanding at January 1, 2000	33.8	\$ 22
Granted during the year	0.6	36
Exercised during the year	(3.9)	16
Forfeited during the year	(0.5)	32
Outstanding at December 29, 2000	30.0	23
Granted during the year	13.4	36
Exercised during the year	(4.2)	18
Forfeited during the year	(0.9)	34
Outstanding at December 28, 2001	38.3	29
Granted during the year	1.4	37
Exercised during the year	(1.6)	22
Forfeited during the year	(0.6)	37
Outstanding at January 3, 2003	37.5	\$ 29

There were 24.9 million, 20.2 million and 20.5 million exercisable options under the Stock Option Program at January 3, 2003, December 28, 2001 and December 29, 2000, respectively, with weighted average exercise prices of \$25, \$22 and \$19, respectively.

At January 3, 2003, 60.6 million shares were reserved under the Comprehensive Plan (including 39.4 million shares under the Stock Option Program and 1.9 million shares of the Supplemental Executive Stock Option awards) and 1.5 million shares were reserved under the Stock Purchase Plan.

Stock options issued under the Stock Option Program outstanding at January 3, 2003, were as follows:

Range of exercise prices	Outstanding			Exercisable		
	Number of options (in millions)	Weighted average remaining life (in years)	Weighted average exercise price	Number of options (in millions)	Weighted average exercise price	
\$ 3 to 5	0.8	3	\$ 3	0.8	\$ 3	
6 to 9	2.3	5	7	2.3	7	
10 to 15	2.9	7	13	2.9	13	
16 to 24	1.8	8	17	1.8	17	
25 to 37	22.7	10	31	15.5	30	
38 to 49	7.0	9	44	1.6	45	
\$ 3 to 49	37.5	9	\$ 29	24.9	\$ 25	

#### FAIR VALUE OF FINANCIAL INSTRUMENTS

We believe that the fair values of current assets and current liabilities approximate their reported carrying amounts. The fair values of noncurrent financial assets and liabilities are shown below.

	2002		2001	
	Carrying amount	Fair value	Carrying amount	Fair value
	(\$ in millions)		(\$ in millions)	
Notes and other receivables	\$ 1,506	\$ 1,514	\$ 1,588	\$ 1,645
Long-term debt, convertible debt and other long-term liabilities	1,305	1,379	2,645	2,686

We value notes and other receivables based on the expected future cash flows discounted at risk adjusted rates. We determine valuations for long-term debt and other long-term liabilities based on quoted market prices or expected future payments discounted at risk adjusted rates.

## CONTINGENCIES

### *Guarantees, Loan Commitments and Letters of Credit*

We issue guarantees to certain lenders and hotel owners primarily to obtain long term management contracts. The guarantees have a stated maximum amount of funding and the terms are generally five years or less. The terms of guarantees to lenders generally require us to fund if cash flows from hotel operations are not adequate 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 specified levels of operating profit are not obtained.

We also enter into project completion guarantees with certain lenders in conjunction with hotels and timeshare units which are being built by us.

We also enter into guarantees in conjunction with the sale of notes receivable originated by our timeshare business. These guarantees have terms of between seven and ten years. The terms of the guarantees require us to repurchase a limited amount of non-performing loans under certain circumstances.

The maximum potential amount of future fundings and the current carrying amount of the liability for expected future fundings at January 3, 2003 are as follows (\$ in millions):

Guarantee type	Maximum amount of future fundings	Current liability for future fundings at January 3, 2003
Debt service	\$ 382	\$ 12
Operating profit	366	12
Project completion	57	—
Timeshare	12	—
Other	22	—
	\$ 839	\$ 24

Our guarantees include \$270 million for commitments which will not be in effect until the underlying hotels are open and we begin to manage the properties. The guarantee fundings to lenders and hotel owners are generally recoverable in the form of a loan and are generally repayable to us out of future hotel cash flows and/or proceeds from the sale of hotels. When we repurchase non-performing timeshare loans, we will either collect the outstanding loan balance in full or foreclose on the asset and subsequently resell it.

As of January 3, 2003, we had extended approximately \$217 million of loan commitments to owners of lodging properties and senior living communities under which we expect to fund approximately \$140 million by January 2, 2004, and \$156 million in total.

Letters of credit outstanding on our behalf at January 3, 2003 totaled \$94 million, the majority of which related to our self-insurance programs. Surety bonds issued on our behalf as of January 3, 2003 totaled \$480 million, the majority of which were requested by federal, state, or local governments related to our timeshare and lodging operations and self-insurance programs.

Third-parties have severally indemnified us for guarantees by us of leases with minimum annual payments of approximately \$57 million.

### *Litigation and Arbitration*

*Green Isle litigation.* This litigation pertains to The Ritz-Carlton San Juan (Puerto Rico) Hotel, Spa and Casino which we manage under an operating agreement for Green Isle Partners, Ltd., S.E. (Green Isle). On March 30,

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2001, Green Isle filed a complaint in the U.S. District Court in Delaware against us (including several of our subsidiaries) and Avendra LLC, asserting 11 causes of action: three Racketeer Influenced and Corrupt Organizations Act (RICO) claims, together with claims based on the Robinson-Patman Act, breach of contract, breach of fiduciary duty, aiding and abetting a breach of fiduciary duty, breach of implied duties of good faith and fair dealing, common law fraud and intentional misrepresentation, negligent misrepresentation, and fiduciary accounting. These assorted claims include allegations of: (i) national, non-competitive contracts and attendant kick-back schemes; (ii) concealing transactions with affiliates; (iii) false entries in the books and manipulation of accounts payable and receivable; (iv) excessive compensation schemes and fraudulent expense accounts; (v) charges of prohibited overhead costs to the project; (vi) charges of prohibited procurement costs; (vii) inflation of Group Service Expense; (viii) the use of prohibited or falsified revenues; (ix) attempts to oust Green Isle from ownership; (x) creating a financial crisis and then attempting to exploit it by seeking an economically oppressive contract in connection with a loan; (xi) providing incorrect cash flow figures and failing appropriately to reveal and explain revised cash flow figures. The complaint sought damages of \$140 million, which Green Isle claims to have invested in the hotel (which includes \$85 million in third party debt), which the plaintiffs sought to treble to \$420 million under RICO and the Robinson-Patman Act. The complaint did not request termination of our operating agreement.

On June 25, 2001, Green Isle filed a Chapter 11 Bankruptcy Petition in the Southern District of Florida and in that proceeding sought to reject our operating agreement. The claims against us, including the attempt to eliminate our management agreement in bankruptcy, were subsequently transferred to the U.S. District Court in Puerto Rico, where on October 7, 2002 they were dismissed with prejudice, meaning that the claims may not be refiled or pursued elsewhere. Green Isle has appealed that decision. We have moved in the bankruptcy proceeding to dismiss the parallel claims based on the dismissal with prejudice in federal court. On December 11, 2002, a Disclosure Statement and Plan of Reorganization was filed in the bankruptcy proceeding on behalf of RECP San Juan Investors LLC and The Ritz-Carlton Hotel Company LLC. If confirmed, the Plan would operate to discharge the Green Isle litigation claims. The outcome of the bankruptcy proceedings is unknown at this time.

*CTF/HPI arbitration and litigation.* On April 8, 2002, we initiated an arbitration proceeding against CTF Hotel Holdings, Inc. (CTF) and its affiliate, Hotel Property Investments (B.V.I.) Ltd. (HPI), in connection with a dispute over procurement issues for certain Renaissance hotels and resorts that we manage for CTF and HPI. On April 12, 2002, CTF filed a lawsuit in U.S. District Court in Delaware against us and Avendra LLC, alleging that, in connection with procurement at 20 of those hotels, we engaged in improper acts of self-dealing, and claiming breach of fiduciary, contractual and other duties; fraud; misrepresentation; and violations of the RICO and the Robinson-Patman Acts. CTF also claims that we breached an agreement relating to CTF's right to conduct an audit of certain aspects relating to the management of these hotels. CTF seeks various remedies, including a stay of the arbitration proceedings against CTF and unspecified actual, treble and punitive damages. We subsequently amended our arbitration demand to incorporate all of the issues in the CTF lawsuit. On May 22, 2002 the district court enjoined the arbitration with respect to CTF, but granted our request to stay the court proceedings pending the resolution of the arbitration with respect to HPI. Both parties have appealed this ruling. The arbitration panel has established a schedule which calls for the arbitration hearing to commence on October 14, 2003.

*In Town Hotels litigation.* On May 23, 2002, In Town Hotels filed suit against us in the U.S. District Court for the Southern District of West Virginia and subsequently filed an amended complaint on August 26, 2002, to include Avendra LLC alleging that, in connection with the management, procurement and rebates related to the Charleston, West Virginia Marriott, we misused confidential information related to the hotel, improperly allocated corporate overhead to the hotel, engaged in improper self dealing with regard to procurement and rebates, failed to disclose information related to the above to In Town Hotels, and breached obligations owed to In Town Hotels by refusing to replace the hotel's general manager and by opening two additional hotel properties in the Charleston area, and claiming breach of contract, breach of implied duties of good faith and fair dealing, breach of fiduciary duty, conversion, violation of the West Virginia Unfair Trade Practices Act, fraud, misrepresentation, negligence, violations of the Robinson-Patman Act, and other related causes of action. In Town Hotels seeks various remedies, including unspecified compensatory and exemplary damages, return of \$18.5 million in management fees, and a declaratory judgment terminating the management agreement. The parties are about to commence discovery and trial is presently scheduled for March 2004.

*Strategic Hotel litigation.* On August 20, 2002, several direct or indirect subsidiaries of Strategic Hotel Capital, L.L.C. (Strategic) filed suit against us in the Superior Court of Los Angeles County, California in a dispute related to the management, procurement and rebates related to three California hotels that we manage for Strategic. Strategic alleges that we misused confidential information related to the hotels, improperly allocated corporate overhead to

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the hotels, engaged in improper self dealing with regard to procurement and rebates, and failed to disclose information related to the above to Strategic. Strategic also claims breach of contract, breach of the implied duty of good faith and fair dealing, breach of fiduciary duty, unfair and deceptive business practices and unfair competition, and other related causes of action. Strategic seeks various remedies, including unspecified compensatory and exemplary damages, and a declaratory judgment terminating our management agreements. On August 20, 2002, we filed a cross complaint against Strategic alleging a breach of Strategic's covenant not to sue, a breach of the covenant of good faith and fair dealing, breach of an agreement to arbitrate, and a breach of The California Unfair Competition Statute. A discovery referee has been appointed, but no trial date has been set.

*Senior Housing and Five Star litigation.* Marriott Senior Living Services, Inc. (SLS) operates 31 senior living communities for Senior Housing (SNH) and Five Star (FVE). After several months of discussions between the parties to resolve certain ongoing operational and cost allocation issues, on November 13, 2002, SNH/FVE served a Notice of Default asserting various alleged defaults and purported material breaches by SLS under the applicable operating agreements. SLS responded to the various issues raised by SNH/FVE and denies that it is in default or material breach of the agreements.

On November 27, 2002, in response to SNH/FVE's repeated indications that they would attempt to terminate the Operating Agreements, we filed suit in the Circuit Court for Montgomery County, Maryland, seeking, among other relief, a declaration that SLS is not in default or material breach of its operating agreements and a declaration that SNH/FVE had anticipatorily breached the operating agreements by violating the termination provisions of those contracts. We also sought, and obtained later that same day, a temporary restraining order (TRO) prohibiting SNH/FVE from terminating or attempting to terminate SLS's operating agreements, or from evicting or attempting to evict SLS from the 31 communities, until the court further addresses the parties' dispute at a preliminary injunction hearing. Also on November 27, 2002, SNH/FVE attempted to terminate SLS's operating agreements by sending SLS a purported "Notice of Termination." That attempted termination was stayed, however, by the court's issuance of the TRO. On January 8, 2003, following the preliminary injunction hearing, the court granted Marriott and SLS a preliminary injunction enjoining SNH/FVE from terminating or attempting to terminate the Operating Agreements prior to the trial on the merits. That trial is not expected until later in 2003 or in 2004.

Also on November 27, 2002, after Marriott and SLS had filed their action in Maryland, SNH/FVE filed suit against us and SLS in the Superior Court for Middlesex County, Massachusetts. That action seeks declaratory relief regarding the legal rights and duties of SLS and SNH/FVE under SLS's operating agreements, and injunctive and declaratory relief prohibiting us and SLS from removing the Marriott name and proprietary marks from the 31 communities, allowing SNH/FVE to use the Marriott name and proprietary marks even if we sell SLS, and prohibiting us from selling SLS without SNH/FVE's consent. On December 20, 2002, the Massachusetts court denied SNH/FVE's motion for a preliminary injunction, and that denial was affirmed on appeal on December 31, 2002. SNH/FVE subsequently amended their claim for preliminary relief, adding a new claim that the relationship between the owner and operator in each of the 31 operating agreements is one of principal and agent and thus is terminable at any time. The company and SLS have opposed this new claim and, in the Maryland action, have moved to have SNH/FVE held in contempt on the ground that the newly filed Massachusetts claim violates the Maryland preliminary injunction.

We believe that each of the foregoing lawsuits against us is without merit, and we intend to vigorously defend against the claims being made against us. However, we cannot assure you as to the outcome of any of these lawsuits nor can we currently estimate the range of potential losses to the Company.

In addition to the foregoing, we are from time to time involved in legal proceedings which could, if adversely decided, result in losses to the Company.

*Shareholder's derivative action against our directors.*

On January 16, 2003, Daniel and Raizel Taubenfeld filed a shareholder's derivative action in Delaware state court against each member of our Board of Directors and against Avendra LLC. The company is named as a nominal defendant. The individual defendants are accused of exposing the company to accusations and lawsuits which allege wrongdoing on the part of the company. The complaint alleges that, as a result, the company's reputation has been damaged leading to business losses and the compelled renegotiation of some management contracts. The substantive allegations of the complaint are derived exclusively from prior press reports. No damage claim is made against us

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and no specific damage number is asserted as to the individual defendants. Management of the company believes that this derivative action is without merit.

*Legal proceeding settled in December 2002.*

In response to demands by John J. Flatley and Gregory Stoye, as agents for The 1993 Flatley Family Trust (collectively, Flatley) to convert our management agreement with Flatley for the Boston Marriott Quincy Hotel into a franchise agreement and threats to terminate our management agreement, on August 1, 2002, we filed a suit against Flatley in the U.S. District Court in Maryland seeking a declaratory judgment that we were not in breach of our management agreement, claiming breach of contract, breach of the duty of good faith and fair dealing, and violation of the Massachusetts Unfair Business Practices Act by Flatley, and seeking unspecified compensatory and exemplary damages. On August 5, 2002, Flatley and the Crown Hotel Nominee Trust (Crown) filed a countersuit in the U.S. District Court, District of Massachusetts, alleging that we and Avendra LLC engaged in improper acts of self dealing and claiming breach of contract, breach of the duty of good faith and fair dealing, violation of the Massachusetts Unfair Business Practices Act, tortious interference with contract, breach of fiduciary duty, misrepresentation, negligence, fraud, violations of the Robinson-Patman Act and other related causes of action. Flatley and Crown sought various remedies, including unspecified compensatory and exemplary damages, and termination of our management agreement. On December 20, 2002, the parties entered into a settlement agreement on terms favorable to the Company and both lawsuits have been dismissed.

## BUSINESS SEGMENTS

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

- *Full-Service Lodging*, which includes Marriott Hotels, Resorts and Suites; The Ritz-Carlton Hotels; Renaissance Hotels, Resorts and Suites; and Ramada International;
- *Select-Service Lodging*, which includes Courtyard, Fairfield Inn and SpringHill Suites;
- *Extended-Stay Lodging*, which includes Residence Inn, TownePlace Suites, Marriott ExecuStay and Marriott Executive Apartments;
- *Timeshare*, which includes the operation, ownership, development and marketing of timeshare properties under the Marriott Vacation Club International, The Ritz-Carlton Club, Horizons and Marriott Grand Residence Club brands; and
- *Synthetic Fuel*, which includes the operation of our coal-based synthetic fuel production facilities. Our Synthetic Fuel business generated a tax benefit of \$49 million and tax credits of \$159 million in the year ended January 3, 2003.

In addition to the segments above, in 2002 we announced our intent to sell our Senior Living Services business segment and exited our Distribution Services business segment.

We evaluate the performance of our segments based primarily on the results of the segment without allocating corporate expenses, interest expense, interest income or income taxes (segment financial results).

We have aggregated the brands and businesses presented within each of our segments considering their similar economic characteristics, types of customers, distribution channels, and the regulatory business environment of the brands and operations within each segment.

### Sales

(\$ in millions)

	2002	2001	2000
Full-Service	\$ 5,474	\$ 5,238	\$ 5,520
Select-Service	967	864	901
Extended-Stay	600	635	668
Timeshare	1,207	1,049	822
<b>Total Lodging</b>	<b>8,248</b>	<b>7,786</b>	<b>7,911</b>
Synthetic Fuel	193	—	—
	<b>\$ 8,441</b>	<b>\$ 7,786</b>	<b>\$ 7,911</b>

### Segment Financial Results

(\$ in millions)

	2002	2001	2000
Full-Service	\$ 397	\$ 294	\$ 510
Select-Service	130	145	192
Extended-Stay	(3)	55	96
Timeshare	183	147	138
<b>Total Lodging</b>	<b>707</b>	<b>641</b>	<b>936</b>
Synthetic Fuel	(134)	—	—
	<b>\$ 573</b>	<b>\$ 641</b>	<b>\$ 936</b>

	2002	2001	2000
<b>Depreciation and amortization</b>			
(\$ in millions)			
Full-Service	\$ 54	\$ 81	\$ 86
Select-Service	9	10	8
Extended-Stay	10	16	15
Timeshare	38	34	22
<b>Total Lodging</b>	<b>111</b>	<b>141</b>	<b>131</b>
Corporate	31	37	30
Synthetic Fuel	8	—	—
Discontinued Operations	37	44	34
	<b>\$ 187</b>	<b>\$ 222</b>	<b>\$ 195</b>
	<b>2002</b>	<b>2001</b>	<b>2000</b>
<b>Assets</b>			
(\$ in millions)			
Full-Service	\$ 3,423	\$ 3,394	\$ 3,453
Select-Service	771	931	995
Extended-Stay	274	366	399
Timeshare	2,225	2,109	1,634
<b>Total Lodging</b>	<b>6,693</b>	<b>6,800</b>	<b>6,481</b>
Corporate	911	1,369	778
Synthetic Fuel	59	49	—
Discontinued Operations	633	889	978
	<b>\$ 8,296</b>	<b>\$ 9,107</b>	<b>\$ 8,237</b>
	<b>2002</b>	<b>2001</b>	<b>2000</b>
<b>Goodwill</b>			
(\$ in millions)			
Full-Service	\$ 851	\$ 851	\$ 876
Select-Service	—	—	—
Extended-Stay	72	126	130
Timeshare	—	—	—
<b>Total Lodging</b>	<b>\$ 923</b>	<b>\$ 977</b>	<b>\$ 1,006</b>
	<b>2002</b>	<b>2001</b>	<b>2000</b>
<b>Capital expenditures</b>			
(\$ in millions)			
Full-Service	\$ 138	\$ 186	\$ 554
Select-Service	23	140	262
Extended-Stay	39	52	83
Timeshare	36	75	66
<b>Total Lodging</b>	<b>236</b>	<b>453</b>	<b>965</b>
Corporate	20	30	48
Synthetic Fuel	7	49	—
Discontinued Operations	29	28	82
	<b>\$ 292</b>	<b>\$ 560</b>	<b>\$ 1,095</b>



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Segment expenses include selling, general and administrative expenses (excluding amounts attributable to our Senior Living Services and Distributions Services businesses) directly related to the operations of the businesses, aggregating \$835 million in 2002, \$819 million in 2001 and \$745 million in 2000. The selling, general and administrative expenses in 2001 excluded \$133 million associated with restructuring and other charges.

The consolidated financial statements include the following related to international operations: sales of \$450 million in 2002, \$477 million in 2001 and \$455 million in 2000; financial results of \$94 million in 2002, \$42 million in 2001 and \$73 million in 2000; and fixed assets of \$308 million in 2002, \$230 million in 2001 and \$239 million in 2000.

The majority of our equity method investments are investments in entities that own lodging properties. Results for Full-Service equity method investments included income of \$5 million in 2002, including income recognized from our ownership interest in the Marriott and Cendant Joint Venture, a loss of \$11 million in 2001, and income of \$2 million in 2000. We recognized a loss of \$8 million in 2002, income of \$5 million in 2001 and a loss of \$1 million in 2000 from Select-Service equity method investments. We recognized a loss of \$2 million in 2002 and a loss of \$1 million in 2001 from Timeshare equity method investments. We recognized income of \$2 million in 2002 related to our corporate investment in Avendra, LLC a procurement services affiliate, and losses of \$3 million related to our investments in affordable housing and CTM/Exxon Mobil Travel Guide, LLC. We recognized losses of \$7 million in 2001 related to our investments in Avendra, LLC and affordable housing, and we recognized losses of \$7 million in 2000 related to our investment in affordable housing.

The substantial majority of revenues that we recognized from unconsolidated affiliates is from our minority interests in entities which own certain of our hotels. We recognized base and incentive fee revenues from our unconsolidated affiliates of \$74 million, \$71 million, and \$53 million, respectively, in 2002, 2001, and 2000. Revenues related to reimbursable costs for these investments were \$580 million, \$580 million, and \$250 million, respectively, in 2002, 2001, and 2000.

Debt service on our mezzanine loan to the Courtyard Joint Venture was current on January 3, 2003. The proceeds of the mezzanine loan have not been, and will not be used to pay our management fees, debt service, or land rent income. All management fees relating to the underlying hotels that we recognize in income are paid to us in cash by the Courtyard Joint Venture. For the fiscal year ended January 3, 2003, we recognized \$8 million of equity losses arising from our ownership interest in the Courtyard Joint Venture.

## **2001 RESTRUCTURING COSTS AND OTHER CHARGES**

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

The Company experienced a significant decline in demand for hotel rooms in the aftermath of the September 11, 2001 attacks on New York and Washington and the subsequent dramatic downturn in the economy. This decline resulted in reduced management and franchise fees, cancellation of development projects, and anticipated losses under guarantees and loans. In 2001, we responded by implementing certain companywide cost-saving measures, although we did not significantly change the scope of our operations. As a result of our restructuring plan, in the fourth quarter of 2001 we recorded pretax restructuring costs of \$62 million, including (1) \$15 million in severance costs; (2) \$19 million, primarily associated with a loss on a sublease of excess space arising from the reduction in personnel; and (3) \$28 million related to the write-off of capitalized costs relating to development projects no longer deemed viable. We also incurred \$142 million of other charges including (1) \$85 million related to reserves for guarantees and loan losses; (2) \$12 million related to accounts receivable reserves; (3) \$13 million related to the write-down of properties held for sale; and (4) \$32 million related to the impairment of technology related investments and other write-offs. We have provided below detailed information related to the restructuring costs and other charges, which were recorded in the fourth quarter of 2001 as a result of the economic downturn and the unfavorable lodging environment.

### **2001 Restructuring Costs**

#### ***Severance***

Our restructuring plan resulted in the reduction of approximately 1,700 employees across our operations (the majority of which were terminated by December 28, 2001). In 2001, we recorded a workforce reduction charge of

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\$15 million related primarily to severance and fringe benefits. The charge did not reflect amounts billed out separately to owners for property-level severance costs. In addition, we delayed filling vacant positions and reduced staff hours.

*Facilities Exit Costs*

As a result of the workforce reduction and delay in filling vacant positions, we consolidated excess corporate facilities. We recorded a restructuring charge of approximately \$14 million for excess corporate facilities, primarily related to lease terminations and noncancelable lease costs in excess of estimated sublease income. In addition, we recorded a \$5 million charge for lease terminations resulting from cancellations of leased units by our corporate apartment business, primarily in downtown New York City.

*Development Cancellations and Elimination of Product Line*

We incur certain costs associated with the development of properties, including legal costs, the cost of land and planning and design costs. We capitalize these costs as incurred and they become part of the cost basis of the property once it is developed. As a result of the dramatic downturn in the economy in the aftermath of the September 11, 2001 attacks, we decided to cancel development projects that were no longer deemed viable. As a result, in 2001, we expensed \$28 million of previously capitalized costs.

**2001 Other Charges**

*Reserves for Guarantees and Loan Losses*

We issue guarantees to lenders and other third parties in connection with financing transactions and other obligations. We also advance loans to some owners of properties that we manage. As a result of the downturn in the economy, certain hotels experienced significant declines in profitability and the owners were not able to meet debt service obligations to the Company or in some cases, to other third-party lending institutions. As a result, in 2001, based upon cash flow projections, we expected to fund under certain guarantees, which were not deemed recoverable, and we expected that several of the loans made by us would not be repaid according to their original terms. Due to these expected non-recoverable guarantee fundings and expected loan losses, we recorded charges of \$85 million in the fourth quarter of 2001.

*Accounts Receivable – Bad Debts*

In the fourth quarter of 2001, we reserved \$12 million of accounts receivable which we deemed uncollectible following an analysis of these accounts, generally as a result of the unfavorable hotel operating environment.

*Asset Impairments*

We recorded a charge related to the impairment of an investment in a technology-related joint venture (\$22 million), losses on the anticipated sale of three lodging properties (\$13 million), write-offs of investments in management contracts and other assets (\$8 million), and the write-off of capitalized software costs arising from a decision to change a technology platform (\$2 million).

The following table summarizes our remaining restructuring liability (\$ in millions):

	Restructuring costs and other charges liability at December 28, 2001	Cash payments made in fiscal 2002	Charges reversed in fiscal 2002	Restructuring costs and other charges liability at January 3, 2003
Severance	\$ 6	\$ 4	\$ —	\$ 2
Facilities exit costs	17	4	2	11
<b>Total restructuring costs</b>	<b>23</b>	<b>8</b>	<b>2</b>	<b>13</b>
Reserves for guarantees and loan losses	33	10	2	21
Impairment of technology-related investments and other	1	1	—	—
<b>Total</b>	<b>\$ 57</b>	<b>\$ 19</b>	<b>\$ 4</b>	<b>\$ 34</b>

The remaining liability related to the workforce reduction and fundings under guarantees will be substantially paid by January 2004. The amounts related to the space reduction and resulting lease expense due to the consolidation of facilities will be paid over the respective lease terms through 2012.

The following tables provide further detail on the 2001 charges:

**2001 Segment Financial Results Impact (\$ in millions)**

	Full-Service	Select-Service	Extended-Stay	Timeshare	Total
Severance	\$ 7	\$ 1	\$ 1	\$ 2	\$ 11
Facilities exit costs	—	—	5	—	5
Development cancellations and Elimination of product line	19	4	5	—	28
<b>Total restructuring costs</b>	<b>26</b>	<b>5</b>	<b>11</b>	<b>2</b>	<b>44</b>
Reserves for guarantees and loan losses	30	3	3	—	36
Accounts receivable – bad debts	11	1	—	—	12
Write-down of properties held for sale	9	4	—	—	13
Impairment of technology-related investments and other	8	—	2	—	10
<b>Total</b>	<b>\$ 84</b>	<b>\$ 13</b>	<b>\$ 16</b>	<b>\$ 2</b>	<b>\$ 115</b>

**2001 Corporate Expenses and Interest Impact (\$ in millions)**

	Corporate expenses	Provision for loan losses	Interest income	Total corporate expenses and interest
Severance	\$ 4	\$ —	\$ —	\$ 4
Facilities exit costs	14	—	—	14
<b>Total restructuring costs</b>	<b>18</b>	<b>—</b>	<b>—</b>	<b>18</b>
Reserves for guarantees and loan losses	—	43	6	49
Impairment of technology-related investments and other	22	—	—	22
<b>Total</b>	<b>\$ 40</b>	<b>\$ 43</b>	<b>\$ 6</b>	<b>\$ 89</b>

In addition to the above, in 2001, we recorded restructuring charges of \$62 million and other charges of \$5 million now reflected in our losses from discontinued operations. The restructuring liability related to discontinued operations was \$3 million as of December 28, 2001 and \$1 million as of January 3, 2003.

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**SUBSEQUENT EVENT**

In January 2003, we entered into a contract with an unrelated third party to sell approximately a 50 percent interest in the Synthetic Fuel business. The transaction is subject to certain closing conditions, including the receipt of a satisfactory private letter ruling from the Internal Revenue Service regarding the new ownership structure. Contracts related to the potential sale are being held in escrow until closing conditions are met. If the conditions are not met by August 31, 2003, neither party will have an obligation to perform under the agreements. If the transaction is consummated, we expect to receive \$25 million in promissory notes and cash as well as an earnout based on the amount of synthetic fuel produced. If the transaction is consummated, we expect to account for the remaining interest in the Synthetic Fuel business under the equity method of accounting.

## QUARTERLY FINANCIAL DATA – UNAUDITED

(\$ in millions, except per share data)

	Fiscal Year 2002 <sup>1,2,4</sup>				
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Fiscal Year
Sales <sup>3</sup>	\$1,808	\$2,034	\$1,924	\$2,675	\$8,441
Segment Financial Results <sup>3,5</sup>	147	149	128	149	573
Income from Continuing Operations, after tax	82	127	114	116	439
Discontinued Operations, after tax	—	2	(11)	(153)	(162)
Net Income (Loss)	82	129	103	(37)	277
Diluted Earnings from Continuing Operations Per Share	.32	.49	.45	.47	1.74
Diluted Earnings from Discontinued Operations Per Share	—	.01	(.04)	(.62)	(.64)
Diluted Earnings Per Share	\$ .32	\$ .50	\$ .41	\$ (.15)	\$ 1.10

	Fiscal Year 2001 <sup>1,2,4</sup>				
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Fiscal Year
Sales <sup>3</sup>	\$1,935	\$1,889	\$1,823	\$2,139	\$7,786
Segment Financial Results <sup>3,5</sup>	223	231	174	13	641
Income from Continuing Operations, after tax	119	125	99	(74)	269
Discontinued Operations, after tax	2	5	2	(42)	(33)
Net Income (Loss)	121	130	101	(116)	236
Diluted Earnings from Continuing Operations Per Share	.46	.49	.38	(.31)	1.05
Diluted Earnings from Discontinued Operations Per Share	.01	.01	.01	(.17)	(.13)
Diluted Earnings Per Share	\$ .47	\$ .50	\$ .39	\$ (.48)	\$ .92

1 Fiscal year 2002 included 53 weeks and fiscal year 2001 included 52 weeks.

2 The quarters consisted of 12 weeks, except the fourth quarter of 2002, which consisted of 17 weeks and the fourth quarter of 2001 which consisted of 16 weeks.

3 The current year and prior year balances have been adjusted to exclude the Senior Living Services and Distribution Services discontinued operations.

4 The sum of the earnings per share for the four quarters differs from annual earnings per share due to the required method of computing the weighted average shares in interim periods.

5 We evaluate the performance of our segments based primarily on the results of the segment without allocating corporate expenses, interest expense, interest income or income taxes.

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**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

On May 3, 2002, upon the recommendation of our Audit Committee, the Board of Directors dismissed Arthur Andersen LLP (Arthur Andersen) as our independent auditors and appointed Ernst & Young LLP (Ernst & Young) to serve as Marriott International's independent auditors for the fiscal year ending on January 3, 2003. The change in auditors was effective May 3, 2002.

Arthur Andersen's reports on Marriott International's consolidated financial statements for the fiscal years ended December 28, 2001 and December 29, 2000 did not contain an adverse opinion or disclaimer of opinion, nor were such reports qualified or modified as to uncertainty, audit scope or accounting principles.

During the fiscal years ended December 28, 2001 and December 29, 2000 and through May 3, 2002, there were: (i) no disagreements with Arthur Andersen on any matter of accounting principle or practice, financial statement disclosure, or auditing scope or procedure which, if not resolved to Arthur Andersen's satisfaction, would have caused them to make reference to the subject matter in connection with their report on our consolidated financial statements for such periods; and (ii) there were no reportable events as defined in Item 304(a)(1)(v) of Regulation S-K.

During each of 2000 and 2001 and through the date of their appointment, Marriott did not consult Ernst & Young with respect to either (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on our consolidated financial statements, or (ii) any matter that was either the subject of a disagreement, within the meaning of Item 304(a)(1)(iv) of Regulation S-K, or any "reportable event," as that term is defined in Item 304(a)(1)(v) of Regulation S-K.

Since the date of their appointment, there were: (i) no disagreements with Ernst & Young on any matter of accounting principle or practice, financial statement disclosure, or auditing scope or procedure which, if not resolved to Ernst & Young's satisfaction, would have caused them to make reference to the subject matter in connection with their report on our consolidated financial statements for the fiscal years ended January 3, 2003, December 28, 2001 and December 29, 2000; and (ii) there were no reportable events as defined in Item 304(a)(1)(v) of Regulation S-K.

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### PART III

#### ITEMS 10, 11, 12, 13, 14.

As described below, we incorporate certain information appearing in the Proxy Statement we will furnish to our shareholders in connection with the 2002 Annual Meeting of Shareholders by reference in this Form 10-K Annual Report.

- ITEM 10. We incorporate this information by reference to the “Directors Standing For Election,” “Directors Continuing In Office” and “Section 16(a) Beneficial Ownership Reporting Compliance” sections of our Proxy Statement. We have included information regarding our executive officers below.
- ITEM 11. We incorporate this information by reference to the “Executive Compensation” section of our Proxy Statement.
- ITEM 12. We incorporate this information by reference to the “Stock Ownership” section of our Proxy Statement.
- ITEM 13. We incorporate this information by reference to the “Certain Transactions” section of our Proxy Statement.
- ITEM 14. In January 2003, we carried out an evaluation, under the supervision and with the participation of the company’s management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-14 and 15d-14. Based upon that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that our disclosure controls and procedures are effective to timely alert them to any material information relating to the company (including its consolidated subsidiaries) that must be included in our periodic SEC filings. In addition, there have been no significant changes in the company’s internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation.

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## EXECUTIVE OFFICERS

Set forth below is certain information with respect to our executive officers.

<u>Name and Title</u>	<u>Age</u>	<u>Business Experience</u>
J. W. Marriott, Jr. Chairman of the Board and Chief Executive Officer	70	Mr. Marriott joined Marriott Corporation (now known as Host Marriott Corporation) in 1956, became President and a director in 1964, Chief Executive Officer in 1972 and Chairman of the Board in 1985. Mr. Marriott also is a director of the National Urban League and the Naval Academy Endowment Trust. He serves on the Board of Trustees of the National Geographic Society and The J. Willard & Alice S. Marriott Foundation, and is a member of the Executive Committee of the World Travel & Tourism Council and the Business Council. If the sale of stock of Marriott Senior Living Services Inc. to Sunrise Assisted Living Inc. ("Sunrise") is consummated, upon the closing, we anticipate that Mr. Marriott will join the Sunrise Board of Directors. Mr. Marriott has served as Chairman and Chief Executive Officer of the Company since its inception in 1997, and served as Chairman and Chief Executive Officer of Old Marriott from October 1993 to March 1998. Mr. Marriott has served as a director of the Company since March 1998. J.W. Marriott, Jr. is the father of John W. Marriott, III.
Simon Cooper Vice President; President and Chief Operating Officer, The Ritz-Carlton Hotel Company, L.L.C.	57	Simon Cooper joined Marriott International in 1998 as President of Marriott Lodging Canada and Senior Vice President of Marriott Lodging International. In 2000, the Company added the New England Region to his Canadian responsibilities. Prior to joining Marriott, Mr. Cooper was President and Chief Operating Officer of Delta Hotels and Resorts. Mr. Cooper is the Chairman of the Board of Governors for University of Guelph. He is a fellow of the Board of Trustees for the Educational Institute of the American Hotel and Motel Association and is a member of the Board for the Canadian Tourism Commission. Mr. Cooper was appointed to his current position in February 2001.
Edwin D. Fuller Vice President; President and Managing Director – Marriott Lodging International	57	Edwin D. Fuller joined Marriott in 1972 and held several sales positions before being appointed Vice President of Marketing in 1979. He became Regional Vice President in the Midwest Region in 1985, Regional Vice President of the Western Region in 1988, and in 1990 was promoted to Senior Vice President & Managing Director of International Lodging, with a focus on developing the international group of hotels. He was named Executive Vice President and Managing Director of International Lodging in 1994, and was promoted to his current position in 1997.



Name and Title	Age	Business Experience
Brendan M. Keegan Vice President; Executive Vice President – Human Resources	59	Brendan M. Keegan joined Marriott Corporation in 1971, in the Corporate Organization Development Department and subsequently held several human resources positions, including Vice President of Organization Development and Executive Succession Planning. He was named Senior Vice President, Human Resources, Marriott Service Group in 1986. Mr. Keegan was appointed Senior Vice President of Human Resources for our worldwide human resources functions, including compensation, benefits, labor and employee relations, employment and human resources planning and development in 1997, and was appointed to his current position in 1998.
John W. Marriott, III Executive Vice President – Lodging	41	John Marriott, III joined Marriott in 1977 and became Executive Vice President – Lodging for Marriott International in January 2003. He is responsible for leading Global Sales and Marketing, Brand Management and North American Lodging Operations. Prior to his current position, Mr. Marriott served as Executive Vice President of Global Sales and Marketing, as well as Senior Vice President for Marriott’s Mid-Atlantic Region. He has also worked in the company’s treasury department and held numerous management positions, including Executive Assistant to the Chairman, Director of Marketing, and Director of Food and Beverage. Early in his career, Mr. Marriott served as a sales manager and restaurant manager, and he started with the company working in a hotel kitchen. Mr. Marriott has served on the Board of Directors for Marriott International since August 2002. In April 2002, Mr. Marriott was named by the U.S. Department of Commerce and the Japanese government to co-chair a special taskforce to promote travel between the United States and Japan. John W. Marriott, III is the son of J.W. Marriott, Jr.
William W. McCarten President – Marriott Services Group	54	William W. McCarten was named as President of Marriott Services Group (Marriott Senior Living Services and Marriott Distribution Services) in January 2001. Most recently, Mr. McCarten served as President and Chief Executive Officer of HMSHost Corporation (formerly Host Marriott Services Corporation) from 1995 to December 2000. He joined Marriott Corporation in 1979, was elected Vice President, Corporate Controller and Chief Accounting Officer in 1985 and Senior Vice President in 1986. He was named Executive Vice President, Host and Travel Plazas in 1991 and President, Host and Travel Plazas in 1992. In 1993 he became President of Host Marriott Corporation’s Operating Group and in 1995 was elected President and Chief Executive Officer and a director of HMSHost Corporation. Mr. McCarten is a past chairman of the Advisory Board of the McIntire School at the University of Virginia.

Name and Title	Age	Business Experience
Robert J. McCarthy Executive Vice President – North American Lodging Operations	49	Robert J. McCarthy was named Executive Vice President, North American Lodging Operations in January 2003. From March 2000 until January 2003, Mr. McCarthy was Executive Vice President, Operations Planning and Support for Marriott Lodging. He joined Marriott in 1975, became Regional Director of Sales/Marketing for Marriott Hotels, Resorts and Suites in 1982, Director of Marketing for Marriott Suite Hotels/Compact Hotels in 1985, Vice President Operations and Marketing for Fairfield Inn and Courtyard in 1991 and Senior Vice President for the Northeast Region for Marriott Lodging in 1995.
Joseph Ryan Executive Vice President and General Counsel	61	Joseph Ryan joined Old Marriott in 1994 as Executive Vice President and General Counsel. Prior to that time, he was a partner in the law firm of O’Melveny & Myers, serving as the Managing Partner from 1993 until his departure. He joined O’Melveny & Myers in 1967 and was admitted as a partner in 1976.
William J. Shaw Director, President and Chief Operating Officer	57	William J. Shaw has served as President and Chief Operating Officer of the Company since 1997 (including service in the same capacity with Old Marriott until March 1998). He joined Marriott Corporation in 1974, was elected Corporate Controller in 1979 and a Corporate Vice President in 1982. In 1986, Mr. Shaw was elected Senior Vice President—Finance and Treasurer of Marriott Corporation. He was elected Chief Financial Officer and Executive Vice President of Marriott Corporation in 1988. In 1992, he was elected President of the Marriott Service Group. He also serves on the Board of Trustees of the University of Notre Dame, Suburban Hospital Foundation and the NCAA Leadership Advisory Board. Mr. Shaw served as a director of Old Marriott (subsequently named Sodexo, Inc. and now a wholly owned subsidiary of Sodexo Alliance) from March 1998 through June 2001. He has served as a director of the Company since March 1997.
Arne M. Sorenson Executive Vice President, Chief Financial Officer, and President, Continental European Lodging	44	Arne M. Sorenson joined Old Marriott in 1996 as Senior Vice President of Business Development. He was instrumental in our acquisition of the Renaissance Hotel Group in 1997. Prior to joining Marriott, he was a partner in the law firm of Latham & Watkins in Washington, D.C., where he played a key role in 1992 and 1993 in the distribution of Old Marriott by Marriott Corporation. Mr. Sorenson was appointed Executive Vice President and Chief Financial Officer in 1998 and assumed the additional title of President, Continental European Lodging in January 2003.

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Name and Title	Age	Business Experience
James M. Sullivan Executive Vice President- Lodging Development	59	James M. Sullivan joined Marriott Corporation in 1980, departed in 1983 to acquire, manage, expand and subsequently sell a successful restaurant chain, and returned to Marriott Corporation in 1986 as Vice President of Mergers and Acquisitions. Mr. Sullivan became Senior Vice President, Finance – Lodging in 1989, Senior Vice President – Lodging Development in 1990 and was appointed to his current position in 1995.
Stephen P. Weisz Vice President; President – Marriott Vacation Club International	52	Stephen P. Weisz joined Marriott Corporation in 1972 and was named Regional Vice President of the Mid-Atlantic Region in 1991. Mr. Weisz had previously served as Senior Vice President of Rooms Operations before being appointed as Vice President of the Revenue Management Group. Mr. Weisz became Senior Vice President of Sales and Marketing for Marriott Hotels, Resorts and Suites in 1992 and Executive Vice President – Lodging Brands in 1994. Mr. Weisz was appointed to his current position in 1996.

**Code of Ethics**

The Company has long maintained and enforced an Ethical Conduct policy that applies to *all* Marriott associates, including our chief executive officer, chief financial officer, and principal accounting officer. We have attached a copy of our Ethical Conduct Policy, which has been in substantially its current form since the mid-1980s, as Exhibit 99-2 to this report. We also plan to post a copy of our Ethical Policy on our website, at [www.marriott.com/investor](http://www.marriott.com/investor), in the near future. Any future changes or amendments to our Ethical Conduct Policy, and any waiver of our Ethical Conduct Policy that applies to our chief executive officer, chief financial officer, or principal accounting officer, will also be posted to [www.marriott.com/investor](http://www.marriott.com/investor).

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**PART IV**

**ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K**

(a) LIST OF DOCUMENTS FILED AS PART OF THIS REPORT

(1) FINANCIAL STATEMENTS

The response to this portion of Item 15 is submitted under Item 8 of this Report on Form 10-K.

(2) FINANCIAL STATEMENT SCHEDULES

Information relating to schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission is included in the notes to the financial statements and is incorporated herein by reference.

(3) EXHIBITS

Any shareholder who wants a copy of the following Exhibits may obtain one from us upon request at a charge that reflects the reproduction cost of such Exhibits. Requests should be made to the Secretary, Marriott International, Inc., Marriott Drive, Department 52/862, Washington, D.C. 20058.

<u>Exhibit No.</u>	<u>Description</u>	<u>Incorporation by Reference (where a report or registration statement is indicated below, that document has been previously filed with the SEC and the applicable exhibit is incorporated by reference thereto)</u>
3.1	Third Amended and Restated Certificate of Incorporation of the Company.	Exhibit No. 3 to our Form 10-Q for the fiscal quarter ended June 18, 1999.
3.2	Amended and Restated Bylaws.	<i>Filed with this report.</i>
3.3	Amended and Restated Rights Agreement dated as of August 9, 1999 with The Bank of New York, as Rights Agent.	Exhibit No. 4.1 to our Form 10-Q for the fiscal quarter ended September 10, 1999.
3.4	Certificate of Designation, Preferences and Rights of the Marriott International, Inc. ESOP Convertible Preferred Stock.	Exhibit No. 3.1 to our Form 10-Q for the fiscal quarter ended June 16, 2000.
3.5	Certificate of Designation, Preferences and Rights of the Marriott International, Inc. Capped Convertible Preferred Stock.	Exhibit No. 3.2 to our Form 10-Q for the fiscal quarter ended June 16, 2000.
4.1	Indenture dated November 16, 1998 with The Chase Manhattan Bank, as Trustee.	Exhibit No. 4.1 to our Form 10-K for the fiscal year ended January 1, 1999.
4.2	Form of 6.625% Series A Note due 2003.	Exhibit No. 4.2 to our Form 10-K for the fiscal year ended January 1, 1999.
4.3	Form of 6.875% Series B Note due 2005.	Exhibit No. 4.3 to our Form 10-K for the fiscal year ended January 1, 1999.

4.4	Form of 7.875% Series C Note due 2009.	Exhibit No. 4.1 to our Form 8-K dated September 20, 1999.
4.5	Form of 8.125% Series D Note due 2005.	Exhibit No. 4.1 to our Form 8-K dated March 28, 2000.
4.6	Form of 7.0% Series E Note due 2008.	Exhibit No. 4.1 (f) to our Form S-3 filed on January 17, 2001.
4.7	Indenture, dated as of May 8, 2001, relating to the Liquid Yield Option Notes due 2021, with Bank of New York, as trustee.	Exhibit No. 4.2 to our Form S-3 filed on May 25, 2001.
10.1	Employee Benefits and Other Employment Matters Allocation Agreement dated as of September 30, 1997 with Sodexo Marriott Services, Inc.	Exhibit No. 10.1 to our Form 10 filed on February 13, 1998.
10.2	2002 Comprehensive Stock and Cash Incentive Plan.	Appendix B in our definitive proxy statement filed on March 28, 2002.
10.3	Noncompetition Agreement between Sodexo Marriott Services, Inc. and the Company.	Exhibit No. 10.1 to our Form 10-Q for the fiscal quarter ended March 27, 1998.
10.4	Tax Sharing Agreement with Sodexo Marriott Services, Inc. and Sodexo Alliance, S.A.	Exhibit No. 10.2 to our Form 10-Q for the fiscal quarter ended March 27, 1998.
10.5	\$500 million Credit Agreement dated February 19, 1998, as amended, with Citibank, N.A., as Administrative Agent, and certain banks.	Exhibit No. 4.8 to our Form 10-K for the fiscal year ended January 1, 1999, and Exhibit 10.2 to our Form 10-Q for the fiscal quarter ended September 6, 2002 (Amendment No. 1).
10.6	\$1.5 billion Credit Agreement dated July 31, 2001, as amended, with Citibank, N.A. as Administrative Agent, and certain banks.	Exhibit No. 10 to our Form 10-Q for the fiscal quarter ended September 7, 2001, and Exhibit No. 10.1 to our Form 10-Q for the fiscal quarter ended September 6, 2002 (Amendment No. 1).
12	Statement of Computation of Ratio of Earnings to Fixed Charges.	<i>Filed with this report.</i>
21	Subsidiaries of Marriott International, Inc.	<i>Filed with this report.</i>
23	Consent of Ernst & Young LLP.	<i>Filed with this report.</i>
99-1	Forward-Looking Statements.	<i>Filed with this report.</i>
99-2	Ethical Conduct Policy.	<i>Filed with this report.</i>

(b) REPORTS ON FORM 8-K

The Company did not file any report on Form 8-K during the fourth quarter of 2002.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, we have duly caused this Form 10-K to be signed on our behalf by the undersigned, thereunto duly authorized, on this 14th day of February, 2003.

MARRIOTT INTERNATIONAL, INC.

By           /s/ J.W. Marriott, Jr.  
          J.W. Marriott, Jr.  
          Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Form 10-K has been signed by the following persons on our behalf in their capacities and on the date indicated above.

**PRINCIPAL EXECUTIVE OFFICER:**

                                  /s/ J.W. Marriott, Jr.  
                                  J.W. Marriott, Jr.                                     Chairman of the Board, Chief Executive Officer and Director

**PRINCIPAL FINANCIAL OFFICER:**

                                  /s/ Arne M. Sorenson  
                                  Arne M. Sorenson                                     Executive Vice President, Chief Financial Officer

**PRINCIPAL ACCOUNTING OFFICER:**

                                  /s/ Michael J. Green  
                                  Michael J. Green                                     Vice President, Finance and Principal Accounting Officer

**DIRECTORS:**

<u>          /s/ Ann M. Fudge</u> Ann M. Fudge, Director	<u>          /s/ Lawrence W. Kellner</u> Lawrence W. Kellner, Director
<u>          /s/ Gilbert M. Grosvenor</u> Gilbert M. Grosvenor, Director	<u>          /s/ Roger W. Sant</u> Roger W. Sant, Director
<u>          /s/ William J. Shaw</u> William J. Shaw, Director	<u>          /s/ John W. Marriott III</u> John W. Marriott III, Director
<u>          /s/ Floretta Dukes McKenzie</u> Floretta Dukes McKenzie, Director	<u>          /s/ George Muñoz</u> George Muñoz, Director
<u>          /s/ Harry J. Pearce</u> Harry J. Pearce, Director	<u>          /s/ Lawrence M. Small</u> Lawrence M. Small, Director

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CERTIFICATIONS

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

1. I have reviewed this annual report on Form 10-K of Marriott International, Inc.;
2. Based on my knowledge, this annual 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 annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual 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 annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
  - a) designed such disclosure controls and procedures 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 annual report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
  - c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this annual report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

February 5, 2003

/s/ J.W. Marriott, Jr.

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J.W. Marriott, Jr.  
Chairman of the Board and  
Chief Executive Officer



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I, Arne M. Sorenson, certify that:

1. I have reviewed this annual report on Form 10-K of Marriott International, Inc.;
2. Based on my knowledge, this annual 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 annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual 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 annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
  - a) designed such disclosure controls and procedures 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 annual report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
  - c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this annual report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

February 5, 2003

/s/ Arne M. Sorenson

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Arne M. Sorenson  
Executive Vice President and  
Chief Financial Officer

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I, J.W. Marriott, Jr., certify that the Form 10-K for the year ended January 3, 2003 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 that information contained in the Form 10-K for the year ended January 3, 2003 fairly presents, in all material respects, the financial condition and results of operations of the issuer.

February 5, 2003

/s/ J.W. Marriott, Jr.

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J.W. Marriott, Jr.  
Chairman of the Board  
and Chief Executive Officer

I, Arne M. Sorenson, certify that the Form 10-K for the year ended January 3, 2003 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 that information contained in the Form 10-K for the year ended January 3, 2003 fairly presents, in all material respects, the financial condition and results of operations of the issuer.

February 5, 2003

/s/ Arne M. Sorenson

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Arne M. Sorenson  
Chief Financial Officer

Amended 2/7/02

AMENDED AND RESTATED BYLAWS

OF

MARRIOTT INTERNATIONAL, INC.

ARTICLE I

OFFICES

Section 1.1 The registered office shall be in the City of Wilmington, County of New Castle, State of Delaware.

Section 1.2 The Corporation may also have offices at such other places both within and without the State of Delaware as the board of directors may from time to time determine or the business of the Corporation may require.

ARTICLE II

MEETINGS OF SHAREHOLDERS

Section 2.1 All meetings of the shareholders for the election of directors shall be held in Montgomery County, State of Maryland, at such place as may be fixed from time to time by the board of directors or at such other place either within or without the State of Delaware as shall be designated from time to time by the board of directors and stated in the notice of the meeting. Meetings of shareholders for any other purpose may be held at such time and place, within or without the State of Delaware, as shall be stated in the notice of the meetings or in a duly executed waiver of notice thereof.

Section 2.2 Annual shareholders' meetings shall be held on the second Tuesday of May of each year, or at such other time as may be designated by the board of directors, in the notice of the annual meeting, for the purpose of electing directors and considering such other business as may properly come before the meeting.

Section 2.3 Written notice of the annual meeting stating the place, date and hour of the meeting shall be given to each shareholder entitled to vote at such meeting not less than ten days nor more than sixty days before the date of the meeting.

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Section 2.4 The officer responsible for the Corporation's stock ledger shall prepare at least ten days before every shareholders' meeting a complete list of shareholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address and number of shares registered in the name of each shareholder. The list shall be available for examination by any shareholder for any purposes germane to the meeting, during ordinary business hours in the Office of the Corporate Secretary at the Corporation's Headquarters for a period of at least ten days prior to the meeting. The list shall also be available at the shareholders' meeting for the inspection of any shareholders.

Section 2.5 Written notice of a special meeting, stating the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called, shall be given to each shareholder entitled to vote at such meeting, not less than ten nor more than sixty days before the date of the meeting.

Section 2.6 Business transacted at any special meeting of shareholders shall be limited to the purposes stated in the notice.

Section 2.7 The holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the shareholders for the transaction of business except as otherwise provided by statute or by the Certificate of Incorporation. If, however, such quorum shall not be present or represented at

any meeting of the shareholders, the shareholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than 30 days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each shareholder of record entitled to vote at the meeting.

Section 2.8 When a quorum is present at any meeting, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or of the Certificate of Incorporation, a different vote is required in which case such express provision shall govern and control the decision of such question.

Section 2.9 Each shareholder shall at every meeting of the shareholders be entitled to one vote in person or by proxy for each share of the capital stock having voting power held by such shareholder or such greater or lesser number of votes per share as may be fixed by or pursuant to the Certificate of Incorporation, but no proxy shall be voted on after three years from its date, unless the proxy provides for a longer period.

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### ARTICLE III

#### DIRECTORS

Section 3.1 Except as otherwise fixed by or pursuant to the provisions of Article FOURTH of the Certificate of Incorporation relating to the rights of the holders of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation to elect additional directors under specified circumstances, the number of the directors of the Corporation shall be fixed from time to time by the board of directors but shall not be less than three. The directors, other than those who may be elected by the holders of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation, shall be classified, with respect to the time for which they severally hold office, into three classes, as nearly equal in number as possible, as determined by the board of directors of the Corporation, one class to be originally elected for a term expiring at the annual meeting of shareholders to be held in 1998, another class to be originally elected for a term expiring at the annual meeting of shareholders to be held in 1999, and another class to be originally elected for a term expiring at the annual meeting of shareholders to be held in 2000, with each class to hold office until its successor is elected and qualified. At each annual meeting of the shareholders of the Corporation, the successors of the class of directors whose term expires at that meeting shall be elected to hold office for a term expiring at the annual meeting of shareholders held in the third year following the year of their election. Advance notice of shareholder nominations for the election of directors shall be given in the manner provided in Section 3.13 of Article III of these Bylaws.

Section 3.2 Except as otherwise provided for or fixed by or pursuant to the provisions of Article FOURTH of the Certificate of Incorporation relating to the rights of the holders of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation to elect directors under specified circumstances, newly created directorships resulting from any increase in the number of directors and any vacancies on the board of directors resulting from death, resignation, disqualification, removal or other cause shall be filled by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the board of directors. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the class of directors in which the new directorship was created or the vacancy occurred and until such director's successor shall have been elected and qualified. No decrease in the number of directors constituting the board of directors shall shorten the term of any incumbent director. Subject to the rights of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation to elect directors under specified circumstances, any director may be removed from office, with cause and only by the affirmative vote of the holders of at least

sixty-six and two-thirds percent (66 2/3%) of the voting power of all the shares of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

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Section 3.3 The business of the Corporation shall be managed by its board of directors which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these Bylaws directed or required to be exercised or done by the shareholders.

#### MEETINGS OF THE BOARD OF DIRECTORS

Section 3.4 The board of directors of the Corporation may hold meetings, both regular and special, either within or without the State of Delaware.

Section 3.5 The first meeting of each newly elected board of directors shall be held at such time and place as shall be fixed by the vote of the shareholders at the annual meeting and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present. In the event of the failure of the shareholders to fix the time or place of such first meeting of the newly elected board of directors, or in the event such meeting is not held at the time and place so fixed by the shareholders, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the board of directors, or as shall be specified in a written waiver signed by all of the directors.

Section 3.6 Regular meetings of the board of directors may be held without notice at such time and at such place as shall from time to time be determined by the board.

Section 3.7 Special meetings of the board may be called by the chairman of the board, the president, or the secretary on the written request of any two directors. Notice thereof stating the place, date and hour of the meeting shall be given to each director either by mail not less than forty-eight (48) hours before the date of the meeting, by telephone or telegram not less than twenty-four (24) hours notice before the date of the meeting, or on such shorter notice as the person or persons calling such meeting may deem necessary or appropriate in the circumstances.

Section 3.8 At all meetings of the board of directors such number of directors as shall be not less than one-third of the total number of the full board of directors nor less than two shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the board of directors, except as may be otherwise specifically provided by statute or by the Certificate of Incorporation. If a quorum shall not be present at any meeting of the board of directors the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 3.9 Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof may be taken without a meeting, if all members of the board or committee, as the case maybe, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the board or committee.

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Section 3.10 The board of directors may, by resolution passed by a majority of the whole board, designate one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in the resolution, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the Corporation and may authorize the seal of the Corporation to be affixed to all papers which

may require it; provided, in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the board of directors. At all meetings of committees of the board of directors, such number of members shall be not less than one-half of the total number of the full committee nor less than two shall constitute a quorum for the transaction of business and the act of a majority of the members present at any committee meeting as which there is a quorum shall be the act of the committee, except as may be otherwise specifically provided by statute or by the Certificate of Incorporation.

Section 3.11 Each committee shall keep regular minutes of its meetings and report the same to the board of directors when required.

#### COMPENSATION OF DIRECTORS

Section 3.12 The directors may be paid their expenses, if any, of attendance at each meeting of the board of directors and may be paid a fixed sum for attendance at each meeting of the board of directors or a stated salary as director. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefore. Members of special or standing committees may be allowed like compensation for attending committee meetings.

#### NOMINATION OF DIRECTORS

Section 3.13 Subject to the rights of holders of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation, nominations for the election of directors may be made by the board of directors or a proxy committee appointed by the board of directors or by any shareholder entitled to vote in the election of directors. However, any shareholder entitled to vote in the election of directors at a meeting may nominate a director only if written notice of such shareholder's intent to make such nomination or nominations has been given, either by personal delivery or by United States mail, postage prepaid, to the Secretary of the Corporation not later than (i) with respect to an election of directors at an annual meeting of shareholders, ninety days prior to

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the first anniversary of the preceding year's annual meeting; provided, however, that in the event the date of the annual meeting is advanced more than thirty days or delayed by more than sixty days from such anniversary date, notice by the shareholder must be so delivered not later than the close of business on the seventh day following the day on which notice of such meeting is first given to shareholders, and (ii) with respect to an election to be held at a special meeting of shareholders for the election of directors, the close of business on the seventh day following the date on which notice of such meeting is first given to shareholders. Each such notice shall set forth: (a) the name and address of the shareholder who intends to make the nomination and of the person or persons to be nominated; (b) a representation that the shareholder is a holder of record of stock of the Corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice; (c) a description of all arrangements or understandings between the shareholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the shareholder; (d) such other information regarding each nominee proposed by such shareholder as would be required to be included in a proxy statement filed pursuant to the proxy rules of the Securities and Exchange Commission, had the nominee been nominated, or intended to be nominated, by the board of directors; and (e) the consent of each nominee to serve as a director of the Corporation if so elected. The chairman of the meeting may refuse to acknowledge the nomination of any person not made in compliance with the foregoing procedure.

#### SHAREHOLDER PROPOSAL

Section 3.14. Any shareholder entitled to vote in the election of directors and who meets the requirements of the proxy rules under the Securities Exchange Act of 1934, as amended, may submit to the directors proposals to be considered

for submission to the shareholders of the Corporation for their vote at the annual meeting of shareholders. The introduction of any shareholder proposal that the directors decide should be voted on by the shareholders of the Corporation, shall be made by notice in writing delivered or mailed by first class United States mail, postage prepaid, to the secretary of the Corporation, and received by the secretary not less than ninety days prior to the first anniversary of the preceding year's annual meeting of shareholders; provided, however, that in the event the date of the annual meeting of shareholders is advanced more than thirty days or delayed by more than sixty days from such anniversary date, notice by the shareholder must be so delivered not later than the close of business on the seventh day following the date on which notice of such meeting is first given to shareholders. Each such notice shall set forth: (a) the name and address of the shareholder who intends to make the proposal and the text of the proposal to be introduced; (b) the class and number of shares of stock held of record, owned beneficially and represented by proxy by such shareholder as of the record date for the meeting (if such date shall then have been made publicly available) and as of the date of such notice; and (c) a representation that the shareholder intends to appear in person or by proxy at the meeting to introduce the proposal or proposals, specified in the notice. The Chairman of the meeting may refuse to acknowledge the introduction of any shareholder proposal not made in compliance with the foregoing procedure.

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Notwithstanding any other provision of these Bylaws, the Corporation shall be under no obligation to include any shareholder proposal in its proxy statement materials if the board of directors reasonably believes that the proponent(s) thereof have not complied with Sections 13 and 14 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder, and the Corporation shall not be required to include in its proxy statement materials any shareholder proposal not required to be included in its proxy materials in accordance with such Act, rules and regulations.

#### ARTICLE IV

##### NOTICES

Section 4.1 Whenever, under the provisions of the statutes or of the Certificate of Incorporation or of these Bylaws, notice is required to be given to any director or shareholder, it shall not be construed to mean personal notice, but such notice may be given in writing, by any means not prohibited by the provisions of the statutes, including by mail, electronic delivery (including through the internet or similar system) or other means. If given in writing, by mail, addressed to such director or shareholder at his address as it appears on the records of the Corporation, with postage thereon prepaid, such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail, and if given by electronic delivery, such notice shall be deemed to be given at the time when such electronic delivery is transmitted. Without limiting the foregoing, notice may be provided to directors by telecopier or telegram.

Section 4.2 Whenever any notice is required to be given under the provisions of the statutes or of the Certificate of Incorporation or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

#### ARTICLE V

##### OFFICERS

Section 5.1 The officers of the Corporation shall consist of a president, a secretary, a treasurer, and, if deemed necessary, expedient, or desirable by the board of directors, a chairman and/or a vice chairman of the board of directors, chief executive officer, chief operating officer, chief financial officer, chief legal officer, controller, one or more executive vice presidents, senior vice presidents, vice presidents, assistant vice presidents, assistant secretaries, assistant treasurers and such other officers with such titles as the resolution of the board of directors choosing them shall designate. Except as may otherwise be provided in the resolution of the board of directors choosing him/her, no officer need be a director of the Corporation. Any number of offices may be held by the same person as the directors may determine.

Section 5.2 Corporate officers shall be appointed at the first board of directors' meeting held after the annual shareholders' meeting and at such other meetings as the board may determine.

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Section 5.3 Corporate officers shall serve for such terms and shall have such duties and powers as may be designated in the Bylaws or by the board of directors.

Section 5.4 Corporate officers shall hold office until a successor is elected and qualified or until their earlier resignation or removal from office. Any officer may resign at any time upon written notice to the Corporation. Corporate officers may be removed at any time by majority vote of the board of directors. Vacancies in corporate offices may be filled by the board of directors.

#### THE CHAIRMAN OF THE BOARD

Section 5.5 The chairman of the board shall preside at all meetings of shareholders and directors.

#### THE VICE-CHAIRMAN OF THE BOARD

Section 5.6 The vice-chairman of the board shall preside at meetings of shareholders and directors if the chairman of the board is absent or unable to serve as chairman at any such meeting.

#### THE PRESIDENT

Section 5.7 The president shall have general and active supervision of the business of the Corporation and shall see that all orders and resolutions of the board of directors are carried into effect and shall be responsible to the chairman, as well as to the board of directors for the execution of such duties and powers. The president shall, in the absence or inability to act of the chairman and vice-chairman of the board, assume and carry out all responsibilities set forth with respect to such chairman and vice-chairman.

Section 5.8 He shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the Corporation.

#### THE VICE PRESIDENTS

Section 5.9 Executive vice presidents, senior vice presidents, vice presidents, and assistant vice presidents shall have duties and powers as the board of directors may designate.

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#### THE SECRETARY AND ASSISTANT SECRETARIES

Section 5.10 The secretary shall attend all meetings of the board of directors and all meetings of the shareholders and record all the proceedings of the meetings of the Corporation and of the board of directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the shareholders and special meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he shall be. He shall have custody of the corporate seal of the Corporation and he, or an assistant secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his signature or by the signature of such assistant secretary. The board of directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his signature.

Section 5.11 The assistant secretary, or if there be more than one, the



assistant secretaries in the order determined by the board of directors, shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

#### THE TREASURER AND ASSISTANT TREASURERS

Section 5.12 The treasurer shall have the custody of the Corporate funds and securities and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the board of directors.

Section 5.13 The treasurer shall have the authority to invest the normal funds of the Corporation in the purchase and acquisition and to sell and otherwise dispose of these investments upon such terms as he may deem desirable and advantageous, and shall, upon request, render to the president and the directors an accounting of all such normal investment transactions.

Section 5.14 He shall disburse the funds of the Corporation as may be ordered by the board of directors, taking proper vouchers for such disbursements, and shall render to the president and the board of directors, at its regular meetings, or when the board of directors so requires, an account of all his transactions as treasurer and of the financial condition of the Corporation.

Section 5.15 If required by the board of directors, he shall give the Corporation a bond (which shall be renewed every six years) in such sum and with such surety or sureties as shall be satisfactory to the board of directors for the faithful performance of the duties of his office and for the restoration to the Corporation, in case of his death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in his possession or under his control belonging to the Corporation.

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Section 5.16 The assistant treasurer, or if there shall be more than one, the assistant treasurers in the order determined by the board of directors, shall, in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

Section 5.17 The controller shall keep the Corporation's accounting records and shall prepare accounting reports of the operating results as required by the board of directors and governmental authorities.

Section 5.18 The controller shall establish systems of internal control and accounting procedures for the protection of the Corporation's assets and funds.

#### ARTICLE VI

##### CERTIFICATES OF STOCK

Section 6.1 The interest of holders of stock in the Corporation shall be evidenced by certificates for shares of stock in such form as the appropriate officers of the Corporation may from time to time prescribe; provided, that the board of directors may provide by resolution or resolutions that all or some of all classes or series of the stock of the Corporation shall be represented by uncertificated shares. Notwithstanding the adoption of such a resolution by the board of directors of the Corporation, every holder of stock represented by a certificate and upon request every holder of uncertificated shares shall be entitled to have a certificate signed by, or in the name of the Corporation by, the chairman or vice-chairman of the board of directors, or the president or a vice president, and by the secretary or an assistant secretary, or by the treasurer or an assistant treasurer of the Corporation, representing the number of shares owned by him in the Corporation registered in certificated form. All certificates shall also be signed by a transfer agent and by a registrar. Except as otherwise expressly provided by law, the rights and obligations of the holders of uncertificated stock and the rights and obligations of the holders of certificates representing stock of the same class and series shall be identical.

Section 6.2 All signatures which appear on the certificate may be facsimile

including, without limitation, signatures of officers of the Corporation or the signatures of the stock transfer agent or registrar. In case any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if such person were such officer, transfer agent, or registrar at the date of issue.

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Section 6.3 If the Corporation shall be authorized to issue more than one class of stock or more than one series of any class, the designations, preferences, and relative, participating, optional, or other special rights of each class of stock or series thereof and the qualifications, limitations, or restrictions of such preferences and/or rights shall be set forth in full or summarized on the face or back of the certificate which the Corporation shall issue to represent such class or series of stock; provided, however, that except as otherwise provided in Section 202 of the General Corporation Law of Delaware, in lieu of the foregoing requirements, there may be set forth on the face or back of the certificate which the Corporation shall issue to represent such class or series of stock, a statement that the Corporation will furnish without charge, to each shareholder who so requests, the designations, preferences, and relative, participating, optional, or other special rights of each class of stock or series thereof and the qualifications, limitations, or restrictions of such preferences and/or rights.

#### LOST CERTIFICATES

Section 6.4 The board of directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost, stolen, or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen, or destroyed. When authorizing such issue of a new certificate or certificates, the board of directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or his legal representative to advertise the same in such manner as it shall require and/or to give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost, stolen, or destroyed.

#### TRANSFERS OF STOCK

Section 6.5 The shares of the stock of the Corporation represented by certificates shall be transferred on the books of the Corporation by the holder thereof in person or by his attorney, upon surrender for cancellation of certificates for the same number of shares, with an assignment and power of transfer endorsed thereon or attached thereto, duly executed, with such proof of the authenticity of the signature as the Corporation or its agents may reasonably require. Upon receipt of proper transfer instructions from the registered owner of uncertificated shares such uncertificated shares shall be canceled and issuance of new equivalent uncertificated shares or certificated shares shall be made to the person entitled thereto and the transaction shall be recorded upon the books of the Corporation. Within a reasonable time after the issuance or transfer of uncertificated stock, the Corporation shall send or cause to be sent to the registered owner thereof a written notice containing the information required to be set forth or stated on certificates pursuant to Delaware Law or, unless otherwise provided by Delaware Law, a statement that the Corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights.

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#### FIXING RECORD DATE

Section 6.6 In order that the Corporation may determine the shareholders entitled to notice of or to vote at any meeting of shareholders or any

adjournment thereof, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion, or exchange of stock or for the purpose of any other lawful action, the board of directors may fix, in advance, a record date, which shall not be more than sixty nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action. A determination of shareholders of record entitled to notice of or to vote at a meeting of shareholders shall apply to any adjournment of the meeting; provided, however, that the board of directors may fix a new record date for the adjourned meeting.

#### REGISTERED SHAREHOLDERS

Section 6.7 The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

#### ARTICLE VII

#### GENERAL PROVISIONS

#### DIVIDENDS

Section 7.1 Dividends upon the capital stock of the Corporation, subject to the provisions of the Certificate of Incorporation, if any, may be declared by the board of directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the Certificate of Incorporation.

Section 7.2 Before payment of any dividend, there may be set aside out of any funds of the Corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the Corporation, or for such other purpose as the directors shall think conducive to the interest of the Corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

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#### ANNUAL STATEMENT

Section 7.3 The board of directors shall present at each annual meeting and at any special meeting of the shareholders when called for by vote of the shareholders a full and clear statement of the business and condition of the Corporation.

#### CHECKS

Section 7.4 All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

#### FISCAL YEAR

Section 7.5 The fiscal year of the Corporation shall be fixed by resolution of the board of directors.

#### SEAL

Section 7.6 The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal, Delaware". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

#### INDEMNIFICATION OF OFFICERS, ETC.

Section 7.7 (a) Each person who was or is a party or is threatened to be made a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding") (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a director, officer or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (hereinafter an "indemnitee"), whether the basis of such proceeding is alleged activity in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior thereto), against all expense, liability and loss (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by such person in connection with such proceeding; provided that, (i) except with respect to proceedings to enforce rights to indemnification, the

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Corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the board of directors, and (ii) such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

(b) The Corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

(c) To the extent that a director, officer or employee of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) and (b) of this Section 7.7, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith. For purposes of determining the reasonableness of any such expenses, a certification to such effect by any member of the Bar of the State of Delaware, which member of the Bar may have acted as counsel to any such director, officer or employee, shall be binding upon the Corporation unless the Corporation establishes that the certification was made in bad faith.

(d) Any indemnification under subsections (a) and (b) of this Section 7.7 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer or employee is proper in the circumstances because any such person has met the applicable standard of conduct set forth in subsections (a) and (b) of

this Section 7.7. Such determination shall be made (i) by the board of directors, by a majority vote of directors who were not parties to such action, suit or proceeding, or (ii) if there are no such directors or if such directors so direct, by independent legal counsel in a written opinion, or (iii) by the shareholders.

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(e) Expenses (including attorneys' fees) incurred by an officer, director or employee of the Corporation in defending any civil, criminal, administrative or investigative action, suit or proceeding, shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director, officer or employee to repay such amount if it shall ultimately be determined that any such person is not entitled to be indemnified by the Corporation as authorized by this Section 7.7. Notwithstanding the foregoing, no advance shall be made by the Corporation if a determination is reasonably and promptly made by a majority vote of those directors who are not parties to such action, suit or proceeding, or, if there are no such directors or if such directors so direct, by independent legal counsel in a written opinion, that, based upon the facts known to such directors or counsel at the time such determination is made, such person acted in bad faith and in a manner that such person did not believe to be in or not opposed to the best interests of the corporation, or, with respect to any criminal proceeding, that such person had reasonable cause to believe his conduct was unlawful.

(f) The indemnification and advancement of expenses provided by, or granted pursuant to, the other subsections of this Section 7.7 shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office.

(g) The Corporation may but shall not be required to purchase and maintain insurance on behalf of any person who is or was a director, officer or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under this Section 7.7. The Corporation may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such sums as may become necessary to effect indemnification as provided herein.

(h) For purposes of this Section 7.7, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees, so that any person who is or was a director, officer or employee of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this Section 7.7 with respect to the resulting or surviving corporation as such person would have had with respect to such constituent corporation if its separate existence had continued.

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(i) For purposes of this Section 7.7, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a director, officer or employee of the Corporation which imposes duties on, or involves services by, such director, officer or employee with respect to an employee benefit plan, its participants or beneficiaries; and a

person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Section 7.7.

(j) The indemnification and advancement of expenses provided by, or granted pursuant to, this Section 7.7 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(k) This Section 7.7 shall be interpreted and construed to accord, as a matter of right, to any person who is or was a director, officer or employee of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, the full measure of indemnification and advancement of expenses permitted by Section 145 of the Business Corporation Law of the State of Delaware.

(l) Any costs incurred by any person in enforcing the provisions of this Section 7.7 shall be an indemnifiable expense in the same manner and to the same extent as other indemnifiable expenses under this Section 7.7.

(m) No amendment, modification or repeal of this Section 7.7 shall have the effect of or be construed to limit or adversely affect any claim or right to indemnification or advancement of expenses made by any person who is or was a director, officer or employee of this Corporation with respect to any state of facts which existed prior to the date of such amendment, modification or repeal, whether or not the Corporation has been notified of such claim, or such right has been asserted, prior to such date. Accordingly, any amendment, modification or repeal of this Section 7.7 shall be deemed to have prospective application only and shall not be applied retroactively.

#### BOOKS AND RECORDS

Section 7.8 No shareholder shall have any right of inspecting any account, or book, or paper or document of this Corporation, except as conferred by law or by resolution of the shareholders or directors.

Section 7.9 The accounts, books, papers and documents of this Corporation shall be kept at the principal office of the Corporation in Montgomery County, Maryland or at such other place or places as may be required by law or designated by resolution of the shareholders or directors.

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#### ARTICLE VIII

##### BYLAW AMENDMENTS

Subject to the provisions of the Certificate of Incorporation, these Bylaws may be altered, amended or repealed at any regular meeting of the shareholders (or at any special meeting thereof duly called for that purpose) by a majority vote of the shares represented and entitled to vote at such meeting; provided that in the notice of such special meeting notice of such purpose shall be given. Subject to the laws of the State of Delaware, the Certificate of Incorporation and these Bylaws, the board of directors may by majority vote of those present at any meeting at which a quorum is present amend these Bylaws, or enact such other Bylaws as in their judgment may be advisable for the regulation of the conduct of the affairs of the Corporation, except that Sections 3.1, 3.2 and 3.13 of Article III and Articles VIII and IX of the Bylaws may be amended only by the affirmative vote of the holders of at least sixty-six and two-thirds percent (66 2/3%) of the voting power of all the shares of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

#### ARTICLE IX

##### SHAREHOLDER ACTION

Any action required or permitted to be taken by the shareholders of the Corporation must be effected at a duly called annual or special meeting of such holders and may not be effected by any consent in writing by such holders.

Except as otherwise required by law and subject to the rights of the holders of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation, special meetings of shareholders of the Corporation may be called only by the board of directors pursuant to a resolution approved by a majority of the entire board of directors.

END OF BYLAWS

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EXHIBIT 12

EXHIBIT 12  
MARRIOTT INTERNATIONAL, INC.  
COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES  
(\$ in millions, except ratio)

	Fiscal year ended				
	2002	2001	2000	1999	1998
Income from continuing operations before income taxes	\$471	\$421	\$771	\$634	\$600
Loss related to equity method investees.....	6	14	6	6	8
	477	435	777	640	608
Add/(deduct):.....					
Fixed charges.....	180	220	198	135	84
Interest capitalized.....	(43)	(61)	(52)	(33)	(21)
Distributed income of equity method investees.....	27	4	2	2	5
Earnings available for fixed charges.....	\$641	\$598	\$925	\$744	\$676
Fixed charges:.....					
Interest expensed and capitalized/(1)/.....	\$129	\$170	\$152	\$ 94	\$ 51
Estimate of interest within rent expense.....	51	50	46	41	33
Total fixed charges.....	\$180	\$220	\$198	\$135	\$ 84
Ratio of earnings to fixed charges.....	3.6	2.7	4.7	5.5	8.0

/(1)/ "Interest expensed and capitalized" includes amortized premiums, discounts and capitalized expenses related to indebtedness.



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Marriott International, Inc.  
Foreign Subsidiaries - Country of Incorporation

Exhibit 21  
Page 1

Country: Antigua and Barbuda  
The Ritz-Carlton Hotel Company of Antigua Limited

Country: Argentina  
Marriott Argentina S.A.

Country: Aruba  
Aruba Marriott Resort & Stellaris Casino  
Cooperative Vereniging Marriott Vacation Club International of Aruba  
Marriott Aruba N.V.  
Marriott Resorts Hospitality of Aruba N.V.  
Marriott Vacation Club International of Aruba, N.V.  
MVCI Finance CV  
Plant Hotel N.V. (Joint Venture)

Country: Australia  
158 Ferny Avenue Holdings I Pty Limited  
158 Ferny Avenue Holdings II Pty Limited  
158 Ferny Avenue Ownership PTY Limited  
30 Pitt Street Pty Limited  
Lonex Pty Limited - (Joint Venture)  
Marriott International Hotels, Inc. (Australia Branch)  
Marriott International Management Company B.V. (Australian Branch)  
Mirmar Hotels Pty Limited  
Ramada International Management Company B.V. (Australian Branch)  
Renaissance Services B.V. (Australian Branch)

Country: Austria  
Design Center Linz Betriebsgesellschaft mbH (Joint Venture)  
Marriott Hotel-Betriebsgesellschaft, m.b.H  
Marriott Vacation Club  
Marriott Vacation Club Timesharing GmbH

Country: Bahamas  
Marriott Ownership Resorts (Bahamas) Limited  
Marriott Resorts Hospitality (Bahamas) Limited  
New World Hotels (Bahamas) Limited

Country: Belgium  
Marriott Hotels International B.V. (Belgium Branch)  
Renaissance Hotels International B.V. (Belgium Branch)  
Renaissance Hotels International, S.A.

Country: Bermuda  
CL International Insurance Company Ltd.  
Crest Management Services, Limited  
Marriott International Lodging, Ltd.  
Marriott International Services, Ltd.  
Ramada International Lodging, Ltd.  
Renaissance International Lodging Ltd.  
The Ritz-Carlton Hotel Company, Ltd

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Marriott International, Inc.  
Foreign Subsidiaries - Country of Incorporation

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Country: Brazil  
Alameda Santos Hotelaria Ltda.  
Brasil Sales Office Ltda.  
Mar Hoteis de Sao Paulo Ltda.  
Marriott do Brasil Hotelaria Ltda.  
MRS Holding Company Ltda.  
Operadora Rio de Janeiro Marriott Ltda.  
Operadora Sao Paulo Renaissance Ltda.

Ramada Management Company - Brazil 1, Ltda.  
Renaissance do Brasil Hotelaria Ltda.  
RHI do Brasil Hotelaria Ltda.  
Rochapora Desenvolvimento Imobilliario S/C Ltda  
Sao Paulo Alphaville Marriott Ltda.

Country: Canada  
Marriott Hotels of Canada Ltd.  
Marriott Lodging (Canada) Ltd.  
MCL Hotel Corporation  
Ramada Franchise Canada Inc.  
Renaissance Hotels Canada Limited  
The Ritz-Carlton Hotel Company of Canada, Ltd.  
The Ritz-Carlton Hotel Company Ontario, Ltd.  
Toronto Hotel Land Holding Ltd.

Country: Cayman Islands  
Renaissance Caribbean Limited  
The Ritz-Carlton Hotel Company of the Cayman Islands, Ltd.

Country: Chile  
Hoteles de Chile S.A. (Joint Venture)  
Marriott Chile S.A.  
Marriott Inversiones y Servicios Limitada  
MORI Chile S.A.  
The Ritz-Carlton Hotel Company of Chile Limitada  
The Ritz-Carlton Inversiones Limitada

Country: Costa Rica  
Hotelera Cali, S.A. (Joint Venture)  
Marina de Herradura, S.A. (Joint Venture)

Country: Czech Republic  
Gestin AG (Joint Venture)  
Marriott International Hotels, Inc. (Czech Branch)  
Penta Hotel Management GmbH (Czech Branch)

Country: Denmark  
Hotelinvest Kalvebod A/S - (Joint Venture)  
Marriott Hotels Denmark A/S

Country: Ecuador  
Amazonas H.O.T. S.A. (Joint Venture)  
Marriott International Hotels, Inc. (Ecuador Branch)

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Marriott International, Inc.  
Foreign Subsidiaries - Country of Incorporation

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Country: Egypt  
Marriott Hotels International (Taba Heights) B.V. (Egypt Branch)  
Marriott Hotels International B.V. (Egypt Branch)  
Marriott International Management Company B.V. (Egypt Branch)  
Marriott Mirage City Management Inc. (Egypt Branch)  
Renaissance Hotels International B.V. (Egypt Branch)  
The Ritz-Carlton Hotel Company of Egypt S.A.E.

Country: France  
Marriott de Gestion Hoteliere, S.A.R.L.  
Marriott Finance SAS  
Marriott Financial Holdings SAS  
MVCI France SAS  
MVCI Holidays France SAS  
Ramcap S.A.R.L.  
Roissy CYBM SAS  
Roissy Hotels S.A.R.L.

Country: Germany  
Berlin Marriott Hotelmanagement GmbH  
Bremen Marriott Hotelmanagement GmbH  
Frankfurt Marriott Hotelmanagement GmbH  
Hamburg Marriott Hotelmanagement GmbH

Leipzig Marriott Hotelmanagement GmbH  
Marriott Hotel Holding GmbH  
Middle Ring Properties GmbH Hotelbetriebsgesellschaft  
Muenchen Marriott Hotelmanagement GmbH  
MVCI Holidays GmbH  
Penta Hotel Managementgesellschaft mbH  
Teltow Ramada Hotel - Gesellschaft mbH  
The Ritz-Carlton Hotel Company (Berlin) GmbH  
The Ritz-Carlton Hotel Company of Germany, GmbH  
The Ritz-Carlton Hotel Management GmbH

Country: Greece  
Marriott Hotels Hellas, S.A.  
Oceanic Special Shipping Company Incorporated

Country: Guam  
Guam TAC 2003-1 LLC  
International Hotel Licensing Company S.a.r.l. (Guam Branch)  
Marriott Hotels International B.V. (Guam Branch)

Country: Honduras  
Marriott De Honduras, Sociedad de Responsabilidad Limitada

Country: Hong Kong  
Marriott Asia Pacific Management Limited  
Marriott Hong Kong Limited  
Marriott International Development, LTD.  
Marriott Properties (International) Limited  
New World Hotels International (Macau) Limited  
New World Hotels International Limited  
Ramada China Hotels Limited

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Foreign Subsidiaries - Country of Incorporation

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Country: Hong Kong  
Ramada Pacific Limited  
Renaissance Management Hong Kong Limited  
The Ritz-Carlton Hotel Company Sales and Marketing B.V. (Hong Kong Branch)  
The Ritz-Carlton Limited

Country: India  
Advani Hotels & Resorts (India) Limited  
Marriott Catering Limited (India Branch)  
Marriott Hotels India Private Limited

Country: Indonesia  
P.T. Marriott International Indonesia  
P.T. Renaissance International Indonesia  
PT The Ritz-Carlton Indonesia

Country: Ireland  
Marriott Hotels International B.V. (Ireland Branch)  
MVCI Ireland Ltd.  
MVCI Services Limited

Country: Italy  
Marriott Hotel Holding GmbH (Milan Branch)  
MVCI Holidays S.r.l.  
Ramada Hotels International B.V. (Italy Branch)

Country: Jamaica  
Jamaica Grande Limited - (Joint Venture)  
The Ritz-Carlton Hotel Company of Jamaica Limited

Country: Japan  
Marriott International Hotels, Inc. (Japan Branch)  
Marriott Terminal Services, Company Ltd.  
The Ritz-Carlton Hotel Company Sales and Marketing (Japan Branch)  
The Ritz-Carlton Japan, Inc.

Country: Jersey, Channel Isla  
Marriott European Holdings Limited - (Joint Venture)

Country: Jordan  
Business Tourism Company LLC - (Joint Venture)  
Marriott Hotels International B.V. (Jordan Branch)  
Marriott International Hotels, Inc. (Jordan Branch)

Country: Kuwait  
Kuwait National Hotel & Tourism Company - (Joint Venture)

Country: Lebanon  
MVICI Lebanon, S.A.R.L.

Country: Liberia  
New World Management Services Company Limited

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Foreign Subsidiaries - Country of Incorporation

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Country: Luxembourg  
IHLC Investment Company S.a r.l.  
International Hotel Licensing Company S.a.r.l.  
Marriott International Licensing Company, B.V.

Country: Malaysia  
Marriott Asia Pacific Management Limited (Malaysia Branch)  
New World Hotels International Corporation Limited (Malaysia Branch)  
Renaissance Hotels International, S.A. (Malaysia Branch)  
Renaissance Services B.V. (Malaysia Branch)

Country: Malta  
Renaissance Hotels International B.V. (Malta Branch)

Country: Mexico  
Adquisiciones Cancun-Vallarta S. de R.L. de C.V. - (Joint Venture)  
cia Hotelera Azteca, S.A. de C.V. (Hoteca) - (Joint Venture)  
Elcrisa, S.A. de C.V.  
Elcrisa, S.A. de C.V. - (Joint Venture)  
Marriott Hotels, S.A. de C.V.  
Marriott Mexicana S.A. de C.V.  
Marriott Mexico City Partnership G.P. - (Joint Venture)  
Operadora Marriott, S.A. de C.V.  
Polserv, S.A. de C.V. - (Joint Venture)  
Promociones Marriott, S.A. de C.V.  
R.M. Mexicana S.A. de C.V.  
Ramada International Association de Mexico, S.C.  
Servimar, S.A. de C.V. - (Joint Venture)  
The R.C. Management Company of Mexico, S.A. de C.V.  
The Ritz-Carlton Hotel Company of Mexico, S.A. de C.V.

Country: Netherlands  
Aruba Finance Holdings BV  
Bulgari Hotels & Resorts B.V.  
Chester Eaton Properties B.V.  
Diplomat Properties B.V.  
Luxury Hotels International B.V.  
Luxury Hotels International Management Company B.V.  
Marriott European Ventures B.V.  
Marriott Hotels International (Taba Heights) B.V.  
Marriott Hotels International B.V.  
Marriott Hotels of Amsterdam, B.V.  
Marriott International Finance Company B.V.  
Marriott International Holding Company B.V.  
Marriott International Licensing Company B.V.  
Marriott International Management Company B.V.  
Marriott RHG Acquisition B.V.  
MVICI Egypt B.V.  
MVICI Holdings B.V.  
Penta Hotels N.V.  
Ramada Hotels International B.V.

Ramada International Management Company B.V.  
Renaissance Hotel Group N.V.  
Renaissance Hotels International B.V.

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Foreign Subsidiaries - Country of Incorporation

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Country: Netherlands  
Renaissance International Management Company B.V.  
Renaissance Management B.V.  
Renaissance Services B.V.  
The Ritz-Carlton Hotel Company B.V.  
The Ritz-Carlton Hotel Company Sales and Marketing B.V.  
The Ritz-Carlton International Licensing Company B.V.

Country: Netherlands Antilles  
Costa Del Sol Development Company N.V.  
Costa Del Sol Holdings LTD.  
Diamant Hotel Investments N.V. - HPI  
Lux International Hotels N.V.  
Marriott Curacao N.V.  
Marriott International Lodging N.V.  
Netherlands Antilles Corporation Company N.V.  
New World Hotels International Corporation N.V.  
Ramada International Lodging N.V.  
Renaissance International Lodging N.V.  
Renaissance Reservations N.V.  
RHG Holding N.V.  
The Ritz-Carlton Company N.V.  
The Ritz-Carlton Hotel Company N.V.

Country: New Zealand  
Marriott International Services Ltd. (New Zealand Branch)

Country: Peru  
Marriott Peru S.A.C.

Country: Philippines  
Porto Bello Cove Hotel Corporation  
Porto Bello Cove Hotel Corporation - (Joint Venture)

Country: Poland  
LIM Joint Venture Ltd.

Country: Portugal  
Marriott Hotels International B.V. (Portugal Branch)

Country: Qatar  
The Ritz-Carlton Hotel Company of Qatar Limited

Country: Romania  
Marriott International Hotels, Inc. (Romania Branch)

Country: Russia  
Intour Penta Ltd. - (Joint Venture)

Country: Saint Kitts and Nevi  
Marriott St. Kitts Management Company, Inc.

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Foreign Subsidiaries - Country of Incorporation

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Country: Singapore  
Marriott Hotels Singapore Pte Ltd.  
The Ritz-Carlton Hotel Company of Singapore PTE LTD.  
The Ritz-Carlton Hotel Company Sales and Marketing B.V. (Singapore Branch)

Country: South Korea  
Central Tourist Development Company, Ltd. - (Joint Venture)  
Marriott Hotels International B.V. (Seoul Branch)  
Namwoo Tourism Co., Ltd. - (Joint Venture)  
Renaissance Hotels International B.V. (Korea Branch)  
The Ritz-Carlton Hotel Company B.V. (South Korea, Seoul Branch)

Country: Spain  
Marriott Catering Limited (Spain Branch)  
Marriott Estepona Holdings S.L.  
Marriott Hotels, S.L.  
MVCI Espana, S.L.  
MVCI Estepona Holidays, S.L.  
MVCI Holidays, S.L.  
MVCI Mallorca, S.L.  
MVCI Management, S.L.  
MVCI Playa Andalluza Holidays, S.L.  
R-C Spain, S.L.  
Spa Son Antem, S.L.

Country: Switzerland  
International Hotel Licensing Company, S.a.r.l. (Switzerland Branch)  
Marriott (Switzerland) Liab Ltd.  
Marriott Worldwide Payroll GmbH

Country: Thailand  
Maikhao Ownership (Thailand) Ltd.  
Maikhao Vacation Villas Limited - (Joint Venture)  
Marriott Hotels (Thailand) Limited  
Marriott Hotels (Thailand) Limited (Bangkok Branch)  
MVCI (Thailand) Limited  
Royal Garden Development Limited - (Joint Venture)

Country: Trinidad and Tobago  
Marriott Trinidad & Tobago Limited

Country: Turks and Caicos Isl  
Ramada (Turks & Caicos) Ltd.  
Renaissance Caribbean Limited (Turks & Caicos Branch)

Country: United Arab Emirates  
Marriott Hotels and Catering (Holdings) Limited (United Arab Emirates Branch)  
Marriott Ownership Resorts, Inc. (MORI) (Dubai Branch)

Country: United Kingdom  
Adachi Marriott European Partnership - (Joint Venture)  
Cheshunt Hotel Limited  
Cheshunt Hotel Operating Company Limited  
Cheshunt Marriott Limited

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Marriott International, Inc.  
Foreign Subsidiaries - Country of Incorporation

Page 8

Country: United Kingdom  
Consolidated Supplies Limited  
Financiere 47 Park Street Limited - (Joint Venture)  
Fortyseven Park Street Limited - (Joint Venture)  
Lomar Hotel Company Ltd.  
Marriott Catering Limited  
Marriott Development (UK), Ltd.  
Marriott European Hotel Operating Company Limited - (Joint Venture)  
Marriott Hotels (Reading) Limited  
Marriott Hotels and Catering (Holdings) Limited  
Marriott Hotels Limited  
Marriott In-Flight Services Limited  
Marriott Restaurants Limited  
MGRC Management Limited  
MGRC Marketing Limited  
MVCI Europe Limited  
MVCI Management (Europe) Limited

Rarework Limited - (Joint Venture)  
 Renaissance Services B.V. (United Kingdom Branch)  
 The Ritz-Carlton Hotel Limited

Country: Venezuela  
 Desarrollos Hotelco, C.A. - (Joint Venture)  
 Marriott Hotels International B.V. (Venezuela Branch)  
 Marriott International Capital Corporation (Venezuela Branch)

Country: Virgin Islands - BR  
 New World Hotels International Corporation Limited  
 New World Hotels Marketing Services Limited  
 Ramasia International Limited

Country: Western Samoa  
 Marriott Hotels Western Samoa Limited

1/13/03                      Marriott International, Inc.  
                                  Domestic Subsidiaries - State of Incorporation

Page 9

State: Arizona  
 Camelback Country Club, Inc. (d/b/a Camelback Golf Club)

State: California  
 Rancho San Antonio Retirement Services, Inc., A California Non-profit Mutual  
 Benefit Corporation

State: Colorado  
 Senior Living of Denver, LLC

State: Delaware  
 Addison SHS, LLC  
 Aerpuerto Shareholder, Inc.  
 Baltimore Marriott Inner Harbor, L.L.C.  
 BG Operations, Inc.  
 BG Orland Park, LLC  
 Big Boy Properties, Inc.  
 Brooklyn Hotel Services, Inc.  
 Camelback Properties Inn, Inc.  
 Capitol Employment Services, Inc.  
 CBM Annex, Inc.  
 Charleston Marriott, Inc.  
 Chicago Hotel Services, Inc.  
 City Center Annex Tenant Corporation  
 CNL Philadelphia Annex, LLC  
 Convention Center Holdings LLC  
 Corporate General, Inc.  
 Courtyard Annex, Inc.  
 Courtyard Management Corporation  
 CRL4 Tenant Corporation  
 CRTM17 Tenant Corporation  
 CTYD III Corporation  
 Customer Survey Associates, Inc.  
 Desert Ridge Resort, LLC  
 Desert Springs Real Estate Corporation  
 Detroit CY Inc.  
 Detroit Hotel Services, Inc.  
 Detroit MHS, Inc.  
 e-CRM Central, LLC  
 East Side Hotel Services, Inc.  
 Essex House Condominium Corporation  
 Execustay Corporation  
 Fairfield FMC Corporation  
 Forum Group Payroll, Inc.  
 Forum-NGH, Inc.  
 Franchise System Holdings, Inc.  
 Hearthside of Crete, Inc.  
 Hearthside of Tinley Park, Inc.  
 Hearthside Operations, Inc.  
 Host Restaurants, Inc.  
 Hunt Valley Courtyard, Inc.

LAX Properties, LLC  
LF, South Beach, LLC  
LLB Tenant Corporation

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Marriott International, Inc.  
Domestic Subsidiaries - State of Incorporation

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State: Delaware  
Luxury Finance, LLC  
Marriott Acquisition 2002 Subsidiary, LLC  
Marriott Acquisition 2002, LLC  
Marriott Braselton Corporation  
Marriott College Food, L.L.C.  
Marriott Continuing Care, LLC  
Marriott Distribution Holding Co.  
Marriott Distribution Services, Inc.  
Marriott Hotel Services, Inc.  
Marriott Hotels of Panama, Inc.  
Marriott Hurghada Management, Inc.  
Marriott Information Services, Inc.  
Marriott International Administrative Services, Inc.  
Marriott International Capital Corporation  
Marriott International Construction Services, Inc.  
Marriott International Design & Construction Services, Inc.  
Marriott International JBS Corporation  
Marriott International Resorts, L. P.  
Marriott International, Inc.  
Marriott Kauai Ownership Resorts, Inc.  
Marriott Kauai, Inc.  
Marriott Lincolnshire Theatre Corporation  
Marriott Magenta Holding Company, Inc.  
Marriott Market Street Hotel, Inc.  
Marriott Mirage City Management, Inc.  
Marriott Overseas Company, L.L.C.  
Marriott Overseas Owners Services Corporation  
Marriott Ownership Resorts Procurement, LLC  
Marriott Ownership Resorts, Inc.  
Marriott P.R. Management Corporation  
Marriott Payroll Services, Inc.  
Marriott Ranch Properties, Inc.  
Marriott Resort at Seaview, Inc.  
Marriott Resorts Sales Company, Inc.  
Marriott Resorts, Travel Company, Inc.  
Marriott Rewards Subsidiary, Inc.  
Marriott Rewards, Inc.  
Marriott Senior Holding Co.  
Marriott Senior Living Services, Inc.  
Marriott Sharm El Sheikh Management, Inc.  
Marriott Signal Capital, L.L.C.  
Marriott U.K. Holdings, Ltd.  
Marriott Vacation Club Ownership LLC 2000-1  
Marriott Vacation Club Ownership LLC 2002-1  
Marriott Vacation Properties of Florida, Inc.  
Marriott Wardman Park Investment, Inc.  
Marriott Worldwide Management, Inc.  
Marriott Worldwide Payroll Corp.  
Marriott Worldwide Sales and Marketing, Inc.  
Marriott's Desert Springs Development Corporation  
Marriott's Greenbelt Hotel Services, Inc.  
MC Lodging Investment Opportunities, Inc.

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Marriott International, Inc.  
Domestic Subsidiaries - State of Incorporation

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State: Delaware  
Meridian-Indianapolis, L.L.C.  
MHS Guam, Inc.  
MHSFR II, Inc.



MHSFR, Inc.  
MI Bachelor Gulch, LLC  
MI CBM Investor LLC  
MI Distribution, LLC  
MI Finance Company  
MI Georgia Credits, LLC  
MI Holding, L. P.  
MI Laguna, LLC  
MI Member, LLC  
MI Myrtle Beach, LLC  
MI Procurement Holdings, LLC  
MI Seattle, LLC  
MI Tenant LLC  
MI Tucson, LLC  
MI Western Investment, LLC  
MICC(California), LLC  
Mid-Atlantic Specialty Restaurants, Inc.  
MORI Residences, Inc.  
MORI SPC Corp.  
MORI SPC II, Inc.  
MORI SPC III CORP.  
MORI SPC IV Corp.  
MORI SPC V Corp.  
MRC I Funding Corporation  
MRWB, LLC  
MSLS Investments 12, Inc.  
MSLS Investments 17, Inc.  
MSLS Investments 20, Inc.  
MSLS Investments 22, Inc.  
MSLS Investments, LLC  
MSLS-MapleRidge, Inc.  
MTMG Corporation  
MTSC, INC.  
Musicians, Inc.  
MVIC International Holdings, Inc.  
New York MHS, Inc.  
New York Retirement Properties, Inc.  
Newark SHS, LLC  
North Drury Lane Productions, Inc.  
Potomac Advertising, Inc.  
Ramada Franchise Systems (Caribbean), Inc.  
Ramada Garni Franchise Systems, Inc.  
RBF, LLC  
RC Marriott II, Inc.  
RC Marriott III, Inc.  
RC Marriott, Inc.  
RC-UK, Inc.  
RCK Hawaii, LLC  
REN Boston Hotel Management LLC

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Marriott International, Inc.  
Domestic Subsidiaries - State of Incorporation

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State: Delaware  
REN Boston LP  
REN Hollywood, LLC  
Renaissance Florida Hotel, Inc.  
Renaissance Hollywood Payroll Company, LLC  
Renaissance Hotel Holdings, Inc.  
Renaissance Hotel Management Company, LLC  
Renaissance Hotel Operating Company  
Renaissance International, Inc.  
Renaissance Reservations, Inc.  
Renaissance Services, Inc.  
Residence Inn by Marriott, Inc.  
RHG Finance Corporation  
RHG Investments, Inc.  
RHHI Acquisition Corp.  
RHHI Investment Corp.  
RHOC (Canada), Inc.  
RHOC (Mexico), Inc.

RINA (International) Inc.  
Ritz-Carlton (Virgin Islands), Inc.  
Rock Lynnwood/Snohomish GenPar, Inc.  
Rock Lynnwood/Snohomish Partners, L.P.  
ROCK Partners, L.L.C.  
RST4 Tenant LLC  
SC Orlando, L.L.C.  
Schaumberg/Oakbrook Marriott Hotels, Inc.  
SF-Courtyard, LLC  
Shady Grove Courtyard, Inc.  
SHC Eastside II, L.L.C.  
Sonoma Renaissance, LLC  
SpringHill SMC Corporation  
Square 369 Hotel Associates, LLC  
Staffing Services, Inc.  
The Ritz-Carlton Development Company, Inc.  
The Ritz-Carlton Hotel Company of Puerto Rico, Inc.  
The Ritz-Carlton Hotel Company, L.L.C.  
The Ritz-Carlton International Construction Services, Inc.  
The Ritz-Carlton Management Company, L.L.C.  
The Ritz-Carlton Sales Company, Inc.  
The Ritz-Carlton Title Company, Inc.  
The Ritz-Carlton Travel Company, L.L.C.  
TownePlace Management Corporation  
Two Flags Joint Venture LLC  
Two Flags Subsidiary LLC  
West Street Hotels, Inc.  
Weststock Corporation

State: Florida  
Marriott Resorts Title Company, Inc.  
Redi-Medical Alert, Inc.

State: Georgia  
The Dining Room Corporation

1/13/03                      Marriott International, Inc.  
                                 Domestic Subsidiaries - State of Incorporation

Page 13

State: Hawaii  
F. L. Insurance Corporation  
Marquis Insurance Corporation

State: Indiana  
Forum Cupertino Lifecare, Inc.  
Forum Lifecare, Inc.  
National Guest Homes, LLC

State: Kansas  
Kansas Hospitality Services, Inc.

State: Maryland  
Columbia Courtyard, Inc.  
Marriott International Hotels, Inc.  
Marriott Worldwide Corporation  
MHS Realty Sales, Inc.  
MI Fulfillment Services, LLC  
MII Conference Center, Inc.  
Vanguard Charles Street, LLC  
VCS, Inc.

State: Massachusetts  
MI Hotels of Massachusetts, Inc.

State: Nevada  
Heavenly Resort Properties LLC  
MI Hotels of Las Vegas, Inc.

State: New York  
Marriott Home Care of New York, Inc.

State: Oregon  
Synthetic American Fuel Enterprises Holdings, Inc.  
Synthetic American Fuel Enterprises I, LLC  
Synthetic American Fuel Enterprises II, LLC

State: Puerto Rico  
Fajardo, Puerto Rico J.W. Marriott Management, Inc.  
Isla Verde, Puerto Rico Courtyard by Marriott Management, Inc.  
MVCI Puerto Rico, Inc.  
San Juan Hotel Investment Company, Inc.  
The Ritz-Carlton Hotel Company San Juan, Inc.

State: South Carolina  
Marriott Resorts Hospitality Corporation

State: Texas  
Chaparral Club (Non-profit)  
Hospitality International, Inc.  
Marriott Claims Services Corporation  
MHSI Conference Centers of Texas, Inc.

1/13/03                              Marriott International, Inc.  
Domestic Subsidiaries - State of Incorporation

State: Texas  
The Campbell Club (Non-profit)  
The Finish Line Club (Non-profit)  
The Fireside Club (Non-profit)  
The Gazebo Club (Non-profit)  
The Laredo Club (Non-profit)  
The Legacy Park Club

State: Utah  
Gambits, A Nonprofit Corporation (Incorporated Club)

State: Virgin Islands (U.S.)  
Marriott Hotel Management Company (Virgin Islands), Inc.  
Marriott Ownership Resorts (St. Thomas), Inc.  
RC Hotels (Virgin Islands), Inc.  
The Ritz-Carlton Club, St. Thomas, Inc.

State: Virginia  
Marriott Senior Living Insurance Services, Inc.

State: West Virginia  
West Virginia Marriott Hotels, Inc.

1/13/03                              Assumed Names 10K Report  
Domestic Entities

"CbM" means "Courtyard by Marriott" / "RI" means "Residence Inn" / "FibM" means  
"Fairfield Inn by Marriott" / "MVCI" means "Marriott Vacation Club  
International" / "HMVC" means "Horizons by Marriott Vacation Club"

Alabama  
Entity Name  
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Assumed Name  
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Forum-NGH, Inc.  
Marriott Ownership Resorts, Inc.

Galleria Oaks Guest Home  
Marriott Vacation Club International (MVCI)

Arizona  
Entity Name  
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Assumed Name  
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Courtyard Management Corporation  
Courtyard Management Corporation

Chandler Courtyard by Marriott  
Phoenix Mesa CbM, Camelback CbM, Phoenix

Courtyard Management Corporation	Airport CbM, Scottsdale CbM, Tucson CbM
Courtyard Management Corporation	Phoenix MetroCenter CbM
Desert Ridge Resort, LLC	Scottsdale Downtown Courtyard
Fairfield FMC Corporation	Wild Fire Golf Course
	Scottsdale Fairfield Inn by Marriott (FibM),
	Phoenix FibM, Flagstaff FibM
Forum-NGH, Inc.	Village Oaks at Chandler
Forum-NGH, Inc.	Village Oaks at Glendale
Forum-NGH, Inc.	Village Oaks at Mesa
Marriott Hotel Services, Inc.	Marriott Camelback Inn Resort
Marriott International, Inc.	Mountain Shadows Resort, Mountain Shadows,
	Marriott's Mountain Shadows Resort
Marriott Ownership Resorts, Inc.	MVCI
Marriott Senior Living Services, Inc.	Brighton Gardens
Marriott Senior Living Services, Inc.	The Forum Pueblo Norte
Residence Inn by Marriott, Inc.	Flagstaff RI
Residence Inn by Marriott, Inc.	Phoenix Airport-Tempe RI
Residence Inn by Marriott, Inc.	Phoenix Residence Inn
Residence Inn by Marriott, Inc.	Scottsdale RI
Residence Inn by Marriott, Inc.	Tucson RI

Arkansas

Entity Name	Assumed Name
-----	-----
Courtyard Management Corporation	Little Rock CbM

California

Entity Name	Assumed Name
-----	-----
Courtyard Management Corporation	Courtyard by Marriott
Courtyard Management Corporation	Novato Courtyard by Marriott
Courtyard Management Corporation	Pleasant Hills Courtyard
Courtyard Management Corporation	San Francisco Oyster Point Courtyard
CTYD III Corporation	Courtyard by Marriott
Fairfield FMC Corporation	Anaheim Fairfield Inn
Fairfield FMC Corporation	Buena Park FibM, Placentia FibM
Fairfield FMC Corporation	Rancho Cordova FibM, Ontario FibM
Marriott Hotel Services, Inc.	Anaheim Marriott
Marriott Hotel Services, Inc.	Costa Mesa Marriott Suites
Marriott Hotel Services, Inc.	La Jolla Marriott Hotel
Marriott Hotel Services, Inc.	Los Angeles Airport Marriott, Newport
	Beach Marriott Hotel
Marriott Hotel Services, Inc.	Marriott's Desert Springs Resort and Spa
Marriott Hotel Services, Inc.	Monterey Marriott Hotel

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Assumed Names 10K Report  
Domestic Entities

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"CbM" means "Courtyard by Marriott" / "RI" means "Residence Inn" / "FibM" means "Fairfield Inn by Marriott" / "MVCI" means "Marriott Vacation Club International" / "HMVC" means "Horizons by Marriott Vacation Club"

California

Entity Name	Assumed Name
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Marriott Hotel Services, Inc.	Napa Valley Marriott Hotel
Marriott Hotel Services, Inc.	Rancho Las Palmas Marriott Resort
Marriott Hotel Services, Inc.	Santa Clara Marriott Hotel
Marriott International, Inc.	Courtyard by Marriott
Marriott International, Inc.	Irvine Marriott Hotel Marriott
	International, Inc. La Jolla Marriott Hotel
Marriott International, Inc.	Los Angeles Airport Marriott
Marriott International, Inc.	Manhattan Beach Marriott
Marriott Kauai Ownership Resorts, Inc.	San Diego Marriott Hotel Marina
Marriott Kauai Ownership Resorts, Inc.	(MVCI) Orange County
Marriott Ownership Resorts, Inc.	Marriott Vacation Club International (MVCI)
Marriott Resorts Hospitality Corporation	MVCI
Marriott Resorts, Travel Company, Inc.	Marriott Vacation Club International (MVCI)
	Marriott Vacation Club International (MVCI)

Marriott Senior Living Services, Inc.	Brighton Gardens
Marriott Senior Living Services, Inc.	Brighton Gardens Carlsbad
Marriott Senior Living Services, Inc.	Brighton Gardens Carmel Valley
Marriott Senior Living Services, Inc.	Brighton Gardens of Yorba Linda
Marriott Senior Living Services, Inc.	Brighton Gardens San Dimas
Marriott Senior Living Services, Inc.	Brighton Gardens Santa Rosa
Marriott Senior Living Services, Inc.	Brighton Gardens Villa Service
Marriott Senior Living Services, Inc.	Marriott's MapleRidge of Hemet
Marriott Senior Living Services, Inc.	Marriott's MapleRidge of Laguna Creek
Marriott Senior Living Services, Inc.	Villa Valencia
MSLS-MapleRidge, Inc.	Marriott's MapleRidge of Palm Springs
Residence Inn by Marriott, Inc.	Anaheim RI, Fountain Valley RI, Irvine RI, Placentia RI, Costa Mesa RI
Residence Inn by Marriott, Inc.	Arcadia RI
Residence Inn by Marriott, Inc.	Bakersfield RI
Residence Inn by Marriott, Inc.	Beverly Hills RI
Residence Inn by Marriott, Inc.	Costa Mesa RI
Residence Inn by Marriott, Inc.	Fountain Valley RI
Residence Inn by Marriott, Inc.	Fremont RI
Residence Inn by Marriott, Inc.	Irvine RI
Residence Inn by Marriott, Inc.	Kearney Mesa RI
Residence Inn by Marriott, Inc.	La Jolla RI
Residence Inn by Marriott, Inc.	Long Beach RI
Residence Inn by Marriott, Inc.	Manhattan Beach RI
Residence Inn by Marriott, Inc.	MIRI Mesa Residence Inn
Residence Inn by Marriott, Inc.	Mountain View RI
Residence Inn by Marriott, Inc.	Placentia RI
Residence Inn by Marriott, Inc.	Pleasant Hills RI
Residence Inn by Marriott, Inc.	Rancho Bernardo RI
Residence Inn by Marriott, Inc.	Residence Inn Cypress
Residence Inn by Marriott, Inc.	Sacramento-Natomas RI
Residence Inn by Marriott, Inc.	San Jose RI
Residence Inn by Marriott, Inc.	San Jose RI
Residence Inn by Marriott, Inc.	San Mateo RI

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Assumed Names 10K Report  
Domestic Entities

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"CbM" means "Courtyard by Marriott" / "RI" means "Residence Inn" / "FibM" means "Fairfield Inn by Marriott" / "MVCI" means "Marriott Vacation Club International" / "HMVC" means "Horizons by Marriott Vacation Club"

California  
Entity Name  
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Assumed Name  
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Residence Inn by Marriott, Inc.	San Ramon RI
Residence Inn by Marriott, Inc.	Silicon Valley I & II RI,
Residence Inn by Marriott, Inc.	Torrance RI

Colorado  
Entity Name  
-----

Assumed Name  
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Courtyard Management Corporation	Denver Airport CbM, Boulder CbM, Denver SE CbM
Marriott Hotel Services, Inc.	Denver West Marriott Hotel
Marriott Kauai Ownership Resorts, Inc.	MVCI
Marriott Ownership Resorts, Inc.	MVCI
Marriott Resorts Hospitality Corporation	MVCI
Marriott Resorts Sales Company, Inc.	Marriott Vacation Club International (MVCI)
Residence Inn by Marriott, Inc.	Boulder RI
Residence Inn by Marriott, Inc.	Colorado Springs RI
Residence Inn by Marriott, Inc.	Denver Downtown RI
Residence Inn by Marriott, Inc.	Denver South RI

Connecticut  
Entity Name  
-----

Assumed Name  
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Courtyard Management Corporation	Norwalk CbM, Hartford CbM
Fairfield FMC Corporation	Hartford Airport FibM (Windsor/Windsor Lock)
Marriott Hotel Services, Inc.	Stamford Marriott Hotel (Stamford & Rocky Hill)
Marriott Ownership Resorts, Inc.	MVCI
Marriott Senior Living Services, Inc.	Brighton Gardens of Stamford
Marriott Senior Living Services, Inc.	Edgehill/Continuing Care Retirement Community of Greater

Stamford, Inc.

Delaware

Entity Name

Assumed Name

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Courtyard Management Corporation  
Fairfield FMC Corporation  
Marriott Ownership Resorts, Inc.  
Marriott Senior Living Services, Inc.  
Residence Inn by Marriott, Inc.

Wilmington CbM, (1102 West Street & 48 Geofry Drive)  
Wilmington FibM  
MVCI  
Stonegates  
Wilmington RI

District Of Columbia

Entity Name

Assumed Name

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The Ritz-Carlton Hotel Company, L.L.C

The Fairfax Club

Florida

Entity Name

Assumed Name

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Courtyard Management Corporation  
CTYD III Corporation  
Fairfield FMC Corporation  
Fairfield FMC Corporation  
Fairfield FMC Corporation  
Forum-NGH, Inc.  
Forum-NGH, Inc.

Courtyard by Marriott  
Courtyard by Marriott  
Gainsville FibM  
Miami West FibM, Winter Park FibM  
Orlando International Drive FibM  
Village Oaks at Conway  
Village Oaks at Melbourne

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Assumed Names 10K Report  
Domestic Entities

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"CbM" means "Courtyard by Marriott" / "RI" means "Residence Inn" / "FibM" means  
"Fairfield Inn by Marriott" / "MVCI" means "Marriott Vacation Club  
International" / "HMVC" means "Horizons by Marriott Vacation Club"

Florida

Entity Name

Assumed Name

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Forum-NGH, Inc.  
Forum-NGH, Inc.  
Forum-NGH, Inc.  
LLB Tenant Corporation  
LLB Tenant Corporation  
LLB Tenant Corporation  
LLB Tenant Corporation  
LLB Tenant Corporation  
LLB Tenant Corporation  
LLB Tenant Corporation  
LLB Tenant Corporation  
Marriott Continuing Care, LLC  
Marriott Hotel Services, Inc.  
Marriott Hotel Services, Inc.  
Marriott Hotel Services, Inc.  
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Marriott Hotel Services, Inc.  
Marriott Hotel Services, Inc.  
Marriott Hotel Services, Inc.  
Marriott International, Inc.  
Marriott International, Inc.  
Marriott International, Inc.  
Marriott Ownership Resorts, Inc.  
Marriott Ownership Resorts, Inc.  
Marriott Ownership Resorts, Inc.  
Marriott Ownership Resorts, Inc.  
Marriott Resorts Hospitality Corporation  
Marriott Resorts Hospitality Corporation

Village Oaks at Orange Park  
Village Oaks at Southpoint  
Village Oaks at Tuskawalla  
Courtyard Cafe  
Courtyard Marriott Village At Lake Buena Vista  
Courtyard Pool Bar & Grille  
Fairfield Inn Cafe  
Fairfield Inn Pool Bar & Grille  
SpringHill Pool Bar & Grille  
Suite Seasons  
Village Grille  
Calusa Harbor  
3030 Ocean  
Cafe Waterside  
Champions  
Fort Lauderdale Marina, Tampa Airport  
IL Terrazzo  
Le Grande Blue  
Miami Beach Marriott At South Beach  
Miami International Airport Marriott  
Riva Restaurant  
SPA Waterside  
Tampa Marriott Waterside  
The Spa at Marriott's Harbor Beach Resort  
The Spa Cafe  
Tranquility  
Destinations by Marriott  
Hawk's Landing Steakhouse & Grille  
Tampa Marriott Waterside  
Faldo Golf Institute by Marriott  
Horizons by Marriott Vacation Club (HMVC)  
International Golf Club  
MVCI  
Horizons By Marriott Vacation Club  
MVCI

Marriott Resorts, Travel Company, Inc.	MVCI
Marriott Senior Living Services, Inc.	Brighton Gardens
Marriott Senior Living Services, Inc.	Brighton Gardens (in Boynton Beach)
Marriott Senior Living Services, Inc.	Brighton Gardens by Marriott
Marriott Senior Living Services, Inc.	Brighton Gardens by Marriott of Maitland
Marriott Senior Living Services, Inc.	Brighton Gardens by Marriott of Venice
Marriott Senior Living Services, Inc.	Brighton Gardens by Marriott of West Palm Beach
Marriott Senior Living Services, Inc.	Brighton Gardens of Boca Raton
Marriott Senior Living Services, Inc.	Brighton Gardens of Boynton Beach
Marriott Senior Living Services, Inc.	Brighton Gardens of Naples
Marriott Senior Living Services, Inc.	Brighton Gardens of Tampa
Marriott Senior Living Services, Inc.	Brighton Gardens Orlando Park
Marriott Senior Living Services, Inc.	Calusa Harbour

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Assumed Names 10K Report  
Domestic Entities

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"CbM" means "Courtyard by Marriott" / "RI" means "Residence Inn" / "FibM" means "Fairfield Inn by Marriott" / "MVCI" means "Marriott Vacation Club International" / "HMVC" means "Horizons by Marriott Vacation Club"

Florida

Entity Name	Assumed Name
-----	-----
Marriott Senior Living Services, Inc.	Marriott Home Health Services
Marriott Senior Living Services, Inc.	Stratford Court (in Boca Raton, Palm Harbour)
Marriott Senior Living Services, Inc.	The Horizon Club (in Deerfield)
Renaissance Hotel Operating Company	Renaissance Orlando Resort
Residence Inn by Marriott, Inc.	Boca Raton RI
Residence Inn by Marriott, Inc.	Jacksonville RI
Residence Inn by Marriott, Inc.	Lake Buena Vista RI,
Residence Inn by Marriott, Inc.	Pensacola RI
Residence Inn by Marriott, Inc.	St. Petersburg RI
The Ritz-Carlton Hotel Company, L.L.C	Aria
The Ritz-Carlton Hotel Company, L.L.C	Lemonia
The Ritz-Carlton Hotel Company, L.L.C	Pool Side Grill
The Ritz-Carlton Hotel Company, L.L.C	The Ritz-Carlton Golf Resort Naples
The Ritz-Carlton Hotel Company, L.L.C	The Ritz-Carlton, Key Biscayne
The Ritz-Carlton Hotel Company, L.L.C	The Ritz-Carlton, Key Biscayne Spa
The Ritz-Carlton Hotel Company, L.L.C	The Sand Bar Grill

Georgia

Entity Name	Assumed Name
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Courtyard Management Corporation	Executive Park CbM, Roswell CbM, Atlanta Perimeter CbM, Atlanta Airport CbM, Midtown CbM
Courtyard Management Corporation	Macon CbM, Atlanta Delk Road CbM, Augusta CbM
Courtyard Management Corporation	Peachtree Corners CbM, Atlanta Airport South CbM
Courtyard Management Corporation	Peachtree-Dunwoody CbM, Cumberland Center CbM, Gwinnett Mall CbM, Jimmy Carter CbM
Courtyard Management Corporation	Savannah CbM, Columbus CbM
Courtyard Management Corporation	Windy Hill CbM, Northlake CbM, Atlanta Airport South CbM, Atlanta Perimeter CbM, Atlanta Airport CbM
Fairfield FMC Corporation	Atlanta Gwinnett Mall FibM, Atlanta Northlake FibM
Marriott Hotel Services, Inc.	Atlanta Norcross Marriott Hotel
Marriott Hotel Services, Inc.	Atlanta Perimeter Center Hotel
Marriott Ownership Resorts, Inc.	MVCI
Marriott Resorts Hospitality Corporation	MVCI
Marriott Resorts, Travel Company, Inc.	MVCI
Marriott Senior Living Services, Inc.	Brighton Gardens of Buckhead
Residence Inn by Marriott, Inc.	Atlanta Airport RI
Residence Inn by Marriott, Inc.	Atlanta Alpharetta RI
Residence Inn by Marriott, Inc.	Atlanta Buckhead RI
Residence Inn by Marriott, Inc.	Atlanta Midtown RI
Residence Inn by Marriott, Inc.	Atlanta Perimeter Mall RI

Hawaii

Entity Name	Assumed Name
-----	-----
Marriott Hotel Services, Inc.	J.W. Marriott Ihilani Resort & Spa
Marriott Hotel Services, Inc.	Kuhio Beach Grill

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Assumed Names 10K Report  
Domestic Entities

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"CbM" means "Courtyard by Marriott" / "RI" means "Residence Inn" / "FibM" means  
"Fairfield Inn by Marriott" / "MVCI" means "Marriott Vacation Club  
International" / "HMVC" means "Horizons by Marriott Vacation Club"

Hawaii

Entity Name  
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Assumed Name  
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Marriott Hotel Services, Inc.	Waikiki Beach Hotel
Marriott International, Inc.	Maui Marriott Resort
Marriott International, Inc.	Waikiki Beach Hotel
Marriott International, Inc.	Waikiki Beach Marriott Hotel
Marriott Kauai Ownership Resorts, Inc.	MVCI - Registration Number: 234405
Marriott Ownership Resorts, Inc.	Marriott's Waiohai Beach Resort
Marriott Ownership Resorts, Inc.	MVCI
MRWB, LLC	Waikiki Beach Hotel
MRWB, LLC	Waikiki Beach Marriott Resort
RCK Hawaii, LLC	RCK Hawaii-Maui, LLC

Illinois

Entity Name  
-----

Assumed Name  
-----

Courtyard Management Corporation	Arlington Heights CbM, Arlington Heights South CbM, Chicago/Deerfield CbM, Chicago Downtown CbM
Courtyard Management Corporation	Chicago-Highland Park CbM, Chicago/Lincolnshire CbM, Glenview CbM, Naperville CbM
Courtyard Management Corporation	Oakbrook Terrace CbM, O'Hare CbM, Rockford CbM, Waukegan CbM, Wood Dale CbM
Courtyard Management Corporation	St. Charles Courtyard by Marriott
CTYD III Corporation	Courtyard by Marriott
Fairfield FMC Corporation	Bloomington/Normal FibM, Chicago Lansing FibM, Glenview FibM, Peoria FibM, Rockford FibM, Willowbrook FibM
Marriott Hotel Services, Inc.	Chicago Deerfield Marriott Suites, Chicago Marriott Downtown Hotel, Chicago Marriott Oakbrook Hotel
Marriott Hotel Services, Inc.	Lincolnshire Catering
Marriott International, Inc.	Chicago Marriott O'Hare
Marriott Ownership Resorts, Inc.	HMVC
Marriott Ownership Resorts, Inc.	MVCI
Marriott Senior Living Services, Inc.	Brighton Gardens at Orland Park
Marriott Senior Living Services, Inc.	Brighton Gardens by Marriott of Prospect Heights & Burr Ridge
Renaissance Hotel Operating Company	Renaissance Oak Brook Hotel, Renaissance Chicago Hotel
Residence Inn by Marriott, Inc.	Chicago Downtown RI
Residence Inn by Marriott, Inc.	Chicago Lombard RI
Residence Inn by Marriott, Inc.	Chicago O'Hare RI
Residence Inn by Marriott, Inc.	Deerfield RI

Indiana

Entity Name  
-----

Assumed Name  
-----

Courtyard Management Corporation	Courtyard by Marriott
CTYD III Corporation	Courtyard by Marriott
Fairfield FMC Corporation	Fort Wayne FibM
Fairfield FMC Corporation	Indianapolis Castleton FibM, Indianapolis Castleton FibM, Indianapolis College Park FibM
Forum-NGH, Inc.	Village Oaks at Fort Wayne
Forum-NGH, Inc.	Village Oaks at Greenwood
Meridian-Indianapolis, L.L.C.	Meridian Oaks Guest Home
Residence Inn by Marriott, Inc.	Fort Wayne RI

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Assumed Names 10K Report  
Domestic Entities

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"CbM" means "Courtyard by Marriott" / "RI" means "Residence Inn" / "FibM" means



"Fairfield Inn by Marriott" / "MVCI" means "Marriott Vacation Club International" / "HMVC" means "Horizons by Marriott Vacation Club"

Indiana  
Entity Name  
-----

Assumed Name  
-----

Residence Inn by Marriott, Inc.

Indianapolis North RI

Iowa  
Entity Name  
-----

Assumed Name  
-----

Courtyard Management Corporation  
Fairfield FMC Corporation

Des Moines/Clive CbM, Quad Cities CbM  
Cedar Rapids FibM, Des Moines FibM

Kentucky  
Entity Name  
-----

Assumed Name  
-----

Courtyard Management Corporation  
CTYD III Corporation  
Fairfield FMC Corporation  
Marriott Ownership Resorts, Inc.  
Marriott Ownership Resorts, Inc.  
Marriott Resorts Hospitality Corporation  
Marriott Resorts, Travel Company, Inc.  
Residence Inn by Marriott, Inc.

Courtyard by Marriott  
Courtyard by Marriott  
Florence FibM, Louisville East FibM  
HMVC  
MVCI  
MVCI One  
MVCI Two  
Louisville RI, Lexington RI

Louisiana  
Entity Name  
-----

Assumed Name  
-----

Courtyard Management Corporation  
Courtyard Management Corporation  
Renaissance Hotel Management Co.  
Residence Inn by Marriott, Inc.  
SpringHill SMC Corporation

Baton Rouge CbM  
Courtyard by Marriott (Metairie, LA)  
Renaissance Pere Marquette Hotel  
Bossier City RI  
SpringHill Suites by Marriott

Maine  
Entity Name  
-----

Assumed Name  
-----

Fairfield FMC Corporation  
Marriott Resorts Title Company, Inc.

Portland FibM  
Marriott Resorts Title, Inc.

Maryland  
Entity Name  
-----

Assumed Name  
-----

Courtyard Management Corporation  
CTYD III Corporation  
Marriott Hotel Services, Inc.  
  
Marriott International, Inc.  
Marriott Ownership Resorts, Inc.  
Marriott Resorts Hospitality Corporation  
Marriott Resorts, Travel Company, Inc.  
Marriott Senior Living Services, Inc.  
Marriott Senior Living Services, Inc.  
Residence Inn by Marriott, Inc.

Courtyard by Marriott  
Courtyard by Marriott  
Bethesda Marriott Hotel, Washington, Gaithersburg  
Marriott Hotel  
Courtyard by Marriott  
MVCI  
MVCI  
MVCI  
Bedford Court  
Brighton Gardens of Friendship Heights  
Annapolis RI, Bethesda RI

Massachusetts  
Entity Name  
-----

Assumed Name  
-----

Courtyard Management Corporation  
Marriott Hotel Services, Inc.

Lowell CbM, Stoughton CbM, Milford CbM  
Marriott Long Wharf

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Assumed Names 10K Report  
Domestic Entities

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"CbM" means "Courtyard by Marriott" / "RI" means "Residence Inn" / "FibM" means "Fairfield Inn by Marriott" / "MVCI" means "Marriott Vacation Club International" / "HMVC" means "Horizons by Marriott Vacation Club"

Entity Name -----	Assumed Name -----
Marriott Ownership Resorts, Inc.	MVCI
Marriott Resorts Hospitality Corporation	MVCI
Renaissance Hotel Operating Company	Renaissance Bedford Hotel
Residence Inn by Marriott, Inc.	Boston Tewksbury/Andover RI
Residence Inn by Marriott, Inc.	Boston-Westborough RI
Residence Inn by Marriott, Inc.	Cambridge Residence Inn by Marriott
Residence Inn by Marriott, Inc.	Danvers RI (aka/ Boston-North Shore)
The Ritz-Carlton Hotel Company, L.L.C	The Ritz-Carlton Boston Common
The Ritz-Carlton Hotel Company, L.L.C	The Ritz-Carlton, Boston

Michigan Entity Name -----	Assumed Name -----
Courtyard Management Corporation	Dearborn CbM, Detroit Airport CbM, Livonia CbM, Warren CbM, Southfield CbM, Troy CbM
Courtyard Management Corporation	Detroit/Novi CbM
Courtyard Management Corporation	Southfield CbM, Livonia CbM, Warren CbM, Detroit Airport CbM, Dearborn CbM, Auburn Hills CbM
Courtyard Management Corporation	Troy CbM, Auburn Hills CbM
Detroit Hotel Services, Inc.	Detroit Marriott at Renaissance Center
Detroit MHS, Inc.	Detroit Marriott At Renaissance Center
Fairfield FMC Corporation	Detroit Airport FibM, Detroit Madison FibM, Detroit West FibM, Detroit Warren FibM, Kalamazoo FibM
Marriott Hotel Services, Inc.	Detroit Romulus Marriott Hotel, Detroit Metro Airport Marriott Hotel
Marriott International, Inc.	Courtyard by Marriott, Fairfield Inn
Residence Inn by Marriott, Inc.	East Lansing RI, Dearborn RI, Ann Arbor RI, Troy Central RI
Residence Inn by Marriott, Inc.	Troy South RI, Southfield Michigan RI, Warren RI, Grand Rapids RI, Kalamazoo RI

Minnesota Entity Name -----	Assumed Name -----
Courtyard Management Corporation	Eden Prairie CbM, Medota Heights CbM
Marriott Hotel Services, Inc.	Minneapolis City Center Marriott Hotel
Marriott Ownership Resorts, Inc.	HMVC
Marriott Ownership Resorts, Inc.	MVCI
Marriott Resorts Hospitality Corporation	MVCI
Marriott Resorts, Travel Company, Inc.	MVCI
Residence Inn by Marriott, Inc.	Eden Prairie RI

Missouri Entity Name -----	Assumed Name -----
Courtyard Management Corporation	Creve Coeur CbM
Courtyard Management Corporation	Earth City CbM
Courtyard Management Corporation	Kansas City Airport CbM, St. Louis-Westport CbM
Courtyard Management Corporation	St. Louis CbM, South Kansas City CbM
CRTM17 Tenant Corporation	St. Louis Airport Marriott Hotel
Fairfield FMC Corporation	St. Louis Hazelwood FibM
Marriott Hotel Services, Inc.	St. Louis Pavillion Marriott Hotel, St. Louis Airport Marriott, Kansas City Airport Marriott

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Assumed Names 10K Report  
Domestic Entities

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"CbM" means "Courtyard by Marriott" / "RI" means "Residence Inn" / "FibM" means "Fairfield Inn by Marriott" / "MVCI" means "Marriott Vacation Club International" / "HMVC" means "Horizons by Marriott Vacation Club"

Missouri Entity Name -----	Assumed Name -----
Marriott Hotel Services, Inc.	Tan-Tar-A Marriott Resort
Marriott Ownership Resorts, Inc.	Big Time Tickets
Marriott Ownership Resorts, Inc.	HMVC
Residence Inn by Marriott, Inc.	St. Louis Chesterfield RI, St. Louis Galleria RI, St. Louis Westport RI
The Ritz-Carlton Hotel Company, L.L.C	Renaissance St. Louis Suites Hotel

Nebraska Entity Name -----	Assumed Name -----
Marriott Ownership Resorts, Inc.	HMVC
Residence Inn by Marriott, Inc.	Omaha Central RI

Nevada Entity Name -----	Assumed Name -----
Courtyard Management Corporation	Courtyard by Marriott
CTYD III Corporation	Courtyard by Marriott
Fairfield FMC Corporation	Las Vegas FibM
Forum-NGH, Inc.	Village Oaks at Las Vegas
Marriott Ownership Resorts, Inc.	MVCI
Marriott Resorts Hospitality Corporation	MVCI
Marriott Resorts, Travel Company, Inc.	MVCI
MI Hotels of Las Vegas, Inc.	Courtyard by Marriott
MI Hotels of Las Vegas, Inc.	Las Vegas Marriott Suites

MI Hotels of Las Vegas, Inc.	Residence Inn by Marriott
Residence Inn by Marriott, Inc.	Las Vegas Hughes Center
Residence Inn by Marriott, Inc.	Las Vegas RI

New Hampshire	
Entity Name	Assumed Name
-----	-----
Fairfield FMC Corporation	Merrimack Fairfield FibM
Marriott Hotel Services, Inc.	Nashua Marriott Hotel
Marriott Ownership Resorts, Inc.	MVCI
Marriott Resorts Hospitality Corporation	MVCI
Marriott Resorts, Travel Company, Inc.	MVCI

New Jersey	
Entity Name	Assumed Name
-----	-----
Courtyard Management Corporation	Courtyard by Marriott
CTYD III Corporation	Courtyard by Marriott
Marriott Hotel Services, Inc.	Bridgewater Marriott Hotel
Marriott Hotel Services, Inc.	Glenpoint Marriott Hotel
Marriott Hotel Services, Inc.	Hanover Marriott Hotel
Marriott Hotel Services, Inc.	Marriott's Seaview Golf Resort
Marriott Hotel Services, Inc.	Newark Airport Marriott Hotel
Marriott Hotel Services, Inc.	Park Ridge Marriott Hotel
Marriott Hotel Services, Inc.	Princeton Marriott Hotel
Marriott Hotel Services, Inc.	Somerset Marriott Hotel
Marriott Hotel Services, Inc.	The Lafayette Yard Marriott Conference Hotel
Marriott Ownership Resorts, Inc.	HMVC

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Assumed Names 10K Report  
Domestic Entities

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"CbM" means "Courtyard by Marriott" / "RI" means "Residence Inn" / "FibM" means "Fairfield Inn by Marriott" / "MVCI" means "Marriott Vacation Club International" / "HMVC" means "Horizons by Marriott Vacation Club"

New Jersey	
Entity Name	Assumed Name
-----	-----
Marriott Ownership Resorts, Inc.	MVCI
Marriott Resorts Hospitality Corporation	Horizons By Marriott Vacation Club
Marriott Resorts Hospitality Corporation	MVCI
Marriott Resorts, Travel Company, Inc.	MVCI
Marriott Senior Living Services, Inc.	Brighton Gardens of Edison
Marriott Senior Living Services, Inc.	Brighton Gardens of Middletown

New Mexico	
Entity Name	Assumed Name
-----	-----
Courtyard Management Corporation	Courtyard by Marriott
CTYD III Corporation	Courtyard by Marriott
Residence Inn by Marriott, Inc.	Santa Fe RI, Albuquerque RI

New York	
Entity Name	Assumed Name
-----	-----
Courtyard Management Corporation	Fishkill CbM, Poughkeepsie CbM, Rochester CbM, Rye CbM, Syracuse CbM, Tarrytown CbM
Courtyard Management Corporation	Midtown East Courtyard
Fairfield FMC Corporation	Lancaster FibM, Syracuse FibM
Marriott Home Care of New York, Inc.	Brighton Gardens
Marriott Hotel Services, Inc.	Long Island Marriott Hotel, Westchester Marriott Hotel
Marriott Hotel Services, Inc.	New York Brooklyn Marriott
Marriott Hotel Services, Inc.	New York Marriott Financial Center Hotel
Marriott International, Inc.	Laguardia Marriott
Marriott International, Inc.	Marriott's Wind Watch Hotel and Golf Club, Long Island Marriott Hotel and Conference Center
Marriott International, Inc.	New York Marriott East Side
Marriott International, Inc.	New York Marriott Financial Center Hotel
Marriott International, Inc.	New York Marriott Marquis Hotel
Marriott International, Inc.	Westchester Marriott, New York Marriott Marquis
Marriott Kauai Ownership Resorts, Inc.	MVCI
Marriott Ownership Resorts, Inc.	HMVC
Marriott Ownership Resorts, Inc.	MVCI
Marriott Resorts Hospitality Corporation	Horizons by Marriott Vacation Club
Marriott Senior Living Services, Inc.	Brighton Gardens
Residence Inn by Marriott, Inc.	East Syracuse RI
West Street Hotels, Inc.	New York Marriott World Trade Center

North Carolina

Entity Name	Assumed Name
-----	-----
Courtyard Management Corporation	Charlotte Arrowood CbM
Courtyard Management Corporation	Charlotte South Park CbM, Charlotte University CbM
Courtyard Management Corporation	Fayetteville CbM, Greensboro CbM
Courtyard Management Corporation	Raleigh Airport CbM, Raleigh-Cary CbM, Raleigh CbM
Fairfield FMC Corporation	Charlotte Airport FibM, Charlotte Northeast FibM
Fairfield FMC Corporation	Greensboro Highpoint FibM, Durham FibM
Fairfield FMC Corporation	Rocky Mount FibM, Fayetteville FibM, Raleigh Northeast FibM, Wilmington FibM

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Assumed Names 10K Report  
Domestic Entities

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"CbM" means "Courtyard by Marriott" / "RI" means "Residence Inn" / "FibM" means  
"Fairfield Inn by Marriott" / "MVCI" means "Marriott Vacation Club  
International" / "HMVC" means "Horizons by Marriott Vacation Club"

North Carolina

Entity Name	Assumed Name
-----	-----
Marriott Ownership Resorts, Inc.	MVCI
Marriott Resorts Hospitality Corporation	MVCI
Marriott Resorts, Travel Company, Inc.	MVCI
Marriott Senior Living Services, Inc.	Brighton Gardens of Raleigh
Marriott Senior Living Services, Inc.	Brighton Gardens of Winston-Salem
Residence Inn by Marriott, Inc.	Charlotte North RI
Residence Inn by Marriott, Inc.	Durham RI, Greensboro RI
Residence Inn by Marriott, Inc.	Raleigh RI,
Residence Inn by Marriott, Inc.	Winston-Salem RI

Ohio

Entity Name	Assumed Name
-----	-----
Courtyard Management Corporation	Blue Ash CbM, Dayton Mall CbM, Toledo CbM, Worthington CbM
Courtyard Management Corporation	Dublin CbM
Fairfield FMC Corporation	Akron FibM, Cincinnati Sharonville FibM, Cleveland Brook Park FibM, Cleveland Willoughby FibM
Fairfield FMC Corporation	Cleveland Willoughby FibM
Fairfield FMC Corporation	Columbus North & West FibM, Dayton FibM, Toledo Holland FibM
Marriott International, Inc.	Fairfield Inn
Marriott Ownership Resorts, Inc.	MVCI
Marriott Resorts Hospitality Corporation	MVCI
Marriott Resorts, Travel Company, Inc.	MVCI
Residence Inn by Marriott, Inc.	Akron RI, Blue Ash RI, Cincinnati North RI, Columbus East & North RI
Residence Inn by Marriott, Inc.	Dayton North & South RI, Dublin Ohio RI, Toledo RI

Oklahoma

Entity Name	Assumed Name
-----	-----
Courtyard Management Corporation	Oklahoma City CbM
Marriott Hotel Services, Inc.	Oklahoma City Marriott Hotel
Residence Inn by Marriott, Inc.	Oklahoma City RI

Oregon

Entity Name	Assumed Name
-----	-----
Courtyard Management Corporation	Portland CbM
Marriott Hotel Services, Inc.	Portland Marriott Hotel
Marriott Ownership Resorts, Inc.	MVCI
Marriott Resorts Hospitality Corporation	MVCI
Marriott Resorts, Travel Company, Inc.	MVCI

Pennsylvania

Entity Name	Assumed Name
-----	-----
Courtyard Management Corporation	Pittsburgh CbM
Courtyard Management Corporation	Willow Grove CbM, Pittsburgh CbM, Devon CbM, Valley Forge CbM, Philadelphia CbM

Fairfield FMC Corporation  
Marriott Hotel Services, Inc.  
Marriott Hotel Services, Inc.

Pittsburgh/Warrendale FibM, Harrisburg West FibM  
Philadelphia Airport Marriott Hotel  
Philadelphia Marriott Hotel

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Assumed Names 10K Report  
Domestic Entities

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"CbM" means "Courtyard by Marriott" / "RI" means "Residence Inn" / "FibM" means  
"Fairfield Inn by Marriott" / "MVCI" means "Marriott Vacation Club  
International" / "HMVC" means "Horizons by Marriott Vacation Club"

Pennsylvania

Entity Name Assumed Name  
-----

Marriott Hotel Services, Inc. Philadelphia Marriott West  
Marriott Senior Living Services, Inc. The Quadrangle (in Pennsylvania)  
Residence Inn by Marriott, Inc. Willow Grove RI, Philadelphia Airport RI, Greentree RI, Berwyn RI

Puerto Rico

Entity Name Assumed Name  
-----

MVCI Puerto Rico, Inc. Marriott Vacation Club International

Rhode Island

Entity Name Assumed Name  
-----

Courtyard Management Corporation Middletown CbM  
Marriott Ownership Resorts, Inc. MVCI

South Carolina

Entity Name Assumed Name  
-----

Courtyard Management Corporation Columbia NW CbM  
Fairfield FMC Corporation Greenville FibM, Hilton Head FibM  
Marriott Ownership Resorts, Inc. MVCI  
Marriott Resorts Hospitality Corporation MVCI  
Marriott Resorts, Travel Company, Inc. MVCI  
Residence Inn by Marriott, Inc. Columbia RI

Tennessee

Entity Name Assumed Name  
-----

Courtyard Management Corporation Nashville Airport CbM, Park Avenue, Memphis CbM, Memphis  
Airport CbM, Chattanooga CbM, Brentwood CbM (Expires  
3/23/2004)  
Fairfield FMC Corporation Johnson City FibM, Jackson FibM, Chattanooga FibM  
Marriott Hotel Services, Inc. Nashville Airport Marriott Hotel  
Marriott International, Inc. Fairfield Inn  
Marriott Ownership Resorts, Inc. HMVC  
Marriott Senior Living Services, Inc. Brighton Gardens of Brentwood  
Residence Inn by Marriott, Inc. Maryland Farms RI, Memphis RI

Texas

Entity Name Assumed Name  
-----

Courtyard Management Corporation Addison/Quorum Courtyard  
Courtyard Management Corporation DFW Courtyard North  
Courtyard Management Corporation Las Colinas CbM, Dallas North Park CbM, Arlington CbM, San  
Antonio CbM  
Courtyard Management Corporation Plano CbM, Fort Worth CbM, Dallas Northeast CbM, Dallas  
Stemmons CbM  
Courtyard Management Corporation San Antonio Airport CbM, San Antonio Medical Center CbM,  
Bedford CbM, Addison CbM, LBJ @ Josey CbM  
Fairfield FMC Corporation Arlington Fairfield Suites  
Forum-NGH, Inc. Collin Oaks Guest Home  
Forum-NGH, Inc. Duval Oaks Guest Home  
Forum-NGH, Inc. Kinglsey Oaks Guest Home

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Assumed Names 10K Report

"CbM" means "Courtyard by Marriott" / "RI" means "Residence Inn" / "FibM" means "Fairfield Inn by Marriott" / "MVCI" means "Marriott Vacation Club International" / "HMVC" means "Horizons by Marriott Vacation Club"

Texas	
Entity Name	Assumed Name
-----	-----
Forum-NGH, Inc.	Memorial Oaks Guest Home
Forum-NGH, Inc.	Northwest Oaks Guest Home
Forum-NGH, Inc.	Sugar Land Oaks Guest Home
Forum-NGH, Inc.	Tanglewood Oaks Guest Home
Forum-NGH, Inc.	Village Oaks at Cielo Vista, NGH/Marriott
Forum-NGH, Inc.	Village Oaks at Farmers Branch
Forum-NGH, Inc.	Village Oaks at Hollywood Park
Marriott Hotel Services, Inc.	Dallas Marriott Quorum, Houston Airport Marriott
Marriott Kauai Ownership Resorts, Inc.	MVCI
Marriott Ownership Resorts, Inc.	HMVC
Marriott Ownership Resorts, Inc.	MVCI
Marriott Resorts Hospitality Corporation	MVCI
Marriott Resorts, Travel Company, Inc.	MVCI
Marriott Senior Living Services, Inc.	Brighton Gardens by Marriott of Austin
Marriott Senior Living Services, Inc.	Brighton Gardens by Marriott of San Antonio & Bexar County
Marriott Senior Living Services, Inc.	Brighton Gardens by Marriott of Tanglewood
Marriott Senior Living Services, Inc.	Brighton Gardens, (in Dallas County)
MSLS Investments 20, Inc.	Champion Oaks Guest Home
National Guest Homes, LLC	Marriott Senior Living Services
National Guest Homes, LLC	NGH Assisted Living
Residence Inn by Marriott, Inc.	Dallas Central Expressway RI, Dallas Market Center RI, Houston Astrodome RI, Houston Clear Lake RI
Residence Inn by Marriott, Inc.	Houston Southwest RI, Las Colinas RI, Lubbock RI, Tyler RI
SpringHill SMC Corporation	San Antonio Residence Inn by Marriott (Bexar, Travis Counties)
TownePlace Management Corporation	Arlington SpringHill Suites Houston Clearlake Towneplace Suites

Utah	
Entity Name	Assumed Name
-----	-----
Marriott Kauai Ownership Resorts, Inc.	MVCI
Marriott Ownership Resorts, Inc.	Marriott's Mountainside Resort
Marriott Ownership Resorts, Inc.	Marriott's Summit Watch Resort
Marriott Ownership Resorts, Inc.	MVCI
Marriott Resorts Hospitality Corporation	MVCI
Marriott Resorts, Travel Company, Inc.	MVCI
Marriott Senior Living Services, Inc.	Brighton Gardens of Salt Lake
Residence Inn by Marriott, Inc.	Residence Inn at the Cottonwoods

Vermont	
Entity Name	Assumed Name
-----	-----
Fairfield FMC Corporation	Burlington Colchester FibM

Virginia	
Entity Name	Assumed Name
-----	-----
Courtyard Management Corporation	Brookfield CbM
Courtyard Management Corporation	Courtyard by Marriott
Courtyard Management Corporation	Dulles South CbM, Rosslyn CbM
Courtyard Management Corporation	Dulles Town Center Courtyard by Marriott

"CbM" means "Courtyard by Marriott" / "RI" means "Residence Inn" / "FibM" means "Fairfield Inn by Marriott" / "MVCI" means "Marriott Vacation Club International" / "HMVC" means "Horizons by Marriott Vacation Club"

Virginia  
Entity Name  
-----

Assumed Name  
-----

Courtyard Management Corporation	Fairoaks CbM
Courtyard Management Corporation	Herndon CbM,
Courtyard Management Corporation	Manassas CbM, Charlottesville CbM
Courtyard Management Corporation	Richmond Innsbrook CbM (Henrico County)
Marriott Hotel Services, Inc.	Berry Hill Conference Center
Marriott Hotel Services, Inc.	Crystal City Marriott Hotel
Marriott Hotel Services, Inc.	Marriott's Westfields Conference Center
Marriott Hotel Services, Inc.	Westfield's Marriott
Marriott Hotel Services, Inc.	Westfields Golf Club (Fairfax file date)
Marriott Ownership Resorts, Inc.	MVCI
Marriott Resorts Hospitality Corporation	MVCI
Marriott Resorts Hospitality Corporation	Tidewater's Sweets and Sundries
Marriott Resorts, Travel Company, Inc.	MVCI
Marriott Senior Living Services, Inc.	Belvoir Woods Health Care Center
Marriott Senior Living Services, Inc.	Brighton Gardens (in Virginia Beach)
Marriott Senior Living Services, Inc.	Brighton Gardens of Arlington
Marriott Senior Living Services, Inc.	The Colonnades
Marriott Senior Living Services, Inc.	The Fairfax
Residence Inn by Marriott, Inc.	Herndon RI
Residence Inn by Marriott, Inc.	Residence Inn Alexandria - Old Town
The Ritz-Carlton Hotel Company, L.L.C	The Ritz-Carlton, Tysons Corner

Washington  
Entity Name  
-----

Assumed Name  
-----

Courtyard Management Corporation	Courtyard by Marriott
CTYD III Corporation	Courtyard by Marriott
Marriott Ownership Resorts, Inc.	MVCI
Marriott Resorts Hospitality Corporation	MVCI
Residence Inn by Marriott, Inc.	Residence Inn Redmon
SpringHill SMC Corporation	Seattle Downtown SpringHill Suites
SpringHill SMC Corporation	Seattle South Renton SpringHill
TownePlace Management Corporation	Seattle South Renton TownePlace Suites

Wisconsin  
Entity Name  
-----

Assumed Name  
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Fairfield FMC Corporation	Milwaukee FibM, Madison FibM
Residence Inn by Marriott, Inc.	Green Bay RI

Consent of Independent Auditors

We consent to the incorporation by reference in the following Registration Statements of Marriott International, Inc. and in the related Prospectuses of our report dated February 5, 2003, with respect to the consolidated financial statements of Marriott International, Inc., included in this Annual Report (Form 10-K) for the fiscal year ended January 3, 2003.

1. No. 333-66406
2. No. 333-53860
3. No. 333-94697
4. No. 333-77827
5. No. 333-55350
6. No. 333-36388
7. No. 333-58747
8. No. 333-48407
9. No. 333-48417

/s/ Ernst & Young LLP

McLean, Virginia  
February 7, 2003



## Forward-Looking Statements

The following factors, among others, could cause actual results to differ materially from those contained in forward-looking statements made in this report or presented elsewhere by management.

**Dependence on others:** Our present growth strategy for development of additional facilities entails entering into and maintaining various arrangements with present and future property owners, including Host Marriott Corporation. We can not assure you that any of our current strategic arrangements will continue, or that we will be able to enter into future collaborations.

**Contract terms for new units:** The terms of the operating contracts, distribution agreements, franchise agreements and leases for each of our lodging facilities and senior living communities are influenced by contract terms offered by our competitors at the time such agreements are entered into. Accordingly, we cannot assure you that contracts entered into or renewed in the future will be on terms that are as favorable to us as those under existing agreements.

**Competition:** The profitability of hotels, vacation timeshare resorts, senior living communities, and corporate apartments we operate is subject to general economic conditions, competition, the desirability of particular locations, the relationship between supply of and demand for hotel rooms, vacation timeshare resorts, senior living facilities, corporate apartments, and other factors. We generally operate in markets that contain numerous competitors and our continued success will depend, in large part, upon our ability to compete in such areas as access, location, quality of accommodations, amenities, specialized services, cost containment and, to a lesser extent, the quality and scope of food and beverage services and facilities.

**Supply and demand:** The lodging industry may be adversely affected by (1) supply additions, (2) international, national and regional economic conditions, including the present economic downturn in the United States, (3) changes in travel patterns, (4) taxes and government regulations which influence or determine wages, prices, interest rates, construction procedures and costs, and (5) the availability of capital to allow us and potential hotel owners to fund investments. Our timeshare and senior living service businesses are also subject to the same or similar uncertainties and, accordingly, we cannot assure you that the present downturn in demand for hotel rooms in the United States will not continue, become more severe, or spread to other regions; that the present level of demand for timeshare intervals and senior living communities will continue; or that there will not be an increase in the supply of competitive units, which could reduce the prices at which we are able to sell or rent units. Weaker hotel and senior living community performance could give rise to losses under loans, guarantees and minority equity investments that we have made in connection with hotels and senior living communities that we manage.

**Internet reservation channels:** Some of our hotel rooms are booked through internet travel intermediaries such as Travelocity, Expedia, Orbitz, Hotels.com and Priceline. As this percentage increases, these intermediaries may be able to obtain higher commissions, reduced room rates or other significant contract concessions from us. Moreover, some of these internet travel intermediaries are attempting to commoditize hotel rooms, by increasing the importance of price and general indicators of quality (such as "three-star downtown hotel") at the expense of brand identification. These agencies hope that consumers will eventually develop brand loyalties to their reservations system rather than to our lodging brands. Although we expect most of our business to continue to be derived from traditional channels, if the amount of sales made through internet intermediaries increases significantly, our business and profitability may be significantly harmed.

The lodging industry's uncertain recovery in the aftermath of the September 11, 2001 terrorist attacks and the possibility of a military action in Iraq, Korea or elsewhere will continue to impact our financial results and growth. Both the Company and the lodging industry have been hurt by last year's terrorist

attacks on New York and Washington and their aftermath. Business and leisure travel, which was already suffering from a global economic downturn, decreased further after the attacks and has remained depressed as some potential travelers reduced or avoided discretionary travel in light of increased delays and safety concerns and as a result of further economic declines stemming from an erosion in consumer confidence. Weaker hotel performance has reduced management and franchise fees and given rise to fundings or losses under loans, guarantees and minority investments that we have made in connection with hotels that we manage, which has, in turn, had a material adverse impact on our financial performance. Declines in leisure travel and consumer confidence have also hurt our timeshare sales. Reduced and delayed development of new hotel properties due to adverse economic conditions in turn slows the growth in our management and franchise fees. Although both the lodging and travel industries had begun to recover by the spring of 2002, recent economic softness, concerns over potential military action in Iraq or Korea and the possibility of airline failures and likelihood of further airline service cutbacks has left it unclear whether, at what pace, and to what extent, that recovery will continue. Accordingly, adverse impacts on our business could continue or worsen for an unknown period of time.

Exit from the senior living services business: We have entered into an agreement to sell our Senior Living Services business to Sunrise Assisted Living, Inc. The closing of the transaction is subject to the satisfaction or waiver of closing contingencies customary for transactions of this nature and receipt of certain regulatory permits and approvals. In addition, one owner of facilities that our Senior Living Services business manages has sought to prevent the sale transaction through a lawsuit, but has not been successful to date. Although we expect that all closing contingencies, including contingencies related to regulatory permits and approvals, will be satisfied and that the transaction will close by the end of the first quarter of 2003, we cannot assure you that all closing contingencies will be satisfied either by that date or at all. Until we exit the senior living service business we will continue to be subject to the various risks associated with that business, including the risks described above. In addition, our agreement to sell the Senior Living Services business provides for purchase price adjustments and indemnification of Sunrise Assisted Living based on pre-closing events and liabilities resulting from the consummation of the transaction. As the amount of such purchase price adjustments and indemnification obligations depends, in large part, on actions of third parties that are outside of our control, it is difficult to predict the ultimate impact of those adjustments and indemnities.

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Marriott International, Inc.  
Ethical Conduct Policy

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Marriott International, Inc. (the "Company") will conduct its business in accordance with uncompromising ethical standards. Adherence to such standards should never be traded in favor of financial or other business objectives. High ethical standards are necessary to maintain both competitive advantage and the pride and confidence of our associates, and to provide quality products and services to customers and clients.

The Company expects every associate to adhere to high ethical standards and to promote ethical behavior. Associates should avoid seeking loopholes, shortcuts or technicalities, and should reject the notion that unethical behavior is acceptable because "everyone is doing it." Every action should be judged by considering whether it is legal, fair to all concerned, and would withstand the scrutiny of outsiders. Associates whose behavior is found to violate ethical standards will be subject to disciplinary action including, where appropriate, termination.

In order for the Company to conduct its business in accordance with high ethical standards, every Marriott associate will:

Obey all relevant laws, including those that apply to alcoholic beverages, anti-trust, campaign finance, civil rights, copyright protection, environmental protection, foreign corrupt practices, securities and taxes. While the Company does not expect its associates to be experts in legal matters, it holds each associate responsible for being familiar with the laws governing his or her areas of responsibility. Associates should seek advice from the Law Department whenever they have a question concerning the application of the law. From time to time, the Law Department will prepare a "Business Conduct Guide" and circulate it to appropriate management.

Treat all associates fairly, with dignity, and with respect. All associates are entitled to a work environment free of verbal, physical and sexual harassment. The Company is committed to the principles and procedures set forth in its "Guarantee of Fair Treatment." The Company is also committed to providing equal employment opportunity for minorities, women, veterans and disabled persons. The Company believes promotion of work force diversity is an important objective in its own right, is a source of competitive advantage, and is a requirement of Equal Employment Opportunity laws.

Report financial condition and results of operations fairly and honestly. The Company's books and records will be kept in accordance with generally accepted accounting principles, and with established finance and accounting policies. Accrual and reserve entries, and the capitalization of costs will be used only for legitimate business purposes. All associates will cooperate fully with internal and outside auditors during their examinations of the Company's books, records and operations.

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Deal honestly and fairly with clients, customers, suppliers and financial partners. The long term success of the Company depends upon establishing mutually beneficial relationships. While the law requires that we obey the letter of all written contracts and agreements, we will also try to uphold the spirit of all business arrangements.

Avoid conflict of interest. Associates should avoid actual or potential conflict of interest situations. Consequently, an associate having any interest, direct or indirect (other than an interest of 5% or less in a publicly-held company), in any supplier, customer, competitor or franchisee of the Company, should make prompt disclosure to the Company and obtain approval from the appropriate authority to continue the relationship. Management associates should not offer their skills or services to competitors, or engage in outside businesses which

compete with or sell goods or services to the Company. Employing immediate family members in direct supervisory-subordinate relationships should be avoided.

Avoid the improper giving and receiving of gifts. The exchange of gifts with customers and suppliers is a normal and acceptable business practice. However, giving or receiving gifts of significant value could compromise the objectivity of an associate as well as create the appearance of a possible impropriety. Accordingly, gifts given or received by an associate in excess of \$50 (retail value) must be disclosed to the associate's supervisor, and on the annual CP-1 Questionnaire. The supervisor will determine whether the gift should be accepted, turned over to the Company, or returned. Gifts of perishable items (e.g., flowers and fruit baskets) or commemorative items (e.g., plaques and framed photographs) are not subject to this \$50 limit. They should, however, have little or no intrinsic or resale value. Business entertainment should be lawful and appropriate, and within acceptable boundaries of good taste and business purpose.

Safeguard the Company's assets. Personal use of supplies, equipment or premises belonging to the Company or its clients is prohibited, unless prior permission is received from a supervisor and adequate compensation is arranged. Every associate is responsible for safeguarding Company assets under the associate's control.

Separate personal political activities from the Company's business. The Company encourages individual participation by associates in the political process. This includes service on governmental bodies and participation in partisan political activities. However, such activities should not be carried on in a way which interferes with the associate's job responsibilities. Associates should not make political contributions using Company funds, or take public positions on behalf of the Company without first obtaining approval from the Company's General Counsel. The Company engages in political activity through the Marriott International Political Action Committee (MARPAC). Management employees are encouraged to contribute to MARPAC but should not be coerced, intimidated, rewarded or pressured to do so.

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Report observed violations of standards. The integrity of the organization is diminished whenever these standards are violated.

When you suspect that an action or inaction is illegal or in violation of Company policy, consider the following options:

- . Discuss your concerns with your supervisor.
- . Call Internal Audit at (301) 380-7878 or write to Internal Audit, Marriott International, Inc., Marriott Drive, Washington, DC 20058.
- . Call the Law Department at (301) 380-7553 or write to the Law Department, Marriott International, Inc., Marriott Drive, Washington, DC 20058, Attention: General Counsel.
- . Call the Business Integrity Line. Domestic associates should call (888) 888-9188; international associates should call 1 (703)319-1806. Your identity will remain confidential and you will be protected from any retribution.