

# HYATT HOTELS CORP

Filed by

**HORTON TRUST CO LLC**

## **FORM SC 13D/A**

(Amended Statement of Beneficial Ownership)

Filed 03/04/15

Address	71 SOUTH WACKER DRIVE 12TH FLOOR CHICAGO, IL 60606
Telephone	(312) 750-1234
CIK	0001468174
Symbol	H
SIC Code	7011 - Hotels and Motels
Industry	Hotels & Motels
Sector	Services
Fiscal Year	12/31

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**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

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**SCHEDULE 13D**  
**[Rule 13d-101]**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 204.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)  
(Amendment No. 13)**

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**Hyatt Hotels Corporation**  
**(Name of Issuer)**

**Class A Common Stock, \$0.01 par value per share**  
**(Title of Class of Securities)**

**448579102**  
**(CUSIP Number)**

**Michael A. Pucker, Esq.**  
**Cathy A. Birkeland, Esq.**  
**Latham & Watkins LLP**  
**330 N. Wabash Avenue, Suite 2800**  
**Chicago, Illinois 60611**  
**(312) 876-7700**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**February 25, 2015**  
**(Date of Event which Requires Filing of this Statement)**

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

(Continued on following pages)

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The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the Notes).

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1.	Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (Entities Only)
	Horton Trust Company LLC, not individually, but solely as trustee of the trusts listed on <u>Appendix A-1</u> .
2.	Check the Appropriate Box if a Member of a Group (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC Use Only
4.	Source of Funds  OO
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6.	Citizenship or Place of Organization  Illinois
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	7. Sole Voting Power  0
	8. Shared Voting Power  10,445,115 *
	9. Sole Dispositive Power  0
	10. Shared Dispositive Power  10,445,115 *
11.	Aggregate Amount Beneficially Owned by Each Reporting Person  10,445,115 *
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input checked="" type="checkbox"/>
13.	Percent of Class Represented by Amount in Row (11)  7.1% *
14.	Type of Reporting Person  OO

\* Represents shares of the Issuer's Class A Common Stock, \$0.01 par value per share (the "Class A Common Stock"), issuable upon conversion of shares of the Issuer's Class B Common Stock, \$0.01 par value per share (the "Class B Common Stock" and, together with the Class A Common Stock, the "Common Stock"). As provided in the Issuer's Amended and Restated Certificate of Incorporation, each share of Class B Common Stock is convertible at any time, at the option of the holder, into one share of Class A Common Stock.

The Reporting Person is party to certain agreements with the Separately Filing Group Members (as defined in the Schedule 13D), which agreements contain, among other things, certain voting agreements and limitations on the sale of their shares of Common Stock. As a result, the Reporting Person may be deemed to be a member of a "group," within the meaning of Section 13(d)(3) of the Act (as defined in the Schedule 13D), comprised of the Reporting Person and the Separately Filing Group Members. Shares listed as beneficially owned by the Reporting Person exclude shares held by any other Reporting Person or by any of the Separately Filing Group Members, in each case as to which the Reporting Person disclaims beneficial ownership.

All references to the number of shares outstanding are as of February 25, 2015, as reported in the Issuer's Current Report on Form 8-K, filed February 26, 2015. The percentage is calculated using the total number of shares of Common Stock beneficially owned by the Reporting Person and based on 146,636,976 shares of Common Stock outstanding as of February 25, 2015. With respect to matters upon which the Issuer's stockholders are entitled to vote, the holders of Class A Common Stock and Class B Common Stock vote together as a single class, and each holder of Class A Common Stock is entitled to one vote per share and each holder of Class B Common Stock is entitled to ten votes per share. The shares of Class B Common Stock owned by the Reporting Person represent 9.1% of the total voting power of the Common Stock as of February 25, 2015. The percentage of total voting power of the Common Stock is calculated based on the total voting power of the Common Stock outstanding as of February 25, 2015, which is comprised of 35,981,513 shares of Class A Common Stock and 110,655,463 shares of Class B Common Stock and assumes that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

1.	Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (Entities Only)  Penny Pritzker, individually
2.	Check the Appropriate Box if a Member of a Group (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC Use Only
4.	Source of Funds  OO
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6.	Citizenship or Place of Organization  United States
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	7. Sole Voting Power  0
	8. Shared Voting Power  35,332 *
	9. Sole Dispositive Power  0
	10. Shared Dispositive Power  35,332 *
11.	Aggregate Amount Beneficially Owned by Each Reporting Person  35,332 *
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input checked="" type="checkbox"/>
13.	Percent of Class Represented by Amount in Row (11)  0.0% *
14.	Type of Reporting Person  IN

\* Represents shares of the Issuer's Class A Common Stock, \$0.01 par value per share (the "Class A Common Stock"), and shares of the Issuer's Class A Common Stock issuable upon conversion of shares of the Issuer's Class B Common Stock, \$0.01 par value per share (the "Class B Common Stock" and, together with the Class A Common Stock, the "Common Stock"). As provided in the Issuer's Amended and Restated Certificate of Incorporation, each share of Class B Common Stock is convertible at any time, at the option of the holder, into one share of Class A Common Stock.

The Reporting Person is party to certain agreements with the Separately Filing Group Members (as defined in the Schedule 13D), which agreements contain, among other things, certain voting agreements and limitations on the sale of their shares of Common Stock. As a result, the Reporting Person may be deemed to be a member of a "group," within the meaning of Section 13(d)(3) of the Act (as defined in the Schedule 13D), comprised of the Reporting Person and the Separately Filing Group Members. Shares listed as beneficially owned by the Reporting Person exclude shares held by any other Reporting Person or by any of the Separately Filing Group Members, in each case as to which the Reporting Person disclaims beneficial ownership.

All references to the number of shares outstanding are as of February 25, 2015, as reported in the Issuer's Current Report on Form 8-K, filed February 26, 2015. The percentage is calculated using the total number of shares of Common Stock beneficially owned by the Reporting Person and based on 146,636,976 shares of Common Stock outstanding as of February 25, 2015. With respect to matters upon which the Issuer's stockholders are entitled to vote, the holders of Class A Common Stock and Class B Common Stock vote together as a single class, and each holder of Class A Common Stock is entitled to one vote per share and each holder of Class B Common Stock is entitled to ten votes per share. The shares of Class B Common Stock owned by the Reporting Person represent less than 0.1% of the total voting power of the Common Stock as of February 25, 2015. The percentage of total voting power of the Common Stock is calculated based on the total voting power of the Common Stock outstanding as of February 25, 2015, which is comprised of 35,981,513 shares of Class A Common Stock and 110,655,463 shares of Class B Common Stock and assumes that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

EXPLANATORY NOTE: This Amendment No. 13 to Schedule 13D (“Amendment No. 13”) relates to the Class A Common Stock, \$0.01 par value per share, of Hyatt Hotels Corporation, a Delaware corporation (the “Issuer”), which has its principal executive office at 71 South Wacker Drive, 12th Floor, Chicago, Illinois 60606. This Amendment No. 13 amends and supplements, as set forth below, the Schedule 13D filed by the Reporting Persons with respect to the Issuer on August 26, 2010 (the “Original Schedule 13D”), as amended and supplemented by Amendment No. 1 to Schedule 13D filed by the Reporting Persons on September 9, 2010 (“Amendment No. 1”), Amendment No. 2 to Schedule 13D filed by the Reporting Persons on May 18, 2011 (“Amendment No. 2”), Amendment No. 3 to Schedule 13D filed by the Reporting Persons on November 29, 2011 (“Amendment No. 3”), Amendment No. 4 to Schedule 13D filed by the Reporting Persons on January 4, 2012 (“Amendment No. 4”), Amendment No. 5 to Schedule 13D filed by the Reporting Persons on August 22, 2012 (“Amendment No. 5”), Amendment No. 6 to Schedule 13D filed by the Reporting Persons on December 4, 2012 (“Amendment No. 6”), Amendment No. 7 to Schedule 13D filed by the Reporting Persons on December 18, 2012 (“Amendment No. 7”), Amendment No. 8 to Schedule 13D filed by the Reporting Persons on May 17, 2013 (“Amendment No. 8”), Amendment No. 9 to Schedule 13D filed by the Reporting Persons on June 6, 2013 (“Amendment No. 9”), Amendment No. 10 to Schedule 13D filed by the Reporting Persons on June 21, 2013 (“Amendment No. 10”), Amendment No. 11 to Schedule 13D filed by the Reporting Persons on September 6, 2013 (“Amendment No. 11”) and Amendment No. 12 to Schedule 13D filed by the Reporting Persons on November 6, 2013 (“Amendment No. 12”). The Original Schedule 13D, as amended and supplemented by Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6, Amendment No. 7, Amendment No. 8, Amendment No. 9, Amendment No. 10, Amendment No. 11 and Amendment No. 12, is referred to as the “Schedule 13D.” All capitalized terms not otherwise defined herein have the meanings ascribed to them in the Schedule 13D. The Schedule 13D is amended and supplemented by adding the information contained herein. Only those items amended are reported herein.

### **Item 3. Source and Amount of Funds or Other Consideration**

Item 3 of the Schedule 13D is amended and supplemented as follows:

On January 1, 2015, Horton Trust Company LLC (“HTC”), as trustee of certain trusts for the benefit of Penny Pritzker and certain of her lineal descendants, transferred 7,453,360 shares of Class B Common Stock to certain other trusts for the benefit of Penny Pritzker and certain of her lineal descendants, of which HTC also serves as trustee (the “1/1/2015 Transfer”). No consideration was paid in connection with the 1/1/2015 Transfer and the 1/1/2015 Transfer constitutes a “Permitted Transfer” as defined in the Issuer’s Amended and Restated Certificate of Incorporation and, accordingly, the transferred shares of Class B Common Stock remain shares of Class B Common Stock following the 1/1/2015 Transfer.

**Item 4. Purpose of Transaction**

Item 4 of the Schedule 13D is amended and supplemented as follows:

The 1/1/2015 Transfer was completed on January 1, 2015, as described in Item 3 of this Amendment No. 13.

**Item 5. Interest in Securities of the Issuer**

Item 5 of the Schedule 13D is amended and supplemented as follows:

(a)-(b) Based solely on the information contained in an amendment to the Schedule 13D filed by a Separately Reporting Group Member, the Separately Filing Group Member entered into purchase and sale agreements with the Issuer on November 3, 2014, pursuant to which the Issuer agreed to repurchase an aggregate of 1,122,000 shares of Class B Common Stock from the Separately Filing Group Member for \$60.1987 per share. The transactions closed on November 4, 2014.

Based solely on the information contained in an amendment to the Schedule 13D filed by a Separately Reporting Group Member, the Separately Filing Group Member entered into purchase and sale agreements with the Issuer on February 24, 2015, pursuant to which the Issuer agreed to repurchase an aggregate of 750,000 shares of Class B Common Stock from the Separately Filing Group Member for \$59.5389 per share. The transactions closed on February 25, 2015.

As of the date hereof, the Reporting Persons may be deemed to be the beneficial owners of 14,650 shares of Class A Common Stock and 10,465,797 shares of Class A Common Stock issuable upon conversion of 10,465,797 shares of Class B Common Stock beneficially owned by the Reporting Persons. Based on the number of shares of Class B Common Stock outstanding as of February 25, 2015, the number of shares of Class B Common Stock beneficially owned by the Reporting Persons represents 9.5% of the total number of shares of Class B Common Stock outstanding. Based on the number of shares of Common Stock outstanding as of February 25, 2015, the number of shares of Common Stock beneficially owned by the Reporting Persons represents 7.1% of the total number of shares of Common Stock outstanding and 9.2% of the total voting power of the shares of Common Stock outstanding, voting as a single class, assuming that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

Schedule A attached to this Amendment No. 13 amends and restates, in its entirety, Schedule A attached to the Schedule 13D. Schedule A attached to this Amendment No. 13 sets forth, as of the date hereof, the number of shares and percentage of the Class A Common Stock outstanding, the number of shares and percentage of the Class B Common Stock outstanding, the percentage of the total number of shares of Common Stock outstanding, and the percentage of the total voting power of the shares of Common Stock outstanding, voting together as a single class, represented by the shares beneficially owned by each Reporting Person. Certain shares beneficially owned by Horton Trust Company LLC, as Trustee, are held indirectly by P19M2 Investors II, L.L.C., which is a



member-managed Delaware limited liability company formed for the purpose of acquiring shares of the Issuer's Common Stock. The limited liability company is wholly owned by one or more of the trusts listed on Appendix A-1 and has no voting or dispositive power with regard to the shares.

Based solely on the information contained in the Schedule 13Ds, as amended, filed by the Separately Filing Group Members, as of the date hereof, the Pritzker Family Group in the aggregate may be deemed to be the beneficial owners of 24,530 shares of currently issued Class A Common Stock and 85,543,377 shares of Class A Common Stock issuable upon conversion of 85,543,377 shares of Class B Common Stock beneficially owned by the Pritzker Family Group. The number of shares of Class A Common Stock beneficially owned by the Pritzker Family Group and currently issued represents less than 0.1% of the total number of shares of Class A Common Stock outstanding, assuming that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock. The number of shares of Class B Common Stock beneficially owned by the Pritzker Family Group represents 77.3% of the total number of shares of Class B Common Stock outstanding. The number of shares of Common Stock beneficially owned by the Pritzker Family Group represents 58.4% of the total number of shares of Common Stock outstanding and 74.9% of the total voting power of the shares of Common Stock outstanding, voting together as a single class, assuming that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

Schedule B attached to this Amendment No. 13 amends and restates, in its entirety, Schedule B attached to the Schedule 13D. Schedule B attached to this Amendment No. 13 sets forth, as of the date hereof, the number of shares and percentage of the Class A Common Stock outstanding, the number of shares and percentage of the Class B Common Stock outstanding, the percentage of the total number of shares of Common Stock outstanding, and the percentage of the total voting power of the shares of Common Stock outstanding, voting together as a single class, represented by the shares beneficially owned by the Reporting Persons and each Separately Filing Group Member. All information with regard to the Separately Filing Group Members is based solely on the information contained in the Schedule 13Ds filed by the Separately Filing Group Members.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Item 6 of the Schedule 13D is amended and supplemented as follows:

On January 1, 2015, in connection with the 1/1/2015 Transfer, HTC, solely as trustee of A.N.P. Trust #31, A.N.P. Trust #37, LaSalle G.C. Trust #9, R.A. G.C. Trust #8, Don G.C. Trust #8, A.N.P. Trust #34-Penny, A.N.P. Trust #36-Penny, A.N.P. Trust #40-Penny, A.N.P. Trust No. 42-Penny and Penny Trust, executed a joinder to, and thereby became subject to the provisions of, the Global Hyatt Agreement.

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**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 4, 2015

Horton Trust Company LLC, solely as trustee of the trusts listed on Appendix A-1.

By: /s/ Ronald Wray  
Name: Ronald Wray  
Title Chief Operating Officer

/s/ Penny Pritzker  
Penny Pritzker, individually

[Signature Page to Amendment No. 13 to Schedule 13D]

**Appendix A-1**

<b><u>Trust Name</u></b>	<b><u>Jurisd. of Org.</u></b>
A.N.P. Trust #31	Illinois
A.N.P. Trust #34-Penny	Illinois
A.N.P. Trust #36-Penny	Illinois
A.N.P. Trust #37	Illinois
A.N.P. Trust #40-Penny	Illinois
A.N.P. Trust #42-Penny	Illinois
Don G.C. Trust #8	N/A
LaSalle G.C. Trust #9	Illinois
Donald Pritzker Traubert GST Trust	Illinois
Rose Pritzker Traubert GST Trust	Illinois
Penny Trust	Illinois
RA G.C. Trust #8	Illinois
F.L.P. Trust #19	Illinois
T-551-10FD2	Bahamas
1740 #34FD2	Bahamas
1740 #40FD-D	Bahamas
1740 #40FD-R	Bahamas

**Schedule A****Certain Information Regarding the Reporting Persons <sup>1</sup>**

<b>Name of Beneficial Owner</b>	<b>Class A Common Stock <sup>2</sup></b>		<b>Class B Common Stock <sup>3</sup></b>		<b>% of Total Common Stock <sup>4</sup></b>	<b>% of Total Voting Power <sup>5</sup></b>
	<b>Shares</b>	<b>% of Class A</b>	<b>Shares</b>	<b>% of Class B</b>		
	Horton Trust Company LLC, not individually, but solely in the capacity as trustee of the trusts listed on <u>Appendix A-1</u> .	—	—	10,445,115	9.4%	7.1%
Penny Pritzker, individually	14,650	*	20,682	*	*	*

\* Less than 1% beneficial ownership

<sup>1</sup> All references to the number of shares outstanding are as of February 25, 2015, as reported in the Issuer's Current Report on Form 8-K, filed February 26, 2015.

<sup>2</sup> The information shown in the table with respect to the percentage of Class A Common Stock beneficially owned is based on 35,981,513 shares of the Class A Common Stock outstanding as of February 25, 2015, assuming that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

<sup>3</sup> The information shown in the table with respect of the percentage of Class B Common Stock beneficially owned is based on 110,655,463 shares of Class B Common Stock outstanding as of February 25, 2015.

<sup>4</sup> The information shown in the table with respect to the percentage of total Common Stock beneficially owned is based on 35,981,513 shares of Class A Common Stock and 110,655,463 shares of Class B Common Stock outstanding as of February 25, 2015.

<sup>5</sup> With respect to matters upon which the Issuer's stockholders are entitled to vote, the holders of Class A Common Stock and Class B Common Stock vote together as a single class, and each holder of Class A Common Stock is entitled to one vote per share and each holder of Class B Common Stock is entitled to ten votes per share. The percentage of total voting power of the shares of Common Stock is calculated based on the total voting power of the shares of Common Stock outstanding as of February 25, 2015, which is comprised of 35,981,513 shares of Class A Common Stock and 110,655,463 shares of Class B Common Stock and assumes that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

**Schedule B****Certain Information Regarding the Separately Filing Group Members <sup>1</sup>**

Separately Filing Group Member	Class A Common Stock <sup>2</sup>		Class B Common Stock <sup>3</sup>		% of Total Common Stock <sup>4</sup>	% of Total Voting Power <sup>5</sup>
	Shares	% of Class A	Shares	% of Class B		
Trustee of the Non-U.S. Situs Trusts <sup>6</sup>	—	—	882,956	0.8%	0.6%	0.8%
Trustees of the Thomas J. Pritzker Family Trusts and Other Reporting Persons <sup>7</sup>	1,410	*	22,520,767	20.4%	15.4%	19.7%
Trustees of the Nicholas J. Pritzker Family Trusts and Other Reporting Persons <sup>8</sup>	—	—	1,409,437	1.3%	1.0%	1.2%
Trustees of the Jennifer N. Pritzker Family Trusts <sup>9</sup>	8,470	*	2,319,002	2.1%	1.6%	2.0%
Trustees of the Linda Pritzker Family Trusts <sup>10</sup>	—	—	—	—	—	—
Trustees of the Karen L. Pritzker Family Trusts <sup>11</sup>	—	—	8,584,104	7.8%	5.9%	7.5%
Trustees of the Penny Pritzker Family Trusts and Other Reporting Persons <sup>12</sup>	14,650	*	10,465,797	9.5%	7.1%	9.2%
Trustees of the Daniel F. Pritzker Family Trusts <sup>13</sup>	—	—	8,285,378	7.5%	5.7%	7.3%
Trustees of the Anthony N. Pritzker Family Trusts <sup>14</sup>	—	—	6,186,817	5.6%	4.2%	5.4%
Trustees of the Gigi Pritzker Pucker Family Trusts and Other Reporting Persons <sup>15</sup>	—	—	18,837,636	17.0%	12.8%	16.5%
Trustees of the Jay Robert Pritzker Family Trusts <sup>16</sup>	—	—	6,051,483	5.5%	4.1%	5.3%
<b>Pritzker Family Group Totals</b>	<b>24,530</b>	<b>*</b>	<b>85,543,377</b>	<b>77.3%</b>	<b>58.4%</b>	<b>74.9%</b>

\* Less than 1% beneficial ownership

<sup>1</sup> All references to the number of shares outstanding are as of February 25, 2015, as reported in the Issuer's Current Report on Form 8-K, filed February 26, 2015.

<sup>2</sup> The information shown in the table with respect to the percentage of Class A Common Stock beneficially owned is based on 35,981,513 shares of the Class A Common Stock outstanding as of February 25, 2015, assuming that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

<sup>3</sup> The information shown in the table with respect to the percentage of Class B Common Stock beneficially owned is based on 110,655,463 shares of Class B Common Stock outstanding as of February 25, 2015.

<sup>4</sup> The information shown in the table with respect to the percentage of total Common Stock beneficially owned is based on 35,981,513 shares of Class A Common Stock and 110,655,463 shares of Class B Common Stock outstanding as of February 25, 2015.

<sup>5</sup> With respect to matters upon which the Issuer's stockholders are entitled to vote, the holders of Class A Common Stock and Class B Common Stock vote together as a single class, and each holder of Class A Common Stock is entitled to one vote per share and each holder of Class B Common Stock is entitled to ten votes per share. The percentage of total voting power of the shares of Common Stock is calculated based on the total voting power of the shares of Common Stock outstanding as of February 25, 2015, which is comprised of 35,981,513 shares of Class A Common Stock and 110,655,463 shares of Class B Common Stock and assumes that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

<sup>6</sup> See the Schedule 13D filed on August 26, 2010, as amended, by the CIBC Trust Company (Bahamas) Limited, solely as trustee of the Non-U.S. Situs Trusts listed on Appendix A to the Schedule 13D, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.

<sup>7</sup> See the Schedule 13D filed on August 26, 2010, as amended, by Marshall E. Eisenberg, not individually, but solely as trustee of certain trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office. Thomas J. Pritzker holds 119,707 stock appreciation rights ("SARs") that are currently exercisable at an exercise price of \$40.96, 127,410 SARs that are currently exercisable at an exercise price of \$41.74, 105,450 SARs that are currently exercisable at an exercise price of \$41.29, 103,690 SARs that are currently exercisable at an exercise price of \$43.44 and 35,047 SARs that are currently exercisable at an exercise price of \$49.39. The number of shares of Class A Common Stock that Mr. Pritzker will receive upon exercise of such SARs is not currently determinable and therefore not included in the table above because each SAR gives the holder the right to receive a number of shares of Class A Common Stock equal to the excess of the value of one share of A Common Stock at the exercise date, which is not determinable until the date of exercise, over the exercise price.

- 8 *See* the Schedule 13D filed on August 26, 2010, as amended, by Marshall E. Eisenberg, not individually, but solely as trustee of certain trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- 9 *See* the Schedule 13D filed on August 26, 2010, as amended, by Charles E. Dobrusin and Harry B. Rosenberg, not individually, but solely as co-trustees of certain trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- 10 *See* the Schedule 13D filed on August 26, 2010, as amended, by Lewis M. Linn, not individually, but solely as trustee for the trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- 11 *See* the Schedule 13D filed on August 26, 2010, as amended, by Walter W. Simmers, Andrew D. Wingate and Lucinda Falk, not individually, but solely as co-trustees for the trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- 12 *See* the Schedule 13D filed on August 26, 2010, as amended, by John Kevin Poorman, not individually, but solely as trustee of certain trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- 13 *See* the Schedule 13D filed on August 26, 2010, as amended, by Lewis M. Linn, not individually, but solely as trustee for the trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- 14 *See* the Schedule 13D filed on August 26, 2010, as amended, by Lewis M. Linn, not individually, but solely as trustee for the trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- 15 *See* the Schedule 13D filed on August 26, 2010, as amended, by Gigi Pritzker Pucker and Edward W. Rabin, not individually, but solely as trustees of certain trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein on, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- 16 *See* the Schedule 13D filed on August 26, 2010, as amended, by Thomas J. Muenster, not individually, but solely as trustee for the trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.