Hyatt Hotels Corp Form SC 13D/A June 06, 2013

# SECURITIES AND EXCHANGE COMMISSION

**WASHINGTON, DC 20549** 

# **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. 9)

# **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

233 S. Wacker Drive, Suite 5800

### Chicago, Illinois 60606

(312) 876-7700

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

May 29, 2013

(Date of Event which Requires Filing of this Statement)

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)

(Page 1 of 12 Pages)

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).

CUSIPN	No. 44857910	2 13D	Page 2 of 12 Pag
1.	Names of Ro	eporting Persons	
	I.R.S. Identi	fication Nos. of Above Persons (Entities Only)	
2.	Horton Trus Check the A	t Company LLC, not individually, but solely as trustee of the trusts listed on Appendix A-1. ppropriate Box if a Member of a Group	
	(a) x		
3.	(b) " SEC Use Or	ıly	
4.	Source of Fu	ands	
5.	OO Check if Dis	closure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
6.	 Citizenship	or Place of Organization	
NUMB SHA		Sole Voting Power	
	CIALLY 8.	0 Shared Voting Power	
EA	СН		
REPOI	RTING 9.	8,574,165* Sole Dispositive Power	
PER	SON		
WI	TH 10.	0 Shared Dispositive Power	

8,574,165\*

11.	Aggregate Amount Beneficially Owned by Each Reporting Person
12.	8,574,165* Check if the Aggregate Amount in Row (11) Excludes Certain Shares
13.	x Percent of Class Represented by Amount in Row (11)
14.	5.4%* Type of Reporting Person
	00

\* Represents shares of the Issuer s Class A Common Stock, \$0.01 par value per share (the <u>Class A Common Stock</u>), issuable upon conversion of shares of the Issuer s Class B Common Stock, \$0.01 par value per share (the <u>Class B Common Stock</u> and, together with the Class A Common Stock, the <u>Common Stock</u>). 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 May 30, 2013, as reported in the Issuer's Current Report on Form 8-K, filed on May 30, 2013. The percentage is calculated using the total number of shares of Common Stock beneficially owned by the Reporting Person and based on 159,551,851 shares of Common Stock outstanding as of May 30, 2013. 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 7.3% of the total voting power of the Common Stock as of May 30, 2013. The percentage of total voting power of the Common Stock outstanding as of May 30, 2013, which is comprised of 45,910,600 shares of Class A Common Stock and 113,641,251 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.

CUSIPN	lo. 448579102	13D	Page 3 of 12 Pag
1.	Names of Re	porting Persons	
	I.R.S. Identif	cation Nos. of Above Persons (Entities Only)	
2.		Company (Bahamas) Limited, not individually, but solely as trustee of the trusts listed on Appendix Appropriate Box if a Member of a Group	<u>1-2.</u>
	(a) x		
3.	(b) " SEC Use Only	y	
4.	Source of Fu	nds	
5.	OO Check if Disc	closure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
6.	 Citizenship o	r Place of Organization	
NUMB		ernational Business Company Sole Voting Power	
SHA	RES		
BENEFI OWNI		0 Shared Voting Power	
EA	СН		
REPOI	RTING 9.	1,424,099* Sole Dispositive Power	
PERSO	N WITH		
	10.	0 Shared Dispositive Power	

1,424,099\*
11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,424,099\*
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

x

Percent of Class Represented by Amount in Row (11)

0.9%\*

OO

Type of Reporting Person

14.

\* Represents shares of the Issuer s Class A Common Stock, \$0.01 par value per share (the <u>Class A Common Stock</u>), issuable upon conversion of shares of the Issuer s Class B Common Stock, \$0.01 par value per share (the <u>Class B Common Stock</u> and, together with the Class A Common Stock, the <u>Common Stock</u>). 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 May 30, 2013, as reported in the Issuer's Current Report on Form 8-K, filed on May 30, 2013. The percentage is calculated using the total number of shares of Common Stock beneficially owned by the Reporting Person and based on 159,551,851 shares of Common Stock outstanding as of May 30, 2013. 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 1.2% of the total voting power of the Common Stock as of May 30, 2013. The percentage of total voting power of the Common Stock outstanding as of May 30, 2013, which is comprised of 45,910,600 shares of Class A Common Stock and 113,641,251 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.

CUSIP N	lo. 448579102	13D	Page 4 of 12 Pages
1.	Names of Re	porting Persons	
	I.R.S. Identif	cation Nos. of Above Persons (Entities Only)	
2.	Penny Pritzk Check the Ap	er, individually propriate Box if a Member of a Group	
	(a) x		
3.	(b) " SEC Use On	y	
4.	Source of Fu	nds	
5.	OO Check if Disc	closure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
6.	 Citizenship o	r Place of Organization	
NUMB	United States ER OF 7.	Sole Voting Power	
SHA	RES		
BENEFI OWNE	8.	0 Shared Voting Power	
EA	СН		
REPOR	RTING 9.	32,049* Sole Dispositive Power	
PERSON			
	10.	0 Shared Dispositive Power	

32,049\*

Aggregate Amount Beneficially Owned by Each Reporting Person

32,049\*

Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

0.0%\*

12.

14. Type of Reporting Person

IN

\* Represents shares of the Issuer s Class A Common Stock, \$0.01 par value per share (the <u>Class A Common Stock</u>), 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 <u>Class B Common Stock</u> and, together with the Class A Common Stock, the <u>Common Stock</u>). 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 May 30, 2013, as reported in the Issuer's Current Report on Form 8-K, filed on May 30, 2013. The percentage is calculated using the total number of shares of Common Stock beneficially owned by the Reporting Person and based on 159,551,851 shares of Common Stock outstanding as of May 30, 2013. 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 Common Stock owned by the Reporting Person represent less than 0.1% of the total voting power of the Common Stock as of May 30, 2013. 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 May 30, 2013, which is comprised of 45,910,600 shares of Class A Common Stock and 113,641,251 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.

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EXPLANATORY NOTE: This Amendment No. 9 to Schedule 13D (<u>Amendment No.</u>9) relates to the Class A Common Stock, \$0.01 par value per share, of Hyatt Hotels Corporation, a Delaware corporation (the <u>Issuer</u>), which has its principal executive office at 71 South Wacker Drive, 12th Floor, Chicago, Illinois 60606. This Amendment No. 9 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 <u>Original Schedule 13D</u>), as amended and supplemented by Amendment No. 1 to Schedule 13D filed by the Reporting Persons on September 9, 2010 (<u>Amendment No.</u>1), Amendment No. 2 to Schedule 13D filed by the Reporting Persons on May 18, 2011 (<u>Amendment No.</u>2), Amendment No. 3 to Schedule 13D filed by the Reporting Persons on November 29, 2011 (<u>Amendment No.</u>3), Amendment No. 4 to Schedule 13D filed by the Reporting Persons on January 4, 2012 (<u>Amendment No.</u>4), Amendment No. 5 to Schedule 13D filed by the Reporting Persons on August 22, 2012 (<u>Amendment No.</u>5), Amendment No. 6 to Schedule 13D filed by the Reporting Persons on December 4, 2012 (<u>Amendment No.</u>6), Amendment No. 7 to Schedule 13D filed by the Reporting Persons on December 18, 2012 (<u>Amendment No.</u>7) and Amendment No. 8 to Schedule 13D filed by the Reporting Persons on May 17, 2013 (<u>Amendment No.</u>8). The Original Schedule 13D, as amended and supplemented by Amendment No. 8, 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 5. Interest in Securities of the Issuer

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

Based solely on the information contained in amendments to the Schedule 13Ds filed by certain of the Separately Filing Group Members, certain of the Separately Filing Group Members entered into purchase and sale agreements with the Issuer on May 29, 2013, pursuant to which the Issuer agreed to repurchase an aggregate of 295,072 shares of Class B Common Stock from the Separately Filing Group Members for \$41.0352 per share. The transactions closed on May 29, 2013.

Based solely on the information contained in amendments to the Schedule 13Ds filed by certain Separately Filing Group Members, 824,565 shares of Class B common stock held by trusts for the benefit of Thomas J. Pritzker that were previously reported on the Schedule 13D filed by a Separately Reporting Group Member, CIBC Trust Company (Bahamas) Limited, in its capacity as trustee of the Non-U.S. Situs Trusts, are now being reported on the Schedule 13D filed by another Separately Filing Group Member, the Trustees of the Thomas J. Pritzker Family Trusts and Other Reporting Persons. There has been no change in beneficial ownership in connection with these shares now being reported by this Separately Filing Group Member.

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Based solely on the information contained in amendments to the Schedule 13Ds filed by certain Separately Filing Group Members, 491,699 shares of Class B common stock held by trusts for the benefit of Gigi Pritzker Pucker that were previously reported on the Schedule 13D filed by a Separately Reporting Group Member, CIBC Trust Company (Bahamas) Limited, in its capacity as trustee of the Non-U.S. Situs Trusts, are now being reported on the Schedule 13D filed by another Separately Filing Group Member, the Trustees of the Gigi Pritzker Pucker Family Trusts and Other Reporting Persons. There has been no change in beneficial ownership in connection with these shares now being reported by this Separately Filing Group Member.

Schedule A attached to this Amendment No. 9 amends and restates, in its entirety, Schedule A attached to the Schedule 13D. Schedule A attached to this Amendment No. 9 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.

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 19,837 shares of currently issued Class A Common Stock and 88,529,165 shares of Class A Common Stock issuable upon conversion of 88,529,165 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 outstanding. The number of shares of Common Stock beneficially owned by the Pritzker Family Group represents 55.5% 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. 9 amends and restates, in its entirety, Schedule B attached to the Schedule 13D. Schedule B attached to this Amendment No. 9 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.

#### **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 an correct.

Dated: June 6, 2013

Horton Trust Company LLC, solely as trustee of the trusts listed on

#### Appendix A-1.

By: /s/ John Kevin Poorman John Kevin Poorman President

CIBC Trust Company (Bahamas) Limited, solely as trustee of the trusts listed on  $\underline{\text{Appendix A-2}}$ .

By: /s/ Helen M. Carroll Helen M. Carroll Authorized Signatory\*

By: /s/ Carlis E. Chisholm Carlis E. Chisholm Authorized Signatory\*

/s/ Penny Pritzker Penny Pritzker, individually

\* A Secretary s Certificate evidencing the authority of such persons to sign and file this Amendment No. 9 on behalf of CIBC Trust Company (Bahamas) Limited was previously filed as Exhibit 10 to the Schedule 13D and is incorporated by reference herein.

[Signature Page to Amendment No. 9 to Schedule 13D]

# CUSIP No. 448579102 13D Page 8 of 12 Pages **Appendix A-1**

Trust Name	Jurisd. of Org.
A.N.P. Trust #31M6	Illinois
A.N.P. Trust #34-Penny M6	Illinois
A.N.P. Trust #36-Penny M6	Illinois
A.N.P. Trust #37M6	Illinois
A.N.P. Trust #40-Penny M6	Illinois
A.N.P. Trust #42-Penny M5	Illinois
Don G.C. Trust #8M2	N/A
LaSalle G.C. Trust #9M1	Illinois
Donald Pritzker Traubert GST Trust	Illinois
Rose Pritzker Traubert GST Trust	Illinois
Penny Trust M2	Illinois
RA G.C. Trust #8M3	Illinois
F.L.P. Trust #19M2	Illinois

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		Jurisd. of
Trust Name		Org.
T-551-10FD2		Bahamas
1740 #34FD2		Bahamas
1740 #37FD		Bahamas

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# **Certain Information Regarding the**

#### Reporting Persons<sup>1</sup>

	Class A Common Stock2		Class B Common Stock <sup>3</sup>		% of Total		
		% of		% of	Common	% of Total Voting	
Name of Beneficial Owner	Shares	Class A	Shares	Class B	Stock <sup>4</sup>	Power <sup>5</sup>	
Horton Trust Company LLC, not individually, but solely in the							
capacity as trustee of the trusts listed on Appendix A-1.			8,574,165	7.5%	5.4%	7.3%	
CIBC Trust Company (Bahamas) Limited, not individually, but solely							
in the capacity as trustee of the trusts listed on Appendix A-2.			1,424,099	1.3%	0.9%	1.2%	
Penny Pritzker, individually	11,367	*	20,682	*	*	*	

- \* Less than 1% beneficial ownership
- All references to the number of shares outstanding are as of May 30, 2013, as reported in the Issuer s Current Report on Form 8-K, filed May 30, 2013.
- The information shown in the table with respect to the percentage of Class A Common Stock beneficially owned is based on 45,910,600 shares of the Class A Common Stock outstanding as of May 30, 2013, assuming that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.
- The information shown in the table with respect of the percentage of Class B Common Stock beneficially owned is based on 113,641,251 shares of Class B Common Stock outstanding as of May 30, 2013.
- The information shown in the table with respect to the percentage of total Common Stock beneficially owned is based on 45,910,600 shares of Class A Common Stock and 113,641,251 shares of Class B Common Stock outstanding as of May 30, 2013.
- 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 May 30, 2013, which is comprised of 45,910,600 shares of Class A Common Stock and 113,641,251 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.

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#### Schedule B

#### Certain Information Regarding the

#### Separately Filing Group Members<sup>1</sup>

					% of Total	
	Class A		Class I	3	Common	% of Total
	Common Stock <sup>2</sup>		Common Stock <sup>3</sup>		Stock <sup>4</sup>	Voting Power <sup>5</sup>
	~*	% of	~-	% of		
Separately Filing Group Member	Shares	Class A	Shares	Class B		
Trustee of the Non-U.S. Situs Trusts <sup>6</sup>			1,485,728	1.3%	0.9%	1.3%
Trustees of the Thomas J. Pritzker Family Trusts and Other						
Reporting Persons <sup>7</sup>			22,520,767	19.8%	14.1%	19.0%
Trustees of the Nicholas J. Pritzker Family Trusts and Other						
Reporting Persons <sup>8</sup>			1,409,437	1.2%	0.9%	1.2%
Trustees of the James N. Pritzker Family Trusts <sup>9</sup>	8,470	*	3,432,790	3.0%	2.2%	2.9%
Trustees of the John A. Pritzker Family Trusts <sup>10</sup>						
Trustees of the Linda Pritzker Family Trusts <sup>11</sup>						
Trustees of the Karen L. Pritzker Family Trusts <sup>12</sup>			8,584,104	7.6%	5.4%	7.3%
Trustees of the Penny Pritzker Family Trusts and Other						
Reporting Persons <sup>13</sup>	11,367	*	10,018,946	8.8%	6.3%	8.5%
Trustees of the Daniel F. Pritzker Family Trusts <sup>14</sup>			10,001,457	8.8%	6.3%	8.5%
Trustees of the Anthony N. Pritzker Family Trusts <sup>15</sup>			6,186,817	5.4%	3.9%	5.2%
Trustees of the Gigi Pritzker Pucker Family Trusts and Other						
Reporting Persons <sup>16</sup>			18,837,636	16.6%	11.8%	15.9%
Trustees of the Jay Robert Pritzker Family Trusts <sup>17</sup>			6,051,483	5.3%	3.8%	5.1%
Pritzker Family Group Totals		*	88,529,165	77.9%	55.5%	74.9%

<sup>\*</sup> Less than 1% beneficial ownership

- All references to the number of shares outstanding are as of May 30, 2013, as reported in the Issuer s Current Report on Form 8-K, filed May 30, 2013.
- The information shown in the table with respect to the percentage of Class A Common Stock beneficially owned is based on 45,910,600 shares of the Class A Common Stock outstanding as of May 30, 2013, assuming that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.
- The information shown in the table with respect of the percentage of Class B Common Stock beneficially owned is based on 113,641,251 shares of Class B Common Stock outstanding as of May 30, 2013.
- The information shown in the table with respect to the percentage of total Common Stock beneficially owned is based on 45,910,600 shares of Class A Common Stock and 113,641,251 shares of Class B Common Stock outstanding as of May 30, 2013.
- 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 May 30, 2013, which is comprised of 45,910,600 shares of Class A Common Stock and 113,641,251 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.
- 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.
- 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 89,778 stock appreciation rights (<u>SARs</u>) that are currently exercisable at an exercise price of \$40.96, 63,704 SARs that are currently exercisable at an

exercise price of \$41.74 and 35,150 SARs that are currently exercisable at an exercise price of \$41.29. 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 exercise 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.

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- 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.
- <sup>9</sup> 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.