

EISENBERG MARSHALL E  
Form SC 13D/A  
September 09, 2010

# 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. 1)\*

## 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.

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**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)**

**September 3, 2010**

**(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 9 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).

1. Names of reporting persons

I.R.S. Identification Nos. of Above Persons (Entities Only)

Thomas J. Pritzker, Marshall E. Eisenberg and Karl J. Breyer, not individually, but solely as co-trustees of the U.S. Situs Trusts (as defined in the Schedule 13D) listed on Appendix A.

2. Check the appropriate box if a member of a group

(a)  (b)

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)

6. Citizenship or place of organization

United States

Number of 7. Sole voting power

shares

beneficially 0

owned by 8. Shared voting power

each

reporting 5,149,874\*  
9. Sole dispositive power

person

with

0  
10. Shared dispositive power

5,149,874\*

11. Aggregate amount beneficially owned by each reporting person

5,149,874\*

12. Check if the aggregate amount in Row (11) excludes certain shares

13. Percent of class represented by amount in Row (11)

3.0%\*

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 Persons (as defined in the Schedule 13D) are 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 Persons may be deemed to be members of a group, within the meaning of Section 13(d)(3) of the Act (as defined in the Schedule 13D), comprised of the Reporting Persons and the Separately Filing Group Members. Shares listed as beneficially owned by each 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 July 31, 2010, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2010, as adjusted to account for 539,588 shares of Class B Common Stock that were converted into shares of Class A Common Stock in connection with the Distribution (as defined in the Schedule 13D). The percentage is calculated using the total number of shares of Common Stock beneficially owned by the Reporting Persons and based on 173,922,706 shares of Common Stock outstanding as of July 31, 2010. 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 Persons represent 3.8% of the total voting power of the Common Stock as of July 31, 2010, as adjusted. 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 July 31, 2010, as adjusted, which is comprised of 44,456,706 shares of Class A Common Stock and 129,466,000 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. 1 to Schedule 13D ( Amendment No. 1 ) 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. 1 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 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 Separately Filing Group Members on September 8, 2010, certain of the Separately Filing Group Members transferred shares of Common Stock to other Separately Filing Group Members. These transactions did not impact the number of shares or percentage of Common Stock beneficially owned by the Reporting Persons or the Pritzker Family Group.

Schedule B attached to this Amendment No. 1 amends and restates, in its entirety, Schedule B attached to the Schedule 13D. Schedule B attached to this Amendment No. 1 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 respect 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 and correct.

Dated: September 8, 2010

**U.S. Situs Trusts**

/s/ Thomas J. Pritzker

Thomas J. Pritzker, not individually, but solely in the capacity as co-trustee of the U.S. Situs Trusts listed on Appendix A.

/s/ Marshall E. Eisenberg

Marshall E. Eisenberg, not individually, but solely in the capacity as co-trustee of the U.S. Situs Trusts listed on Appendix A.

/s/ Karl J. Breyer

Karl J. Breyer, not individually, but solely in the capacity as co-trustee of the U.S. Situs Trusts listed on Appendix A.

[Signature Page to Amendment No. 1 to Schedule 13D]

**Appendix A****U.S. Situs Trusts**

|  | <b>Name of Trust</b>   | <b>Jurisd.<br/>of Org.</b> |
|--|------------------------|----------------------------|
|  | N.F.P. QSST Trust # 21 | Illinois                   |
|  | LaSalle Trust #13      | Illinois                   |
|  | LaSalle Trust #14      | Illinois                   |
|  | LaSalle Trust #15      | Illinois                   |
|  | LaSalle Trust #17      | Illinois                   |
|  | LaSalle Trust #18      | Illinois                   |
|  | LaSalle Trust #19      | Illinois                   |
|  | LaSalle Trust #41      | Illinois                   |
|  | LaSalle Trust #42      | Illinois                   |
|  | LaSalle Trust #43      | Illinois                   |
|  | LaSalle Trust #44      | Illinois                   |
|  | LaSalle Trust #45      | Illinois                   |
|  | LaSalle Trust #46      | Illinois                   |
|  | LaSalle Trust #47      | Illinois                   |
|  | LaSalle Trust #48      | Illinois                   |
|  | LaSalle Trust #49      | Illinois                   |
|  | LaSalle Trust #50      | Illinois                   |
|  | LaSalle Trust #51      | Illinois                   |
|  | LaSalle Trust #52      | Illinois                   |
|  | LaSalle Trust #53      | Illinois                   |
|  | LaSalle Trust #54      | Illinois                   |
|  | LaSalle Trust #55      | Illinois                   |
|  | LaSalle Trust #56      | Illinois                   |
|  | LaSalle Trust #57      | Illinois                   |
|  | LaSalle Trust #58      | Illinois                   |
|  | LaSalle Trust #59      | Illinois                   |
|  | LaSalle Trust #60      | Illinois                   |
|  | LaSalle Trust #61      | Illinois                   |
|  | LaSalle Trust #62      | Illinois                   |
|  | LaSalle Trust #63      | Illinois                   |
|  | LaSalle Trust #64      | Illinois                   |
|  | LaSalle G.C. Trust #2  | Illinois                   |
|  | LaSalle G.C. Trust #3  | Illinois                   |
|  | LaSalle G.C. Trust #4  | Illinois                   |
|  | LaSalle G.C. Trust #5  | Illinois                   |
|  | LaSalle G.C. Trust #6  | Illinois                   |
|  | LaSalle G.C. Trust #7  | Illinois                   |
|  | LaSalle G.C. Trust #8  | Illinois                   |
|  | LaSalle G.C. Trust #9  | Illinois                   |
|  | LaSalle G.C. Trust #10 | Illinois                   |
|  | LaSalle G.C. Trust #11 | Illinois                   |
|  | Don Trust #25          | N/A                        |
|  | Nicholas Trust         | Illinois                   |
|  | Tom Trust              | Illinois                   |



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|  |                |
|--|----------------|
| Johnny Trust                           | Illinois       |
| Daniel Trust                           | Illinois       |
| Jim Trust                              | Illinois       |
| Linda Trust                            | Illinois       |
| Karen Trust                            | Illinois       |
| Penny Trust                            | Illinois       |
| Tony Trust                             | Illinois       |
| Jay Robert Trust                       | Illinois       |
| Gigi Trust                             | Illinois       |
| R. A. Trust #25                        | Illinois       |
| Belleview Trust Oregon Trust #37       | N/A            |
| Bly Trust Oregon Trust #38             | N/A            |
| Canyonville Trust Oregon Trust #39     | N/A            |
|  | <b>Jurisd.</b> |
|  | <b>of Org.</b> |
| <b>Name of Trust</b>                   |                |
| Chiloquin Trust Oregon Trust #41       | N/A            |
| Coburg Trust Oregon Trust #42          | N/A            |
| Condon Trust Oregon Trust #43          | N/A            |
| Dayton Trust Oregon Trust #44          | N/A            |
| Dillard Trust Oregon Trust #45         | N/A            |
| Dundee Trust Oregon Trust #46          | N/A            |
| Dunes Trust Oregon Trust #47           | N/A            |
| Elmira Trust Oregon Trust #48          | N/A            |
| Blodgett Trust Oregon Trust #101       | N/A            |
| Broadbent Trust Oregon Trust #102      | N/A            |
| Burlington Trust Oregon Trust #103     | N/A            |
| Brightwood Trust Oregon Trust #181     | N/A            |
| Ophelia Trust Oregon Trust #182        | N/A            |
| Buxton Trust Oregon Trust #183         | N/A            |
| Carver Trust Oregon Trust #184         | N/A            |
| Vale Trust Oregon Trust #189           | N/A            |
| Heppner Trust Oregon Trust #190        | N/A            |
| Moro Trust Oregon Trust #191           | N/A            |
| Tillamook Trust Oregon Trust #192      | N/A            |
| Oakland Trust Oregon Trust #201        | N/A            |
| Oceanside Trust Oregon Trust #202      | N/A            |
| Odell Trust Oregon Trust #203          | N/A            |
| Olney Trust Oregon Trust #204          | N/A            |
| Ophir Trust Oregon Trust #205          | N/A            |
| Orenco Trust Oregon Trust #206         | N/A            |
| Orient Trust Oregon Trust #207         | N/A            |
| Oxbow Trust Oregon Trust #208          | N/A            |
| Newman Trust Washington Trust #57      | Illinois       |
| Rock Trust Washington Trust #58        | Illinois       |
| Roosevelt Trust Washington Trust #59   | Illinois       |
| Shannon Trust Washington Trust #60     | Illinois       |
| Stevens Trust Washington Trust #61     | Illinois       |
| Spectacle Trust Washington Trust #62   | Illinois       |
| Galispell Trust Washington Trust #63   | Illinois       |
| West Trust Washington Trust #64        | Illinois       |
| Gunn Trust Washington Trust #93        | Illinois       |
| Pyramid Trust Washington Trust #94     | Illinois       |
| Signal Trust Washington Trust #96      | Illinois       |
| Pinnacle Trust Washington Trust #109   | Illinois       |
| Rommel Trust Washington Trust #110     | Illinois       |
| Mile Trust Washington Trust #111       | Illinois       |
| Lummi Trust Washington Trust #141      | Illinois       |
| Shoalwater Trust Washington Trust #142 | Illinois       |
| Hoh Trust Washington Trust #143        | Illinois       |
| Quillayute Trust Washington Trust #144 | Illinois       |
| Klickitat Trust Washington Trust #149  | Illinois       |
| Willapa Trust Washington Trust #150    | Illinois       |

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|                 |                       |          |
|-----------------|-----------------------|----------|
| Snow Trust      | Washington Trust #151 | Illinois |
| Toutle Trust    | Washington Trust #153 | Illinois |
| Salmon Trust    | Washington Trust #154 | Illinois |
| Yellow Trust    | Washington Trust #155 | Illinois |
| Chehalis Trust  | Washington Trust #156 | Illinois |
| Wynoochee Trust | Washington Trust #157 | Illinois |
| Quimalt Trust   | Washington Trust #158 | Illinois |
| Queets Trust    | Washington Trust #159 | Illinois |
| Wind Trust      | Washington Trust #160 | Illinois |
| Angeles Trust   | Washington Trust #169 | Illinois |

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| Name of Trust                          | Jurisd.<br>of Org. |
|--|--------------------|
| Aberdeen Trust Washington Trust #170   | Illinois           |
| Hoquiam Trust Washington Trust #171    | Illinois           |
| Zesty Trust Washington Trust #172      | Illinois           |
| Bellingham Trust Washington Trust #173 | Illinois           |
| Blaine Trust Washington Trust #174     | Illinois           |
| Chuckanut Trust Washington Trust #175  | Illinois           |
| Anacortes Trust Washington Trust #176  | Illinois           |
| ECI Family Trust #1                    | Illinois           |
| ECI Family Trust #2                    | Illinois           |
| ECI Family Trust #3                    | Illinois           |
| ECI Family Trust #4                    | Illinois           |
| ECI Family Trust #5                    | Illinois           |
| ECI Family Trust #6                    | Illinois           |
| ECI QSST Trust #1                      | Illinois           |
| ECI QSST Trust #2                      | Illinois           |
| ECI QSST Trust #3                      | Illinois           |
| ECI QSST Trust #4                      | Illinois           |
| ECI QSST Trust #5                      | Illinois           |
| ECI QSST Trust #6                      | Illinois           |
| Don G.C. Trust #1                      | N/A                |
| Don G.C. Trust #2                      | N/A                |
| Don G.C. Trust #3                      | N/A                |
| Don G.C. Trust #4                      | N/A                |
| Don G.C. Trust #5                      | N/A                |
| Don G.C. Trust #6                      | N/A                |
| Don G.C. Trust #7                      | N/A                |
| Don G.C. Trust #8                      | N/A                |
| Don G.C. Trust #9                      | N/A                |
| Don G.C. Trust #10                     | N/A                |
| R.A. G.C. Trust #1                     | Illinois           |
| R.A. G.C. Trust #2                     | Illinois           |
| R.A. G.C. Trust #3                     | Illinois           |
| R.A. G.C. Trust #4                     | Illinois           |
| R.A. G.C. Trust #5                     | Illinois           |
| R.A. G.C. Trust #6                     | Illinois           |
| R.A. G.C. Trust #7                     | Illinois           |
| R.A. G.C. Trust #8                     | Illinois           |
| R.A. G.C. Trust #9                     | Illinois           |
| R.A. G.C. Trust #10                    | Illinois           |
| A.N.P. Trust #1                        | Illinois           |
| A.N.P. Trust #2                        | Illinois           |
| A.N.P. Trust #3                        | Illinois           |
| A.N.P. Trust #4 Daniel                 | Illinois           |
| A.N.P. Trust #4 John                   | Illinois           |
| A.N.P. Trust #5 Daniel                 | Illinois           |
| A.N.P. Trust #5 Jean                   | Illinois           |
| A.N.P. Trust #6                        | Illinois           |
| A.N.P. Trust #7D Dan                   | Illinois           |
| A.N.P. Trust #8                        | Illinois           |

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|                   |                      |                            |
|-------------------|----------------------|----------------------------|
| A.N.P. Trust #9   |                      | Illinois                   |
| A.N.P. Trust #10  |                      | Illinois                   |
| A.N.P. Trust #11  |                      | Illinois                   |
| A.N.P. Trust #12  |                      | Illinois                   |
| A.N.P. Trust #13D | Dan                  | Illinois                   |
| A.N.P. Trust #15  |                      | Illinois                   |
| A.N.P. Trust #16  |                      | Illinois                   |
| A.N.P. Trust #17  |                      | Illinois                   |
| A.N.P. Trust #18  | John                 | Illinois                   |
| A.N.P. Trust #18  | Thomas               | Illinois                   |
| A.N.P. Trust #19  |                      | Illinois                   |
| A.N.P. Trust #20  |                      | Illinois                   |
| A.N.P. Trust #21  |                      | Illinois                   |
|                   | <b>Name of Trust</b> | <b>Jurisd.<br/>of Org.</b> |
| A.N.P. Trust #22  | James                | Illinois                   |
| A.N.P. Trust #22  | Linda                | Illinois                   |
| A.N.P. Trust #23  | Karen                | Illinois                   |
| A.N.P. Trust #23  | Linda                | Illinois                   |
| A.N.P. Trust #24  | James                | Illinois                   |
| A.N.P. Trust #24  | Karen                | Illinois                   |
| A.N.P. Trust #25  |                      | Illinois                   |
| A.N.P. Trust #26  |                      | Illinois                   |
| A.N.P. Trust #27  |                      | Illinois                   |
| A.N.P. Trust #28  | James                | Illinois                   |
| A.N.P. Trust #28  | Linda                | Illinois                   |
| A.N.P. Trust #29  | Karen                | Illinois                   |
| A.N.P. Trust #29  | Linda                | Illinois                   |
| A.N.P. Trust #30  | James                | Illinois                   |
| A.N.P. Trust #30  | Karen                | Illinois                   |
| A.N.P. Trust #31  |                      | Illinois                   |
| A.N.P. Trust #32  |                      | Illinois                   |
| A.N.P. Trust #33  |                      | Illinois                   |
| A.N.P. Trust #34  | Anthony              | Illinois                   |
| A.N.P. Trust #34  | Penny                | Illinois                   |
| A.N.P. Trust #35  | Anthony              | Illinois                   |
| A.N.P. Trust #35  | Jay Robert           | Illinois                   |
| A.N.P. Trust #36  | Jay Robert           | Illinois                   |
| A.N.P. Trust #36  | Penny                | Illinois                   |
| A.N.P. Trust #37  |                      | Illinois                   |
| A.N.P. Trust #38  |                      | Illinois                   |
| A.N.P. Trust #39  |                      | Illinois                   |
| A.N.P. Trust #40  | Anthony              | Illinois                   |
| A.N.P. Trust #40  | Penny                | Illinois                   |
| A.N.P. Trust #41  | Anthony              | Illinois                   |
| A.N.P. Trust #41  | Jay Robert           | Illinois                   |
| A.N.P. Trust #42  | Jay Robert           | Illinois                   |
| A.N.P. Trust #42  | Penny                | Illinois                   |

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

| Separately Filing Group Member   | Class A<br>Common Stock <sup>2</sup> |                 | Class B<br>Common Stock <sup>3</sup> |                 | % of<br>Total<br>Common<br>Stock <sup>4</sup> | % of Total<br>Voting Power <sup>5</sup> |
|--|--------------------------------------|-----------------|--------------------------------------|-----------------|---|---|
|  | Shares                               | % of<br>Class A | Shares                               | % of<br>Class B |   |   |
| Co-Trustees of the U.S. Situs Trusts <sup>6</sup>  |                                      |                 | 5,149,874                            | 4.0%            | 3.0%  | 3.8%                                    |
| Trustee of the Non-U.S. Situs Trusts <sup>7</sup>  |                                      |                 | 4,698,863                            | 3.6%            | 2.7%  | 3.5%                                    |
| Trustees of the Thomas J. Pritzker Family Trusts and Other Reporting Persons <sup>8</sup>    |                                      |                 | 18,044,396                           | 13.9%           | 10.4%   | 13.5%                                   |
| Trustees of the Nicholas J. Pritzker Family Trusts and Other Reporting Persons <sup>9</sup>  |                                      |                 | 5,846,633                            | 4.5%            | 3.4%  | 4.4%                                    |
| Trustees of the James N. Pritzker Family Trusts and Other Reporting Persons <sup>10</sup>    | 8,470                                | *               | 7,055,432                            | 5.4%            | 4.1%  | 5.3%                                    |
| Trustees of the John A. Pritzker Family Trusts <sup>11</sup>                                 |                                      |                 |                                      |                 |   |   |
| Trustees of the Linda Pritzker Family Trusts and Other Reporting Persons <sup>12</sup>       |                                      |                 |                                      |                 |   |   |
| Trustees of the Karen L. Pritzker Family Trusts <sup>13</sup>                                |                                      |                 | 8,584,104                            | 6.6%            | 4.9%  | 6.4%                                    |
| Trustees of the Penny Pritzker Family Trusts and Other Reporting Persons <sup>14</sup>       | 1,651                                | *               | 8,731,294                            | 6.7%            | 5.0%  | 6.5%                                    |
| Trustees of the Daniel F. Pritzker Family Trusts <sup>15</sup>                               |                                      |                 | 10,001,457                           | 7.7%            | 5.8%  | 7.5%                                    |
| Trustees of the Anthony N. Pritzker Family Trusts <sup>16</sup>                              |                                      |                 | 9,524,762                            | 7.4%            | 5.5%  | 7.1%                                    |
| Trustees of the Gigi Pritzker Pucker Family Trusts and Other Reporting Persons <sup>17</sup> |                                      |                 | 16,879,919                           | 13.0%           | 9.7%  | 12.6%                                   |
| Trustees of the Jay Robert Pritzker Family Trusts <sup>18</sup>                              |                                      |                 | 9,316,593                            | 7.2%            | 5.4%  | 7.0%                                    |
| Trustee of the Richard Pritzker Family Trusts <sup>19</sup>                                  |                                      |                 | 520,587                              | 0.4%            | 0.3%  | 0.4%                                    |
| <b>Pritzker Family Group Totals</b>  | 10,121                               | *               | 104,353,914                          | 80.6%           | 60.0%   | 77.9%                                   |

\* Less than 1% beneficial ownership

<sup>1</sup> All references to the number of shares outstanding are as of July 31, 2010, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2010, as adjusted to account for 539,588 shares of Class B Common Stock that were converted into shares of Class A Common Stock in connection with the Distribution.

<sup>2</sup> The information shown in the table with respect to the percentage of Class A Common Stock beneficially owned is based on 44,456,706 shares of the Class A Common Stock outstanding as of July 31, 2010, as adjusted, 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 129,466,000 shares of Class B Common Stock outstanding as of July 31, 2010, as adjusted.

<sup>4</sup> The information shown in the table with respect to the percentage of total Common Stock beneficially owned is based on 44,456,706 shares of Class A Common Stock and 129,466,000 shares of Class B Common Stock outstanding as of July 31, 2010, as adjusted.

<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

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calculated based on the total voting power of the shares of Common Stock outstanding as of July 31, 2010, as adjusted, which is comprised of 44,456,706 shares of Class A Common Stock and 129,466,000 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 by Thomas J. Pritzker, Marshall E. Eisenberg and Karl J. Breyer, not individually, but solely in their capacity as co-trustees of the 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 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>8</sup> See Amendment No. 1 to the Schedule 13D filed on September 8, 2010 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 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>10</sup> See the Schedule 13D filed on August 26, 2010 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.

<sup>11</sup> See the Schedule 13D filed on August 26, 2010 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.

- <sup>12</sup> See Amendment No. 1 to the Schedule 13D filed on September 8, 2010 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.
- <sup>13</sup> See the Schedule 13D filed on August 26, 2010 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.
- <sup>14</sup> See the Schedule 13D filed on August 26, 2010 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.
- <sup>15</sup> See the Schedule 13D filed on August 26, 2010 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.
- <sup>16</sup> See the Schedule 13D filed on August 26, 2010 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.
- <sup>17</sup> See Amendment No. 1 to the Schedule 13D filed on September 8, 2010 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.
- <sup>18</sup> See the Schedule 13D filed on August 26, 2010 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.
- <sup>19</sup> See the Schedule 13D filed on August 26, 2010 by CIBC Trust Company (Bahamas) Limited, solely as trustee of 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.