UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2010

OR

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

For the transition period from to

Commission file number: 001-33708

Philip Morris International Inc.

(Exact name of registrant as specified in its charter)

Virginia	**13-3435103**
(State or other jurisdiction of	**(I.R.S. Employer**
incorporation or organization)	**Identification No.)**
120 Park Avenue	
New York, New York	**10017**
(Address of principal executive offices)	**(Zip Code)**

Registrant s telephone number, including area code: (917) 663-2000

Former name, former address and former fiscal year, if changed since last report

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

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

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

At April 30, 2010, there were 1,851,875,537 shares outstanding of the registrant s common stock, no par value per share.

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PHILIP MORRIS INTERNATIONAL INC.

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In this report, PMI, we, us and our refers to Philip Morris International Inc. and subsidiaries.

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PART I FINANCIAL INFORMATION

Item 1. Financial Statements.

Philip Morris International Inc. and Subsidiaries

Condensed Consolidated Balance Sheets

(in millions of dollars)

(Unaudited)

	March 31, 2010	December 31, 2009
ASSETS		
Cash and cash equivalents	$ 850	$ 1,540
Receivables (less allowances of $30 in 2010 and $33 in 2009)	3,186	3,098
Inventories:		
Leaf tobacco	4,205	4,183
Other raw materials	1,191	1,275
Finished product	2,883	3,749
	8,279	9,207
Deferred income taxes	280	305
Other current assets	483	532
Total current assets	13,078	14,682
Property, plant and equipment, at cost	12,261	12,258
Less: accumulated depreciation	5,731	5,868
	6,530	6,390
Goodwill	9,974	9,112
Other intangible assets, net	3,877	3,546
Other assets	714	822
TOTAL ASSETS	$ 34,173	$ 34,552

See notes to condensed consolidated financial statements.

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Philip Morris International Inc. and Subsidiaries

Condensed Consolidated Balance Sheets (Continued)

(in millions of dollars, except share data)

(Unaudited)

	March 31, 2010	December 31, 2009
LIABILITIES		
Short-term borrowings	$ 1,050	$ 1,662
Current portion of long-term debt	151	82
Accounts payable	956	670
Accrued liabilities:		
Marketing	388	441
Taxes, except income taxes	3,883	4,824
Employment costs	599	752
Dividends payable	1,087	1,101
Other	804	955
Income taxes	354	500
Deferred income taxes	308	191
Total current liabilities	9,580	11,178
Long-term debt	14,809	13,672
Deferred income taxes	1,701	1,688
Employment costs	1,101	1,260
Other liabilities	617	609
Total liabilities	27,808	28,407
Contingencies (Note 10)		
Redeemable noncontrolling interests (Note 7)	1,171	
STOCKHOLDERS EQUITY		
Common stock, no par value (2,109,316,331 shares issued in 2010 and 2009)		
Additional paid-in capital	1,240	1,403
Earnings reinvested in the business	15,977	15,358
Accumulated other comprehensive losses	(553)	(817)
	16,664	15,944
Less: cost of repurchased stock (252,652,291 and 222,151,828 shares in 2010 and 2009, respectively)	11,788	10,228
Total PMI stockholders equity	4,876	5,716
Noncontrolling interests	318	429
Total stockholders equity	5,194	6,145

TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	$	34,173	$	34,552

See notes to condensed consolidated financial statements.

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Philip Morris International Inc. and Subsidiaries

Condensed Consolidated Statements of Earnings

(in millions of dollars, except per share data)

(Unaudited)

	For the Three Months Ended March 31, 2010	For the Three Months Ended March 31, 2009
Net revenues	$ 15,587	$ 13,286
Cost of sales	2,372	1,971
Excise taxes on products	9,091	7,689
Gross profit	4,124	3,626
Marketing, administration and research costs	1,389	1,290
Asset impairment and exit costs		1
Amortization of intangibles	20	15
Operating income	2,715	2,320
Interest expense, net	223	158
Earnings before income taxes	2,492	2,162
Provision for income taxes	738	645
Net earnings	1,754	1,517
Net earnings attributable to noncontrolling interests	51	41
Net earnings attributable to PMI	$ 1,703	$ 1,476
Per share data (Note 8):		
Basic earnings per share	$ 0.90	$ 0.74
Diluted earnings per share	$ 0.90	$ 0.74
Dividends declared	$ 0.58	$ 0.54

See notes to condensed consolidated financial statements.

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Philip Morris International Inc. and Subsidiaries

Condensed Consolidated Statements of Stockholders Equity

for the Three Months Ended March 31, 2010 and 2009

(in millions of dollars, except per share amounts)

(Unaudited)

	PMI Stockholders Equity						
	Common Stock	Additional Paid-in Capital	Earnings Reinvested in the Business	Accumulated Other Comprehensive Earnings (Losses)	Cost of Repurchased Stock	Noncontrolling Interests	Total
Balances, January 1, 2009	$	$ 1,581	$ 13,354	$ (2,281)	$ (5,154)	$ 404	$ 7,904
Comprehensive earnings:							
Net earnings			1,476			41	1,517
Other comprehensive earnings (losses), net of income taxes:							
Currency translation adjustments				(745)		(46)	(791)
Change in net loss and prior service cost, net of income taxes of $4				14			14
Change in fair value of derivatives accounted for as hedges, net of income taxes of $6				43			43
Total other comprehensive losses							(734)
Total comprehensive earnings							783
Exercise of stock options and issuance of other stock awards		(67)			96		29
Dividends declared ($0.54 per share)			(1,072)				(1,072)
Payments to noncontrolling interests						(153)	(153)
Common stock repurchased					(1,339)		(1,339)
Balances, March 31, 2009	$	$ 1,514	$ 13,758	$ (2,969)	$ (6,397)	$ 246	$ 6,152
Balances, January 1, 2010	$	$ 1,403	$ 15,358	$ (817)	$ (10,228)	$ 429	$ 6,145
Comprehensive earnings:							
Net earnings			1,703			56 (a)	1,759(a)
Other comprehensive earnings (losses), net of income taxes:							
Currency translation adjustments				206		3	209
Change in net loss and prior service cost, net of income taxes of $6				19			19
Change in fair value of derivatives accounted for as hedges, net of income taxes of $(5)				47			47
Change in fair value of debt and equity securities				(8)			(8)

Total other comprehensive earnings							267
Total comprehensive earnings							2,026
Exercise of stock options and issuance of other stock awards		(163)			256		93
Dividends declared ($0.58 per share)			(1,084)				(1,084)
Payments to noncontrolling interests						(170)	(170)
Common stock repurchased					(1,816)		(1,816)
Balances, March 31, 2010	$	$ 1,240	$ 15,977	$ (553)	$ (11,788)	$ 318	$ 5,194

(a) Net earnings attributable to noncontrolling interests excludes a $5 million loss related to the redeemable noncontrolling interest which is reported outside of the equity section in the condensed consolidated balance sheet at March 31, 2010.

See notes to condensed consolidated financial statements.

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Philip Morris International Inc. and Subsidiaries

Condensed Consolidated Statements of Cash Flows

(in millions of dollars)

(Unaudited)

	For the Three Months Ended March 31, 2010	2009
CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES		
Net earnings	$ 1,754	$ 1,517
Adjustments to reconcile net earnings to operating cash flows:		
Depreciation and amortization	223	193
Deferred income tax provision	25	55
Asset impairment and exit costs, net of cash paid	(29)	(21)
Cash effects of changes, net of the effects from acquired and divested companies:		
Receivables, net	(28)	44
Inventories	1,218	1,095
Accounts payable	17	(34)
Income taxes	(146)	(135)
Accrued liabilities and other current assets	(954)	(1,112)
Pension plan contributions	(135)	(203)
Other	29	28
Net cash provided by operating activities	1,974	1,427
CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES		
Capital expenditures	(150)	(145)
Purchases of businesses, net of acquired cash		(209)
Other	46	166
Net cash used in investing activities	(104)	(188)

See notes to condensed consolidated financial statements.

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Philip Morris International Inc. and Subsidiaries

Condensed Consolidated Statements of Cash Flows (Continued)

(in millions of dollars)

(Unaudited)

	For the Three Months Ended March 31, 2010	2009
CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES		
Net repayment of short-term borrowings	$ (706)	$ (641)
Long-term debt proceeds	1,130	2,987
Long-term debt repaid		(1)
Repurchases of common stock	(1,724)	(1,376)
Issuance of common stock	78	18
Dividends paid	(1,098)	(1,089)
Other	(192)	(180)
Net cash used in financing activities	(2,512)	(282)
Effect of exchange rate changes on cash and cash equivalents	(48)	(127)
Cash and cash equivalents:		
(Decrease) Increase	(690)	830
Balance at beginning of period	1,540	1,531
Balance at end of period	$ 850	$ 2,361

As discussed in Note 7. *Acquisitions and Other Business Arrangements*, PMI s business combination in the Philippines is a non-cash transaction.

See notes to condensed consolidated financial statements.

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Philip Morris International Inc. and Subsidiaries

Notes to Condensed Consolidated Financial Statements

(Unaudited)

Note 1. Background and Basis of Presentation:

Background

Philip Morris International Inc. is a holding company incorporated in Virginia, U.S.A., whose subsidiaries and affiliates and their licensees are engaged in the manufacture and sale of cigarettes and other tobacco products in markets outside of the U.S.A. Throughout these financial statements, the term PMI refers to Philip Morris International Inc. and its subsidiaries.

As discussed in Note 4. *Transactions with Altria Group, Inc.* of our 2009 audited consolidated financial statements and related notes, which are incorporated by reference into our Annual Report on Form 10-K for the year ended December 31, 2009 (the 2009 Form 10-K), prior to March 28, 2008, PMI was a wholly-owned subsidiary of Altria Group, Inc. (Altria). On January 30, 2008, the Altria Board of Directors announced Altria s plans to spin off all of its interest in PMI to Altria s stockholders in a tax-free distribution pursuant to Section 355 of the U.S. Internal Revenue Code. The distribution of all of the PMI shares owned by Altria (the Spin-off) was made on March 28, 2008 (the Distribution Date) to stockholders of record as of the close of business on March 19, 2008 (the Record Date). Altria distributed one share of our common stock for each share of Altria common stock outstanding on the Record Date.

Basis of Presentation

The interim condensed consolidated financial statements of PMI are unaudited. These interim condensed consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles and such principles are applied on a consistent basis. It is the opinion of PMI s management that all adjustments necessary for a fair statement of the interim results presented have been reflected therein. All such adjustments were of a normal recurring nature. Net revenues and net earnings attributable to PMI for any interim period are not necessarily indicative of results that may be expected for the entire year.

These statements should be read in conjunction with the audited consolidated financial statements and related notes, which are incorporated by reference into PMI s 2009 Form 10-K.

Note 2. Asset Impairment and Exit Costs:

During the three months ended March 31, 2010, PMI did not record any pre-tax asset impairment and exit costs. PMI recorded pre-tax asset impairment and exit costs of $1 million for the three months ended March 31, 2009. This charge was reflected in the operating results of the European Union segment.

Cash payments related to exit costs at PMI were $29 million and $22 million for the three months ended March 31, 2010 and 2009, respectively. Future cash payments for exit costs incurred to date are expected to be approximately $51 million, which will be substantially paid by 2012.

The movement in the exit cost liabilities for the three months ended March 31, 2010 was as follows (in millions):

Liability balance, January 1, 2010	$ 84
Charges	
Cash spent	(29)
Currency/other	(4)
Liability balance, March 31, 2010	$ 51

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Philip Morris International Inc. and Subsidiaries

Notes to Condensed Consolidated Financial Statements

(Unaudited)

Note 3. Stock Plans:

Under the Philip Morris International Inc. 2008 Performance Incentive Plan (the Plan), PMI may grant to certain eligible employees stock options, stock appreciation rights, restricted stock, restricted stock units and deferred stock units and other stock-based awards based on PMI s common stock, as well as performance-based incentive awards. Up to 70 million shares of PMI s common stock may be issued under the Plan. At March 31, 2010, 30,710,221 shares were available for grant under the Plan.

PMI has also adopted the Philip Morris International Inc. 2008 Stock Compensation Plan for Non-Employee Directors (the Non-Employee Directors Plan). A non-employee director is defined as each member of the PMI Board of Directors who is not a full-time employee of PMI or of any corporation in which PMI owns, directly or indirectly, stock possessing at least 50% of the total combined voting power of all classes of stock entitled to vote in the election of directors in such corporation. Up to 1,000,000 shares of PMI common stock may be awarded under the Non-Employee Directors Plan. As of March 31, 2010, 866,494 shares were available for grant under the plan.

During the three months ended March 31, 2010, PMI granted 3.5 million shares of restricted and deferred stock awards to eligible employees at a weighted-average grant date fair value of $47.53. PMI recorded compensation expense for restricted stock and deferred stock awards of $27 million and $19 million during the three months ended March 31, 2010 and 2009, respectively. As of March 31, 2010, PMI had $277 million of total unrecognized compensation cost related to non-vested restricted and deferred stock awards. The cost is recognized over the original restriction period of the awards, which is typically three years from the date of the original grant.

During the three months ended March 31, 2010, 1.7 million shares of PMI restricted stock and deferred stock awards vested. Of this amount, 1.1 million shares went to PMI employees and the remainder went to Altria employees who held PMI stock awards as a result of the Spin-off. The grant date fair value of all the vested shares was approximately $108 million. The total fair value of restricted stock and deferred stock awards that vested during the three months ended March 31, 2010 was approximately the same as the grant date fair value. The grant price information for restricted stock and deferred stock awarded prior to January 30, 2008 reflects historical market prices of Altria stock at date of grant and is not adjusted to reflect the Spin-off.

For the three months ended March 31, 2010, the total intrinsic value of the 4.0 million PMI stock options exercised was $120 million.

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Philip Morris International Inc. and Subsidiaries

Notes to Condensed Consolidated Financial Statements

(Unaudited)

Note 4. Benefit Plans:

PMI sponsors noncontributory defined benefit pension plans covering substantially all U.S. employees. Pension coverage for employees of PMI s non-U.S. subsidiaries is provided, to the extent deemed appropriate, through separate plans, many of which are governed by local statutory requirements. In addition, PMI provides health care and other benefits to substantially all U.S. retired employees and certain non-U.S. retired employees. In general, health care benefits for non-U.S. retired employees are covered through local government plans.

Pension Plans

Components of Net Periodic Benefit Cost

Net periodic pension cost consisted of the following (in millions):

	U.S. Plans For the Three Months Ended March 31,		Non-U.S. Plans For the Three Months Ended March 31,	
	2010	2009	2010	2009
Service cost	$ 2	$ 3	$ 41	$ 31
Interest cost	4	5	48	41
Expected return on plan assets	(4)	(3)	(72)	(53)
Amortization:				
Net loss	1	1	11	8
Prior service cost			2	1
Other		4		
Net periodic pension cost	$ 3	$ 10	$ 30	$ 28

Other above was primarily related to early retirement programs.

Employer Contributions

PMI presently makes, and plans to make, contributions, to the extent that they are tax deductible and to meet specific funding requirements of its funded U.S. and non-U.S. plans. Employer contributions of $135 million were made to the pension plans during the three months ended March 31, 2010. Currently, PMI anticipates making additional contributions during the remainder of 2010 of approximately $93 million to its pension plans, based on current tax and benefit laws. However, this estimate is subject to change as a result of changes in tax and other benefit laws, as well as asset performance significantly above or below the assumed long-term rate of return on pension assets, or changes in interest rates.

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Philip Morris International Inc. and Subsidiaries

Notes to Condensed Consolidated Financial Statements

(Unaudited)

Note 5. Goodwill and Other Intangible Assets, net:

Goodwill and other intangible assets, net, by segment were as follows (in millions):

	Goodwill		Other Intangible Assets, net	
	March 31, 2010	December 31, 2009	March 31, 2010	December 31, 2009
European Union	$ 1,470	$ 1,539	$ 679	$ 699
Eastern Europe, Middle East & Africa	710	743	252	253
Asia	4,807	3,926	1,663	1,346
Latin America & Canada	2,987	2,904	1,283	1,248
Total	$ 9,974	$ 9,112	$ 3,877	$ 3,546

Goodwill is due primarily to PMI s acquisitions in Canada, Indonesia, Mexico, Greece, Serbia, Colombia and Pakistan, and a business combination in the Philippines in February 2010. The movement in goodwill from December 31, 2009, is as follows (in millions):

	European Union	Eastern Europe, Middle East & Africa	Asia	Latin America & Canada	Total
Balance at December 31, 2009	$ 1,539	$ 743	$ 3,926	$ 2,904	$ 9,112
Changes due to:					
Philippines business combination			726		726
Currency	(69)	(33)	155	83	136
Balance at March 31, 2010	$ 1,470	$ 710	$ 4,807	$ 2,987	$ 9,974

The increase in goodwill from December 31, 2009 was due primarily to a business combination in the Philippines. For further details on this business combination, see Note 7. *Acquisitions and Other Business Arrangements.*

Additional details of other intangible assets were as follows (in millions):

	March 31, 2010		December 31, 2009	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Non-amortizable intangible assets	$ 2,154		$ 2,080	
Amortizable intangible assets	1,930	$ 207	1,663	$ 197

Total other intangible assets	$ 4,084	$ 207	$ 3,743	$ 197

Non-amortizable intangible assets substantially consist of trademarks from PMI s acquisitions in Indonesia in 2005 and Mexico in 2007. Amortizable intangible assets consist of certain trademarks, distribution networks and non-compete agreements associated with acquisitions. Pre-tax amortization expense for intangible assets during the three months ended March 31, 2010 and 2009 was $20 million and $15 million, respectively. Amortization expense for each of the next five years is estimated to be $90 million or less, assuming no additional transactions occur that require the amortization of intangible assets. Definite-lived intangible assets are amortized over their estimated useful lives, which range from 5 to 40 years for trademarks and 10 to 30 years for distribution networks and other definite-lived intangible assets.

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Philip Morris International Inc. and Subsidiaries

Notes to Condensed Consolidated Financial Statements

(Unaudited)

The increase in other intangible assets from December 31, 2009 was due primarily to a business combination in the Philippines and currency movements. For further details, see Note 7. *Acquisitions and Other Business Arrangements*.

During the first quarter of 2010, PMI completed its annual review of goodwill and non-amortizable intangible assets for potential impairment, and no impairment charges were required as a result of this review.

Note 6. Financial Instruments:

Overview

PMI operates in markets outside of the United States, with manufacturing and sales facilities in various locations around the world. PMI utilizes certain financial instruments to manage foreign currency exposure. Derivative financial instruments are used by PMI principally to reduce exposures to market risks resulting from fluctuations in foreign exchange rates by creating offsetting exposures. PMI is not a party to leveraged derivatives and, by policy, does not use derivative financial instruments for speculative purposes. Financial instruments qualifying for hedge accounting must maintain a specified level of effectiveness between the hedging instrument and the item being hedged, both at inception and throughout the hedged period. PMI formally documents the nature and relationships between the hedging instruments and hedged items, as well as its risk-management objectives, strategies for undertaking the various hedge transactions and method of assessing hedge effectiveness. Additionally, for hedges of forecasted transactions, the significant characteristics and expected terms of the forecasted transaction must be specifically identified, and it must be probable that each forecasted transaction will occur. If it were deemed probable that the forecasted transaction would not occur, the gain or loss would be recognized in earnings. PMI reports its net transaction losses and its net transaction gains in marketing, administration and research costs on the condensed consolidated statements of earnings.

PMI uses forward foreign exchange contracts, foreign currency swaps and foreign currency options, hereafter collectively referred to as foreign exchange contracts, to mitigate its exposure to changes in exchange rates from third-party and intercompany actual and forecasted transactions. The primary currencies to which PMI is exposed include the Euro, Indonesian rupiah, Japanese yen, Mexican peso, Russian ruble, Swiss franc and Turkish lira. At March 31, 2010, PMI had contracts with aggregate notional amounts of $9.1 billion. Of this amount, $2.5 billion related to cash flow hedges and $6.6 billion related to other derivatives that primarily offset currency exposures on intercompany financing.

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Philip Morris International Inc. and Subsidiaries

Notes to Condensed Consolidated Financial Statements

(Unaudited)

The fair value of PMI s foreign exchange contracts as of March 31, 2010 and December 31, 2009 were as follows (in millions):

	Asset Derivatives			Liability Derivatives		
	Balance Sheet Classification	Fair Value		Balance Sheet Classification	Fair Value	
		At March 31, 2010	At December 31, 2009		At March 31, 2010	At December 31, 2009
Foreign exchange contracts designated as hedging instruments	Other current assets	$ 96	$ 140	Other accrued liabilities	$ 2	$ 27
Foreign exchange contracts not designated as hedging instruments	Other current assets	25	71	Other accrued liabilities	47	107
Total Derivatives		$ 121	$ 211		$ 49	$ 134

Hedging activities, which represent movement in derivatives as well as the respective underlying transactions, had the following effect on PMI s condensed consolidated statements of earnings and other comprehensive earnings for the three months ended March 31, 2010 and 2009 (in millions):

	For the Three Months Ended March 31, 2010					
Gain (Loss)	Cash Flow Hedges	Fair Value Hedges	Net Investment Hedges	Other Derivatives	Income Taxes	Total
Statement of Earnings:						
Net revenues	$ 10	$		$		$ 10
Cost of sales	(32)					(32)
Operating income	(22)					(22)
Interest expense, net	(11)			(2)		(13)
Earnings before income taxes	(33)			(2)		(35)
Provision for income taxes	3					3
Net earnings attributable to PMI	$ (30)	$		$ (2)		$ (32)
Other Comprehensive Earnings:						
Losses transferred to earnings	$ 33				$ (3)	$ 30

Recognized	19		(2)	17
Net impact	$ 52		$ (5)	$ 47
Cumulative translation adjustment	$ (4)	$ 25	$ (4)	$ 17

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Philip Morris International Inc. and Subsidiaries

Notes to Condensed Consolidated Financial Statements

(Unaudited)

	For the Three Months Ended March 31, 2009					
Gain (Loss)	**Cash Flow Hedges**	**Fair Value Hedges**	**Net Investment Hedges**	**Other Derivatives**	**Income Taxes**	**Total**
Statement of Earnings:						
Net revenues	$ 32	$		$		$ 32
Marketing, administration and research costs	17					17
Operating income	49					49
Interest expense, net	(18)	17		(4)		(5)
Earnings before income taxes	31	17		(4)		44
Provision for income taxes	(3)	(1)		1		(3)
Net earnings attributable to PMI	$ 28	$ 16		$ (3)		$ 41
Other Comprehensive Earnings:						
Transferred to earnings	$ (31)				$ 3	$ (28)
Recognized	80				(9)	71
Net impact	$ 49				$ (6)	$ 43
Cumulative translation adjustment			$ 64		$	$ 64

Each type of hedging activity is described in greater detail below.

Cash Flow Hedges

PMI has entered into foreign exchange contracts to hedge foreign currency exchange risk related to certain forecasted transactions. The effective portion of unrealized gains and losses associated with qualifying cash flow hedge contracts is deferred as a component of accumulated other comprehensive earnings (losses) until the underlying hedged transactions are reported in PMI s condensed consolidated statements of earnings. During the three months ended March 31, 2010 and 2009, ineffectiveness related to cash flow hedges was not material. As of March 31, 2010, PMI has hedged forecasted transactions for periods not exceeding the next nine months. The impact of these hedges is included in operating cash flows on PMI s condensed consolidated statement of cash flows.

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Philip Morris International Inc. and Subsidiaries

Notes to Condensed Consolidated Financial Statements

(Unaudited)

For the three months ended March 31, 2010 and 2009, foreign exchange contracts that were designated as cash flow hedging instruments impacted the condensed consolidated statements of earnings and other comprehensive earnings as follows (pre-tax, in millions):

Derivatives in Cash Flow Hedging Relationship	**Statement of Earnings Classification of Gain/(Loss) Reclassified from Other Comprehensive Earnings into Earnings**	**Amount of Gain/(Loss) Reclassified from Other Comprehensive Earnings into Earnings**		**Amount of Gain/(Loss) Recognized in Other Comprehensive Earnings on Derivative**	
		2010	**2009**	**2010**	**2009**
Foreign exchange contracts				$ 19	$ 80
	Net revenues	$ 10	$ 32		
	Cost of sales	(32)			
	Marketing, administration and research costs		17		
	Interest expense, net	(11)	(18)		
Total		$ (33)	$ 31	$ 19	$ 80

Fair Value Hedges

In 2009, PMI had entered into foreign exchange contracts to hedge the foreign currency exchange risk related to an intercompany loan between subsidiaries. For a derivative instrument that is designated and qualifies as a fair value hedge, the gain or loss on the derivative, as well as the offsetting gain or loss on the hedged item attributable to the hedged risk, is recognized in current earnings. At June 30, 2009, all fair value hedges matured and were settled. Since June 30, 2009, there were no outstanding fair value hedges. For the three months ended March 31, 2009, ineffectiveness related to fair value hedges was not material. Gains (losses) associated with qualifying fair value hedges are recorded in the condensed consolidated statement of earnings and were $46 million for the three months ended March 31, 2009. The impact of fair value hedges is included in operating cash flows on PMI s condensed consolidated statement of cash flows.

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Philip Morris International Inc. and Subsidiaries

Notes to Condensed Consolidated Financial Statements

(Unaudited)

For the three months ended March 31, 2010 and 2009, foreign exchange contracts that were designated as fair value hedging instruments impacted the condensed consolidated statement of earnings as follows (pre-tax, in millions):

Derivative in Fair Value Hedging Relationship	**Statement of Earnings Classification of Gain/(Loss) on Derivative**	**Amount of Gain/(Loss) Recognized in Earnings on Derivative**		**Statement of Earnings Classification of Gain/(Loss) on Hedged Item**	**Amount of Gain/(Loss) Recognized in Earnings Attributable to the Risk Being Hedged**	
		2010	**2009**		**2010**	**2009**
Foreign exchange contracts	Marketing, administration and research costs	$	$ 29	Marketing, administration and research costs	$	$ (29)
	Interest expense, net		17	Interest expense, net		
Total		$	$ 46		$	$ (29)

Hedges of Net Investments in Foreign Operations

PMI designates certain foreign currency denominated debt and forward exchange contracts as net investment hedges of its foreign operations. For the three months ended March 31, 2010 and 2009, these hedges of net investments resulted in gains, net of income taxes, of $223 million and $187 million, respectively. These gains were reported as a component of accumulated other comprehensive earnings (losses) within currency translation adjustments. For the three months ended March 31, 2010 and 2009, ineffectiveness related to net investment hedges was not material. Settlement of net investment hedges is included in other investing cash flows on PMI s condensed consolidated statement of cash flows.

For the three months ended March 31, 2010 and 2009, foreign exchange contracts that were designated as net investment hedging instruments impacted the condensed consolidated statements of earnings and other comprehensive earnings as follows (pre-tax, in millions):

Derivatives in Net Investment Hedging Relationship	**Statement of Earnings Classification of Gain/(Loss) Reclassified from Other Comprehensive Earnings into Earnings**	**Amount of Gain/(Loss) Reclassified from Other Comprehensive Earnings into Earnings**		**Amount of Gain/(Loss) Recognized in Other Comprehensive Earnings on Derivative**	
		2010	**2009**	**2010**	**2009**

Foreign exchange contracts	Interest expense, net	$	$	$ 25	$ 64

Other Derivatives

PMI has entered into foreign exchange contracts to hedge the foreign currency exchange risks related to inter-company loans between certain subsidiaries. While effective as economic hedges, no hedge accounting is applied for these contracts and, therefore, the unrealized gains (losses) relating to these contracts are reported in PMI s condensed consolidated statements of earnings. For the three months ended March 31, 2010 and 2009, the gains (losses) from contracts for which PMI did not apply hedge accounting were $38 million and $419 million,

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respectively, which substantially offset the losses and gains generated by the underlying intercompany loans being hedged.

As a result, for the three months ended March 31, 2010 and 2009, these items affected the condensed consolidated statement of earnings as follows (pre-tax, in millions):

Derivatives not Designated as Hedging Instruments	**Statement of Earnings Classification of Gain/(Loss)**	**Amount of Gain/(Loss) Recognized in Earnings 2010**	**2009**
Foreign exchange contracts	Interest expense, net	$ (2)	$ (4)

Qualifying Hedging Activities Reported in Accumulated Other Comprehensive Earnings (Losses)

Derivative gains or losses reported in accumulated other comprehensive earnings (losses) are a result of qualifying hedging activity. Transfers of these gains or losses to earnings are offset by the corresponding gains or losses on the underlying hedged item. Hedging activity affected accumulated other comprehensive earnings (losses), net of income taxes, as follows (in millions):

	For the Three Months Ended March 31, 2010	**2009**
Gain (loss) at beginning of period	$ 19	$ (68)
Derivative losses (gains) transferred to earnings	30	(28)
Change in fair value	17	71
Gain (loss) as of March 31	$ 66	$ (25)

At March 31, 2010, PMI expects $36 million of derivative gains reported in accumulated other comprehensive earnings (losses) to be reclassified to the condensed consolidated statement of earnings within the next twelve months. These gains are expected to be substantially offset by the statement of earnings impact of the respective hedged transactions.

Credit Exposure and Credit Risk

PMI is exposed to credit loss in the event of non-performance by counterparties. While PMI does not anticipate non-performance, its risk is limited to the fair value of the financial instruments. PMI actively monitors its exposure to credit risk through the use of credit approvals and credit limits, and by selecting a diverse group of major international banks and financial institutions as counterparties.

Contingent Features

PMI s derivative instruments do not contain contingent features.

Fair Value

See Note 13. *Fair Value Measurements* for disclosures related to the fair value of PMI s derivative financial instruments.

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Note 7. Acquisitions and Other Business Arrangements:

Philippines Business Combination:

On February 25, 2010, PMI s affiliate, Philip Morris Philippines Manufacturing Inc. (PMPMI), and Fortune Tobacco Corporation (FTC) combined their respective business activities by transferring selected assets and liabilities of PMPMI and FTC to a new company called PMFTC Inc. (PMFTC). PMPMI and FTC hold equal economic interests in PMFTC, while PMI manages the day-to-day operations of PMFTC and has a majority of its Board of Directors. Consequently, PMI accounts for the contributed assets and liabilities of FTC as a business combination. The establishment of PMFTC permits both parties to benefit from their respective, complementary brand portfolios, as well as cost synergies from the resulting integration of manufacturing, distribution and procurement, and the further development and advancement of tobacco growing in the Philippines.

As PMI has control of PMFTC, the contribution of PMPMI s net assets was made at book value, while the contribution of the FTC net assets to PMFTC was made at fair value. The difference between the two contributions resulted in an increase to PMI s additional paid-in capital of $481 million.

The fair value of the assets and liabilities contributed by FTC in this non-cash transaction has been determined to be $1.17 billion, and has been primarily allocated to goodwill ($726 million), inventories ($554 million), property, plant and equipment ($321 million) and brands ($241 million), partially offset by long-term debt ($475 million, of which $78 million was shown as current portion of long-term debt) and other liabilities.

FTC also holds the right to sell its interest to us, except in certain circumstances, during the period from February 25, 2015 through February 24, 2018, at an agreed-upon value of $1.17 billion, which is recorded on our condensed consolidated balance sheet as redeemable noncontrolling interests at March 31, 2010. At the date of the business combination, the amount of FTC s redeemable noncontrolling interest is determined as follows:

Noncontrolling interest in contributed net assets	$ 689
Accretion to redeemable value	481
Redeemable noncontrolling interest at date of business combination	$ 1,170

PMI decided to immediately recognize the accretion to redeemable value rather than recognizing it over the term of the agreement with FTC. This accretion has been charged against additional paid-in capital and fully offsets the increase that resulted from the contributions of net assets to PMFTC, noted above.

With the consolidation of PMFTC, 50 percent of PMFTC s comprehensive income or loss is attributable to the redeemable noncontrolling interest, impacting carrying value. To the extent that the attribution of these amounts would cause the carrying value to reduce below the redemption amount of $1.17 billion, the carrying amount would be adjusted back up to the redemption value through noncontrolling interest expense. The movement in redeemable noncontrolling interest after the business combination is as follows:

Redeemable noncontrolling interest at date of business combination	$ 1,170
50% of net loss for the first quarter 2010	(5)

Currency translation for the first quarter 2010	6
Redeemable noncontrolling interest at March 31, 2010	$ 1,171

In future periods, if the fair value of 50% of PMFTC were to drop below the redemption value of $1.17 billion, the difference would be treated as a special dividend to FTC and would reduce PMI s earnings per share. Reductions in earnings per share may be partially or fully reversed in subsequent periods if the fair value of the redeemable noncontrolling interest increases relative to the redemption value. Such increase in earnings per share would be limited to cumulative prior reductions.

Colombia:

In July 2009, PMI announced that it had entered into an agreement to purchase 100% of the shares of privately-owned Colombian cigarette manufacturer, Productora Tabacalera de Colombia, Protabaco Ltda., for $452 million. The

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transaction is expected to close in 2010 assuming that we receive competition authority approval and complete final confirmatory due diligence.

Other:

In September 2009, PMI acquired Swedish Match South Africa (Proprietary) Limited, for ZAR 1.93 billion (approximately $256 million based on exchange rates prevailing at the time of the acquisition), including acquired cash. The final allocation of the purchase price was primarily to goodwill ($163 million), definite-lived trademarks ($40 million), acquired cash ($36 million) and the distribution network ($19 million).

In February 2009, PMI purchased the *Petterøes* tobacco business. Assets purchased consisted primarily of definite-lived trademarks primarily sold in Norway and Sweden.

The effect of these other acquisitions presented above was not material to PMI s consolidated financial position, results of operations or operating cash flows in any of the periods presented.

Note 8. Earnings Per Share:

Basic and diluted EPS were calculated using the following (in millions):

	For the Three Months Ended March 31,	
	2010	**2009**
Net earnings attributable to PMI	$ 1,703	$ 1,476
Less distributed and undistributed earnings attributable to share-based payment awards	8	5
Net earnings for basic and diluted EPS	$ 1,695	$ 1,471
Weighted average shares for basic EPS	1,874	1,993
Plus incremental shares from assumed conversions:		
Stock options	4	7
Weighted average shares for diluted EPS	1,878	2,000

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Note 9. Segment Reporting:

PMI s subsidiaries and affiliates are engaged in the manufacture and sale of cigarettes and other tobacco products in markets outside of the United States of America. Reportable segments for PMI are organized and managed by geographic region. PMI s reportable segments are European Union; Eastern Europe, Middle East & Africa; Asia; and Latin America & Canada.

PMI s management evaluates segment performance and allocates resources based on operating companies income, which PMI defines as operating income before general corporate expenses and amortization of intangibles. Interest expense, net, and provision for income taxes are centrally managed and, accordingly, such items are not presented by segment since they are excluded from the measure of segment profitability reviewed by management.

Segment data were as follows (in millions):

	For the Three Months Ended March 31,	
	2010	2009
Net revenues:		
European Union	$ 6,748	$ 6,050
Eastern Europe, Middle East & Africa	3,356	2,831
Asia	3,562	2,857
Latin America & Canada	1,921	1,548
Net revenues	$ 15,587	$ 13,286
Earnings before income taxes:		
Operating companies income:		
European Union	$ 1,062	$ 967
Eastern Europe, Middle East & Africa	770	586
Asia	724	661
Latin America & Canada	217	155
Amortization of intangibles	(20)	(15)
General corporate expenses	(38)	(34)
Operating income	2,715	2,320
Interest expense, net	(223)	(158)
Earnings before income taxes	$ 2,492	$ 2,162

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Note 10. Contingencies:

Legal proceedings covering a wide range of matters are pending or threatened against us, and/or our subsidiaries, and/or our indemnitees in various jurisdictions. Our indemnitees include distributors, licensees, and others that have been named as parties in certain cases and that we have agreed to defend, as well as pay costs and some or all of judgments, if any, that may be entered against them. Altria Group, Inc. and PM USA are also indemnitees, in certain cases, pursuant to the terms of the Distribution Agreement between Altria Group, Inc. and PMI. Various types of claims are raised in these proceedings, including, among others, product liability, consumer protection, antitrust, and tax.

It is possible that there could be adverse developments in pending cases against us and our subsidiaries. An unfavorable outcome or settlement of pending tobacco-related litigation could encourage the commencement of additional litigation.

Damages claimed in some of the tobacco-related litigation are significant and, in certain cases in Brazil, Israel, Nigeria and Canada, range into the billions of dollars. The variability in pleadings in multiple jurisdictions, together with the actual experience of management in litigating claims, demonstrate that the monetary relief that may be specified in a lawsuit bears little relevance to the ultimate outcome. Much of the litigation is in its early stages and litigation is subject to uncertainty. However, as discussed below, we have to date been largely successful in defending tobacco-related litigation.

We and our subsidiaries record provisions in the consolidated financial statements for pending litigation when we determine that an unfavorable outcome is probable and the amount of the loss can be reasonably estimated. At the present time, while it is reasonably possible that an unfavorable outcome in a case may occur, (i) management has concluded that it is not probable that a loss has been incurred in any of the pending tobacco-related cases; (ii) management is unable to estimate the possible loss or range of loss that could result from an unfavorable outcome of any of the pending tobacco-related cases; and (iii) accordingly, management has not provided any amounts in the consolidated financial statements for unfavorable outcomes in these cases, if any. Legal defense costs are expensed as incurred.

It is possible that our consolidated results of operations, cash flows or financial position could be materially affected in a particular fiscal quarter or fiscal year by an unfavorable outcome or settlement of certain pending litigation. Nevertheless, although litigation is subject to uncertainty, we and each of our subsidiaries named as a defendant believe, and each has been so advised by counsel handling the respective cases, that we have valid defenses to the litigation pending against us, as well as valid bases for appeal of adverse verdicts, if any. All such cases are, and will continue to be, vigorously defended. However, we and our subsidiaries may enter into settlement discussions in particular cases if we believe it is in our best interests to do so.

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The table below lists the number of tobacco-related cases pending against us and/or our subsidiaries or indemnitees as of May 1, 2010, 2009 and 2008:

Type of Case	Number of Cases Pending as of May 1, 2010	Number of Cases Pending as of May 1, 2009	Number of Cases Pending as of May 1, 2008
Individual Smoking and Health Cases	119	121	129
Smoking and Health Class Actions	9 (1)	5 (1)	3
Health Care Cost Recovery Actions	10	10	9
Lights Class Actions	3	3	2
Individual Lights Cases (small claims court) (2)	1,964	2,010	2,013
Public Civil Actions	10	12	8

(1) Includes two cases due to the acquisition of Rothmans in Canada.

(2) The 1,964 cases are all pending in small claims courts in Italy where the maximum damage award claimed is approximately one thousand Euros per case. Of these 1,964 cases, 1,952, which were filed by the same plaintiffs attorney, have now been stayed pending an investigation by the public prosecutor into the conduct of that plaintiffs attorney. In May 2009, the case files in these cases were permanently confiscated by the court as a result of the investigation. As a consequence of the confiscation of these case files, the small claims courts in which the cases are pending have begun dismissing the cases, and the remainder of the cases should be dismissed in the coming months.

Since 1995, when the first tobacco-related litigation was filed against a PMI entity, 373[3] Smoking and Health, Lights, Health Care Cost Recovery cases and Public Civil Actions in which we and/or one of our subsidiaries and/or indemnitees was a defendant have been terminated in our favor. Nine cases have had decisions in favor of plaintiffs. Five of these cases have subsequently reached final resolution in our favor, two have been annulled and returned to the trial court for further proceedings, and two remain on appeal. To date, we have paid total judgments including costs of approximately six thousand Euros. These payments were made in order to appeal three Italian small claims cases, two of which were subsequently reversed on appeal and one of which remains on appeal. To date, no tobacco-related case has been finally resolved in favor of a plaintiff against us, our subsidiaries or indemnitees.

(3) Includes 156 individual lights cases filed in small claims courts in Italy.

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The table below lists the verdicts and post-trial developments in the three pending cases (excluding one individual case on appeal from Italian small claims court) in which verdicts were returned in favor of plaintiffs:

Date	Location of Court/Name of Plaintiff	Type of Case	Verdict	Post-Trial Developments
September 2009	Brazil/Bernhardt	Individual Smoking and Health	The Civil Court of Rio de Janeiro found for plaintiff and ordered Philip Morris Brasil to pay R$13,000 (approximately $7,300) in damages.	In September 2009, following the decision on the merits in plaintiff s favor, the plaintiff filed a motion requesting an increase in the damages awarded. This motion was rejected by the court, but plaintiff appealed the court s ruling on this motion to the Court of Appeals. Philip Morris Brasil filed its appeal against the decision on the merits with the Court of Appeals in November 2009. In February 2010, without addressing the merits of either party s appeal, the Court of Appeals annulled the trial court s decision. The Court of Appeals sent the case back to the trial court to issue a new ruling, which must address certain compensatory damage claims made by the plaintiff that the trial court did not address in its original ruling. Plaintiff appealed this decision to a larger panel of the Court of

Appeals, but the appeal was rejected. The parties are now awaiting the trial court s decision.

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Date	**Location of Court/Name of Plaintiff**	**Type of Case**	**Verdict**	**Post-Trial Developments**
February 2004	Brazil/The Smoker Health Defense Association (ADESF)	Class Action	The Civil Court of São Paulo found defendants liable without hearing evidence. The court did not assess moral or actual damages, which were to be assessed in a second phase of the case. The size of the class was not defined in the ruling.	In April 2004, the court clarified its ruling, awarding moral damages of R$1,000 (approximately $560) per smoker per full year of smoking plus interest at the rate of 1% per month, as of the date of the ruling. The court did not award actual damages, which were to be assessed in the second phase of the case. The size of the class still has not been estimated. Defendants appealed to the São Paulo Court of Appeals, and the case, including the execution of the judgment, was stayed pending appeal. On November 12, 2008, the São Paulo Court of Appeals annulled the ruling, finding that the trial court had inappropriately ruled without hearing evidence and returned the case to the trial court for further proceedings. In addition, the defendants have filed a constitutional appeal to the Federal Supreme Tribunal on the basis that the plaintiff did not have standing to bring the lawsuit. This appeal is still pending.

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Date	Location of Court/Name of Plaintiff	Type of Case	Verdict	Post-Trial Developments
October 2003	Brazil/Da Silva	Individual Smoking and Health	The Court of Appeal of Rio Grande do Sul reversed the trial court ruling in favor of Philip Morris Brasil and awarded plaintiffs R$768,000 (approximately $430,000).	In December 2004, a larger panel of the Court of Appeal of Rio Grande do Sul overturned the adverse decision. Plaintiffs appealed to the Superior Court of Justice and the Supreme Federal Tribunal. In May 2009, a single judge in the Superior Court of Justice rejected plaintiffs appeal. Plaintiffs further appealed to the full panel of the Superior Court of Justice, which rejected the appeal in November 2009. Plaintiffs filed a motion for clarification of the Superior Court of Justice s November 2009 decision, which was rejected in February 2010. Plaintiffs appealed this decision to the Superior Federal Tribunal. Plaintiffs therefore have two appeals awaiting decisions from the Superior Federal Tribunal.

Pending claims related to tobacco products generally fall within the following categories:

Smoking and Health Litigation: These cases primarily allege personal injury and are brought by individual plaintiffs or on behalf of a class of individual plaintiffs. Plaintiffs allegations of liability in these cases are based on various theories of recovery, including negligence, gross negligence, strict liability, fraud, misrepresentation, design defect, failure to warn, breach of express and implied warranties, violations of deceptive trade practice laws and consumer protection statutes. Plaintiffs in these cases seek various forms of relief, including compensatory and other damages, and injunctive and equitable relief. Defenses raised in these cases include licit activity, failure to state a claim, lack of defect, lack of proximate cause, assumption of the risk, contributory negligence, and statute of limitations.

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As of May 1, 2010, there were a number of smoking and health cases pending against us, our subsidiaries or indemnitees, as follows:

- 119 cases brought by individual plaintiffs against our subsidiaries (117) or indemnitees (2) in Argentina (44), Brazil (49), Canada (2), Chile (8), Costa Rica (1), Finland (2), Greece (1), Israel (1), Italy (7), the Philippines (1), Scotland (1) and Turkey (2), compared with 121 such cases on May 1, 2009, and 129 cases on May 1, 2008; and

- 9 cases brought on behalf of classes of individual plaintiffs against us, our subsidiaries, or indemnitees in Brazil (2), Bulgaria (1) and Canada (6), compared with 5 such cases on May 1, 2009, and 3 such cases on May 1, 2008.

In the individual cases in Finland, our two indemnitees (our former licensees now known as Amer Sports Corporation and Amerintie 1 Oy) and another member of the industry are defendants. Plaintiffs allege personal injuries as a result of smoking. All three cases were tried together before the District Court of Helsinki. Trial began in March 2008 and concluded in May 2008. In October 2008, the District Court issued decisions in favor of defendants in all three cases. Plaintiffs filed appeals. One of the three plaintiffs has since withdrawn her appeal, making the District Court s decision in favor of the defendants final. The other two plaintiffs continued to pursue their appeals. The appellate hearing, which was essentially a re-trial of these cases before the Appellate Court, concluded in December 2009. The parties are awaiting the Appellate Court s decision.

In the first class action pending in Brazil, *The Smoker Health Defense Association (ADESF) v. Souza Cruz, S.A. and Philip Morris Marketing, S.A., Nineteenth Lower Civil Court of the Central Courts of the Judiciary District of São Paulo, Brazil*, filed July 25, 1995, our subsidiary and another member of the industry are defendants. The plaintiff, a consumer organization, is seeking damages for smokers and former smokers, and injunctive relief. In February 2004, the trial court found defendants liable without hearing evidence. The court did not assess moral or actual damages, which were to be assessed in a second phase of the case. The size of the class was not defined in the ruling. In April 2004, the court clarified its ruling, awarding moral damages of R$1,000 (approximately $560) per smoker per full year of smoking plus interest at the rate of 1% per month, as of the date of the ruling. The court did not award actual damages, which were to be assessed in the second phase of the case. The size of the class still has not been estimated. Defendants appealed to the São Paulo Court of Appeals, and the case, including the execution of the judgment, was stayed pending appeal. In November 2008, the São Paulo Court of Appeals annulled the ruling finding that the trial court had inappropriately ruled without hearing evidence and returned the case to the trial court for further proceedings. In addition, the defendants have filed a constitutional appeal to the Federal Supreme Court on the basis that the consumer association did not have standing to bring the lawsuit. This appeal is still pending.

In the second class action pending in Brazil, *Public Prosecutor of São Paulo v. Philip Morris Brasil Industria e Comercio Ltda, Civil Court of the City of São Paulo, Brazil,* filed August 6, 2007, our subsidiary is a defendant. The plaintiff, the Public Prosecutor of the State of São Paulo, is seeking (1) unspecified damages on behalf of all smokers nationwide, former smokers, and their relatives; (2) unspecified damages on behalf of people exposed to environmental tobacco smoke (ETS) nationwide, and their relatives; and (3) reimbursement of the health care costs allegedly incurred for the treatment of tobacco-related diseases by all 26 States, approximately 5,000 Municipalities, and the Federal District. In an interim ruling issued in December 2007, the trial court limited the scope of this claim to the State of São Paulo only. Our subsidiary was served with the claim in February 2008 and filed its answer to the complaint in March 2008. In December 2008, the Seventh Civil Court of São Paulo issued a decision declaring that it lacked jurisdiction because the case involved issues similar to the *ADESF* case discussed above and should be transferred to the Nineteenth Lower Civil Court in São Paulo where the *ADESF* case is pending. The Court further stated that the two cases should be consolidated for the purposes of judgment. Our subsidiary appealed this decision to the State of São Paulo Court of Appeals, which subsequently declared the case stayed pending the outcome of the appeal. In April 2010, the São Paulo Court of Appeals reversed the Seventh Civil Court s decision that consolidated the two cases, finding that they are based on different legal claims and are progressing at different stages of proceedings. This case will now be returned to the Seventh Civil Court of São Paulo.

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In the class action in Bulgaria, *Yochkolovski v. Sofia BT AD, et al., Sofia City Court, Bulgaria,* filed March 12, 2008, our subsidiaries and other members of the industry are defendants. The plaintiff brought a collective claim on behalf of classes of smokers who were allegedly misled by tar and nicotine yields printed on packages and on behalf of a class of minors who were allegedly misled by marketing. Plaintiff seeks damages for economic loss, pain and suffering, medical treatment, and withdrawal from the market of all cigarettes that allegedly do not comply with tar and nicotine labeling requirements. The trial court dismissed the youth marketing claims. This decision has been affirmed on appeal. The trial court also ordered plaintiff to provide additional evidence in support of the remaining claims. Our subsidiaries have not been served with the complaint.

In the first class action pending in Canada, *Cecilia Letourneau v. Imperial Tobacco Ltd., Rothmans, Benson & Hedges Inc. and JTI Macdonald Corp., Quebec Superior Court, Canada,* filed in September 1998, our subsidiary and two other Canadian manufacturers are defendants. The plaintiff, an individual smoker, is seeking compensatory and unspecified punitive damages for each member of the class who is deemed addicted to smoking. The class was certified in 2005. Defendants motion to dismiss on statute-of-limitations grounds was denied in May 2008. Discovery is ongoing. A trial date has been scheduled for October 2011.

In the second class action pending in Canada, *Conseil Quebecois Sur Le Tabac Et La Santé and Jean-Yves Blais v. Imperial Tobacco Ltd., Rothmans, Benson & Hedges Inc. and JTI Macdonald Corp., Quebec Superior Court, Canada,* filed in November 1998, our subsidiary and two other Canadian manufacturers are defendants. The plaintiffs, an anti-smoking organization and an individual smoker, are seeking compensatory and unspecified punitive damages for each member of the class who allegedly suffers from certain smoking-related diseases. The class was certified in 2005. Discovery is ongoing. A trial date has been scheduled for October 2011.

In the third class action pending in Canada, *Kunta v. Canadian Tobacco Manufacturers Council, et al., The Queen s Bench, Winnipeg, Canada*, filed June 12, 2009, we, our subsidiaries, and our indemnitees (PM USA and Altria Group, Inc.), and other members of the industry are defendants. The plaintiff, an individual smoker, alleges her own addiction to tobacco products and chronic obstructive pulmonary disease (COPD), severe asthma, and mild reversible lung disease resulting from the use of tobacco products. She is seeking compensatory and unspecified punitive damages on behalf of a proposed class comprised of all smokers, their estates, dependents and family members, as well as restitution of profits, and reimbursement of government health care costs allegedly caused by tobacco products. We, our subsidiaries, and our indemnitees have been served with the complaint.

In the fourth class action pending in Canada, *Adams v. Canadian Tobacco Manufacturers Council, et al.*, *The Queen s Bench, Saskatchewan, Canada*, filed July 10, 2009, we, our subsidiaries, and our indemnitees (PM USA and Altria Group, Inc.), and other members of the industry are defendants. The plaintiff, an individual smoker, alleges her own addiction to tobacco products and COPD resulting from the use of tobacco products. She is seeking compensatory and unspecified punitive damages on behalf of a proposed class comprised of all smokers who have smoked a minimum of 25,000 cigarettes and have suffered, or suffer, from COPD, emphysema, heart disease, or cancer as well as restitution of profits. We, our subsidiaries, and our indemnitees have been served with the complaint. Preliminary motions are pending.

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In the fifth class action pending in Canada, *Semple v. Canadian Tobacco Manufacturers Council, et al.*, *The Supreme Court (trial court), Nova Scotia, Canada*, filed June 18, 2009, we, our subsidiaries, and our indemnitees (PM USA and Altria Group, Inc.), and other members of the industry are defendants. The plaintiff, an individual smoker, alleges his own addiction to tobacco products and COPD resulting from the use of tobacco products. He is seeking compensatory and unspecified punitive damages on behalf of a proposed class comprised of all smokers, their estates, dependents and family members, as well as restitution of profits, and reimbursement of government health care costs allegedly caused by tobacco products. We, our subsidiaries, and our indemnitees have been served with the complaint.

In the sixth class action pending in Canada, *Dorion v. Canadian Tobacco Manufacturers Council, et al., The Queen s Bench, Alberta, Canada,* filed June 15, 2009, we, our subsidiaries, and our indemnitees (PM USA and Altria Group, Inc.), and other members of the industry are defendants. The plaintiff, an individual smoker, alleges her own addiction to tobacco products and chronic bronchitis and severe sinus infections resulting from the use of tobacco products. She is seeking compensatory and unspecified punitive damages on behalf of a proposed class comprised of all smokers, their estates, dependents and family members, restitution of profits, and reimbursement of government health care costs allegedly caused by tobacco products. To date, we, our subsidiaries, and our indemnitees have not been properly served with the complaint.

Health Care Cost Recovery Litigation: These cases, brought by governmental and non-governmental plaintiffs, seek reimbursement of health care cost expenditures allegedly caused by tobacco products. Plaintiffs allegations of liability in these cases are based on various theories of recovery including unjust enrichment, negligence, negligent design, strict liability, breach of express and implied warranties, violation of a voluntary undertaking or special duty, fraud, negligent misrepresentation, conspiracy, public nuisance, defective product, failure to warn, sale of cigarettes to minors, and claims under statutes governing competition and deceptive trade practices. Plaintiffs in these cases seek various forms of relief including compensatory and other damages, and injunctive and equitable relief. Defenses raised in these cases include lack of proximate cause, remoteness of injury, failure to state a claim, adequate remedy at law, unclean hands (namely, that plaintiffs cannot obtain equitable relief because they participated in, and benefited from, the sale of cigarettes), and statute of limitations.

As of May 1, 2010, there were a total of 10 health care cost recovery cases pending against us, our subsidiaries or indemnitees, compared with 10 such cases on May 1, 2009, and 9 such cases on May 1, 2008, as follows:

- 4 cases brought against us, our subsidiaries and our indemnitees in Canada (3) and in Israel (1); and

- 6 cases brought in Nigeria (5) and Spain (1) against our subsidiaries.

In the first health care cost recovery case pending in Canada, *Her Majesty the Queen in Right of British Columbia v. Imperial Tobacco Limited, et al., Supreme Court, British Columbia, Vancouver Registry, Canada,* filed January 24, 2001, we, our subsidiaries, our indemnitee (PM USA), and other members of the industry are defendants. The plaintiff, the government of the province of British Columbia, brought a claim based upon legislation enacted by the province authorizing the government to file a direct action against cigarette manufacturers to recover the health care costs it has incurred, and will incur, resulting from a tobacco related wrong. The Supreme Court has held that the statute is constitutional. We and certain other non-Canadian defendants challenged the jurisdiction of the court. The court rejected the jurisdictional challenge. Pre-trial discovery is ongoing. The court has granted plaintiff s request that the target trial date of September 2011 be postponed indefinitely.

In the second health care cost recovery case filed in Canada, *Her Majesty the Queen in Right of New Brunswick v. Rothmans Inc., et al., Court of Queen s Bench of New Brunswick, Trial Court, New Brunswick, Fredericton, Canada,* filed March 13, 2008, we, our subsidiaries, our indemnitees (PM USA and Altria Group, Inc.), and other members of the industry are defendants. The claim was filed by the government of the province of New Brunswick based on legislation enacted in the province. This legislation is similar to the law introduced in British Columbia that authorizes the government to file a direct action against cigarette manufacturers to recover the health care costs it has

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incurred, and will incur, as a result of a tobacco related wrong. Our subsidiaries, indemnitees, and we have been served with the complaint. Preliminary motions are pending.

In the third health care cost recovery case filed in Canada, *Her Majesty the Queen in Right of Ontario v. Rothmans Inc., et al., Ontario Superior Court of Justice, Toronto, Canada*, filed September 29, 2009, we, our subsidiaries, our indemnitees (PM USA and Altria Group, Inc.), and other members of the industry are defendants. The claim was filed by the government of the province of Ontario based on legislation enacted in the province. This legislation is similar to the laws introduced in British Columbia and New Brunswick that authorize the government to file a direct action against cigarette manufacturers to recover the health care costs it has incurred, and will incur, as a result of a tobacco related wrong. Our subsidiaries, indemnitees, and we have been served with the complaint. Preliminary motions are pending.

In the case in Israel, *Kupat Holim Clalit v. Philip Morris USA, et al., Jerusalem District Court, Israel,* filed September 28, 1998, we, our subsidiary, and our indemnitee (PM USA), together with other members of the industry are defendants. The plaintiff, a private health care provider, brought a claim seeking reimbursement of the cost of treating its members for alleged smoking-related illnesses for the years 1990 to 1998. Certain defendants filed a motion to dismiss the case. The motion was rejected, and those defendants filed a motion with the Israel Supreme Court for leave to appeal. The appeal was heard by the Supreme Court in March 2005, and the parties are awaiting the court s decision.

In the first case in Nigeria, *The Attorney General of Lagos State v. British American Tobacco (Nigeria) Limited, et al., High Court of Lagos State, Lagos, Nigeria,* filed April 30, 2007, our subsidiary and other members of the industry are defendants. Plaintiff seeks reimbursement for the cost of treating alleged smoking-related diseases for the past 20 years, payment of anticipated costs of treating alleged smoking-related diseases for the next 20 years, various forms of injunctive relief, plus punitive damages. In February 2008, our subsidiary was served with a Notice of Discontinuance. The claim was formally dismissed in March 2008. However, the plaintiff has since refiled its claim. Our subsidiary has been served with the refiled complaint and is in the process of making challenges to service and the Court s jurisdiction. We currently conduct no business in Nigeria.

In the second case in Nigeria, *The Attorney General of Kano State v. British American Tobacco (Nigeria) Limited, et al., High Court of Kano State, Kano, Nigeria,* filed May 9, 2007, our subsidiary and other members of the industry are defendants. Plaintiff seeks reimbursement for the cost of treating alleged smoking-related diseases for the past 20 years, payment of anticipated costs of treating alleged smoking-related diseases for the next 20 years, various forms of injunctive relief, plus punitive damages. The case is in the early stages of litigation, and the defendants have filed various preliminary motions, upon which the court is yet to rule. Our subsidiary has been served with the complaint and is in the process of making challenges to service and the Court s jurisdiction.

In the third case in Nigeria, *The Attorney General of Gombe State v. British American Tobacco (Nigeria) Limited, et al., High Court of Gombe State, Gombe, Nigeria,* filed May 18, 2007, our subsidiary and other members of the industry are defendants. Plaintiff seeks reimbursement for the cost of treating alleged smoking-related diseases for the past 20 years, payment of anticipated costs of treating alleged smoking-related diseases for the next 20 years, various forms of injunctive relief, plus punitive damages. In July 2008, the court dismissed the case against all defendants based on the plaintiff s failure to comply with various procedural requirements when filing and serving the claim. The plaintiff did not appeal the dismissal. However, in October 2008, the plaintiff refiled its claim. In February 2010, the plaintiff attempted service of process on Philip Morris International Inc. Philip Morris International Inc. is in the process of making challenges to service and the Court s jurisdiction.

In the fourth case in Nigeria, *The Attorney General of Oyo State, et al., v. British American Tobacco (Nigeria) Limited, et al., High Court of Oyo State, Ibadan, Nigeria,* filed May 25, 2007, our subsidiary and other members of the industry are defendants. Plaintiffs seek reimbursement for the cost of treating alleged smoking-related diseases for the past 20 years, payment of anticipated costs of treating alleged smoking-related diseases for the next 20 years, various forms of injunctive relief, plus punitive damages. The case is in the early stages of litigation, and the defendants have filed various preliminary motions, upon which the court is yet to rule. Our subsidiary has been served with the complaint and is in the process of making challenges to service and the Court s jurisdiction.

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In the fifth case in Nigeria, *The Attorney General of Ogun State v. British American Tobacco (Nigeria) Limited, et al., High Court of Ogun State, Abeokuta, Nigeria*, filed February 26, 2008, our subsidiary and other members of the industry are defendants. Plaintiff seeks reimbursement for the cost of treating alleged smoking-related diseases for the past 20 years, payment of anticipated costs of treating alleged smoking-related diseases for the next 20 years, various forms of injunctive relief, plus punitive damages. Our subsidiary has been served with notice of the claim and is in the process of making challenges to service and the Court s jurisdiction.

In the series of proceedings in Spain, *Junta de Andalucia, et al. v. Philip Morris Spain, et al., Court of First Instance, Madrid, Spain,* the first of which was filed February 21, 2002, our subsidiary and other members of the industry were defendants. The plaintiffs sought reimbursement for the cost of treating certain of their citizens for various smoking-related illnesses. In May 2004, the first instance court dismissed the initial case, finding that the State was a necessary party to the claim, and thus, the claim must be filed in the Administrative Court. The plaintiffs appealed. In February 2006, the appellate court affirmed the lower court s dismissal. The plaintiffs then filed notice that they intended to pursue their claim in the Administrative Court against the State. Because they were defendants in the original proceeding, our subsidiary and other members of the industry filed notices with the Administrative Court that they are interested parties in the case. In September 2007, the plaintiffs filed their complaint in the Administrative Court. In November 2007, the Administrative Court dismissed the claim based on a procedural issue. The plaintiffs asked the Administrative Court to reconsider its decision dismissing the case, and that request was rejected in a ruling rendered in February 2008. Plaintiffs appealed to the Supreme Court. The Supreme Court rejected plaintiffs appeal in November 2009, resulting in the final dismissal of the claim. However, plaintiffs have filed a second claim in the Administrative Court against the Ministry of Economy. This second claim seeks the same relief as the original claim, but relies on a different procedural posture. The Administrative Court has recognized our subsidiary as a party in this proceeding.

Lights Cases: These cases, brought by individual plaintiffs, or on behalf of a class of individual plaintiffs, allege that the use of the term lights constitutes fraudulent and misleading conduct. Plaintiffs allegations of liability in these cases are based on various theories of recovery including misrepresentation, deception, and breach of consumer protection laws. Plaintiffs seek various forms of relief including restitution, injunctive relief, and compensatory and other damages. Defenses raised include lack of causation, lack of reliance, assumption of the risk, and statute of limitations.

As of May 1, 2010, there were a number of lights cases pending against our subsidiaries or indemnitees, as follows:

- 3 cases brought on behalf of various classes of individual plaintiffs (some overlapping) in Israel, compared with 3 such cases on May 1, 2009, and 2 such cases on May 1, 2008; and

- 1,964 cases brought by individuals against our subsidiaries in the equivalent of small claims courts in Italy, where the maximum damages claimed are approximately one thousand Euros per case, compared with 2,010 such cases on May 1, 2009, and 2,013 such cases on May 1, 2008.

In one class action pending in Israel, *El-Roy, et al. v. Philip Morris Incorporated, et al., District Court of Tel-Aviv/Jaffa, Israel,* filed January 18, 2004, our subsidiary and our indemnitees (PM USA and our former importer Menache H. Eliachar Ltd.) are defendants. The plaintiffs filed a purported class action claiming that the class members were misled by the descriptor lights into believing that lights cigarettes are safer than full flavor cigarettes. The claim seeks recovery of the purchase price of lights cigarettes and compensation for distress for each class member. Hearings took place in November and December 2008 regarding whether the case meets the legal requirements necessary to allow it to proceed as a class action. The parties briefing on class certification is scheduled to be completed in September 2010.

The claims in a second class action pending in Israel, *Navon, et al. v. Philip Morris Products USA, et al., District Court of Tel-Aviv/Jaffa, Israel*, filed December 5, 2004, against our indemnitee (our distributor M.H. Eliashar Distribution Ltd.) and other members of the industry are similar to those in *El-Roy,* and the case is currently stayed pending a ruling on class certification in *El-Roy*.

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In the third class action pending in Israel, *Numberg, et al. v. Philip Morris Products S.A., et al., District Court of Tel Aviv/Jaffa, Israel,* filed May 19, 2008, our subsidiaries and our indemnitee (our distributor M.H. Eliashar Distribution Ltd.) and other members of the industry are defendants. The plaintiffs filed a purported class action claiming that the class members were misled by pack colors, terms such as slims or super slims or blue, and text describing tar and nicotine yields. Plaintiffs allege that these pack features misled consumers to believe that the cigarettes with those descriptors are safer than full flavor cigarettes. Plaintiffs seek recovery of the price of the brands at issue that were purchased from December 31, 2004 to the date of filing of the claim. They also seek compensation for mental anguish, punitive damages and injunctive relief. Our subsidiaries and our indemnitee have been served with the claim. Defendants filed their oppositions to class certification in March 2009.

Public Civil Actions: Claims have been filed either by an individual, or a public or private entity, seeking to protect collective or individual rights, such as the right to health, the right to information or the right to safety. Plaintiffs allegations of liability in these cases are based on various theories of recovery including product defect, concealment, and misrepresentation. Plaintiffs in these cases seek various forms of relief including injunctive relief such as banning cigarettes, descriptors, smoking in certain places and advertising, as well as implementing communication campaigns and reimbursement of medical expenses incurred by public or private institutions.

As of May 1, 2010, there were 10 public civil actions pending against our subsidiaries in Argentina (1), Brazil (2), Colombia (6) and Venezuela (1), compared with 12 such cases on May 1, 2009, and 8 such cases on May 1, 2008.

In the public civil action in Argentina, *Asociación Argentina de Derecho de Danos v. Massalin Particulares S.A., et al., Civil Court of Buenos Aires, Argentina,* filed February 26, 2007, our subsidiary and another member of the industry are defendants. The plaintiff, a consumer association, seeks the establishment of a relief fund for reimbursement of medical costs associated with diseases allegedly caused by smoking. Our subsidiary filed its answer in September 2007. In March 2010, the case file was transferred to the Federal Court on Administrative Matters after the Civil Court granted the plaintiff s request to add the national government as a co-plaintiff in the case.

In the first public civil action in Brazil, *Osorio v. Philip Morris Brasil Industria e Comercio Ltda., et al., Federal Court of São Paulo, Brazil,* filed September 2003, our subsidiary, another member of the industry and various government entities are defendants. The plaintiff seeks a ban on the production and sale of cigarettes on the grounds that they are harmful to health and cause the government to spend money on health care. Plaintiff alleges that smoking violates the Brazilian constitutional right to health, that smokers have no free will because they are addicted, and that ETS is harmful. Plaintiff seeks the suspension of the defendants licenses to manufacture cigarettes, the revocation of any import licenses for tobacco-related products, the collection of all tobacco-containing products from the market, and a daily fine amounting to R$1 million (approximately $560,000) for any violation of the injunction order. Our subsidiary filed its answer in June 2004. In January 2010, the court dismissed the case. Plaintiff failed to appeal and the decision is now final. As a result, this case is not included in the case statistics mentioned above. We will no longer report on this case.

In the second public civil action in Brazil, *Associacao dos Consumidores Explorados do Distrito Federal v. Sampoerna Tabacos America Latina Ltda., State Trial Court of Brasilia, Brazil,* filed April 18, 2006, our subsidiary is a defendant. The plaintiff, a consumer association, seeks a ban on the production and sale of cigarettes on the grounds that they are harmful to health. Plaintiff s complaint also requests that a fine amounting to R$1 million (approximately $560,000) per day be imposed should the ban be granted and defendant continue to produce or sell cigarettes. Our subsidiary filed its answer in May 2006. The trial court dismissed the case in November 2007. Plaintiff appealed. In November 2008, the appellate court affirmed the trial court s dismissal. Plaintiff filed two further appeals, one to the Superior Court of Justice and another to the Federal Supreme Court. The appeal to the Superior Court of Justice was denied in September 2009, and is final. The appeal to the Federal Supreme Court is still pending.

In the third public civil action pending in Brazil, *The Brazilian Association for the Defense of Consumer Health (SAUDECON) v. Philip Morris Brasil Industria e Comercio Ltda and Souza Cruz S.A., Civil Court of City of Porto Alegre, Brazil,* filed November 3, 2008, our subsidiary is a defendant. The plaintiff, a consumer organization, is

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asking the court to establish a fund that will be used to provide treatment, for a minimum of two years, to smokers who claim to be addicted and who do not otherwise have access to smoking cessation treatment. Plaintiff requests that each defendant s liability be determined according to its market share. Our subsidiary filed its answer in January 2009. In May 2009, the trial court dismissed the case on the merits. Plaintiff has appealed.

In the first public civil action in Colombia, *Garrido v. Philip Morris Colombia S.A., Civil Court of Bogotá*, *Colombia,* filed August 28, 2006, our subsidiary is a defendant. The plaintiff seeks various forms of injunctive relief, including the ban of the use of lights descriptors, and requests that defendant be ordered to finance a national campaign against smoking. Our subsidiary filed its answer in April 2007. In February 2010, the trial court dismissed the case. Plaintiff has appealed.

In the second public civil action in Colombia, *Garrido v. Coltabaco (Garrido II), Civil Court of Bogotá, Colombia,* filed October 27, 2006, our subsidiary is a defendant. The plaintiff s claims are identical to those in *Garrido*, above. Our subsidiary filed its answer in April 2007. In September 2009, the trial court dismissed the case on the merits. Plaintiff appealed, and in April 2010, the appellate court affirmed the ruling of the trial court. This decision is final, and as a result, this case is not included in the case statistics mentioned above. We will no longer report on this case.

In the third public civil action in Colombia, *Morales v. Philip Morris Colombia S.A. and Colombian Government, Administrative Court of Bogotá, Colombia,* filed February 12, 2007, our subsidiary and a government entity are defendants. The plaintiff alleges violations of the collective right to a healthy environment, public health rights, and the rights of consumers, and that the government failed to protect those rights. Plaintiff seeks various monetary damages and other relief, including a ban on descriptors and a ban on cigarette advertising. Our subsidiary filed its answer in March 2007. In April 2010, the trial court dismissed the case. Plaintiff has appealed.

In the fourth public civil action in Colombia*, Morales, et al. v. Coltabaco (Morales II), Civil Court of Bogotá, Colombia,* filed February 5, 2008, our subsidiary, which was served in June 2008, is a defendant. The plaintiffs allege misleading advertising, product defect, failure to inform, and the targeting of minors in advertising and marketing. Plaintiffs seek various monetary relief including a percentage of the costs incurred by the state each year for treating tobacco-related illnesses to be paid to the Ministry of Social Protection (from the date of incorporation of Coltabaco). After this initial payment, plaintiffs seek a fixed annual contribution to the government of $50 million. Plaintiffs also request that a statutory incentive award be paid to them for filing the claim. Our subsidiary filed its answer in July 2008. The parties have filed their closing arguments and are currently awaiting the court s decision.

In the fifth public civil action in Colombia, *Morales, et al. v. Productora Tabacalera de Colombia S.A. (Protabaco), et al., (Morales III), Administrative Court of Bogotá, Colombia*, filed December 19, 2007, two of our subsidiaries, which were served in July and August 2008, other members of the industry, and various government entities are defendants. The plaintiffs claims are identical to those in *Morales II*, above. Our subsidiaries filed their answers in August 2008.

In the sixth public civil action in Colombia, *Roche v. Philip Morris Colombia S.A., Civil Court of Bogotá, Colombia*, filed November 14, 2008, our subsidiary is a defendant. Plaintiff alleges violations of the collective right to health because the defendant failed to include information about ingredients and their toxicity on cigarette packs. Plaintiff asks the court to order our subsidiary to immediately cease manufacture and/or distribution of cigarettes until information on ingredients and their toxicity is included on packs. Our subsidiary filed its answer in January 2009.

In the seventh public civil action in Colombia, *Ibagué Public Prosecutor v. Republic of Colombia (Ministry of Social Protection)*, *et al.*, Administrative Court of Ibagué, Colombia, filed August 11, 2009, our subsidiary is a defendant. Plaintiff alleges that the public s collective right to health, safety and enjoyment of a safe environment, have been violated. Plaintiff seeks (i) a ban on the sale of cigarettes; (ii) a ban on all cigarette advertising and promotion; (iii) the development of strategies to rehabilitate smoking addicts; and (iv) the implementation of a program designed to eradicate smoking in Colombia within a reasonable period of time. Our subsidiary has not yet been served with the complaint.

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In the public civil action in Venezuela, *Federation of Consumers and Users Associations (FEVACU), et al. v. National Assembly of Venezuela and the Venezuelan Ministry of Health, Constitutional Chamber of the Venezuelan Supreme Court*, filed April 29, 2008, we were not named as a defendant, but the plaintiff published a notice pursuant to court order, notifying all interested parties to appear in the case. In January 2009, our subsidiary appeared in the case in response to this notice. The plaintiffs purport to represent the right to health of the citizens of Venezuela and claim that the government failed to protect adequately its citizens right to health. The claim asks the court to order the government to enact stricter regulations on the manufacture and sale of tobacco products. In addition, the plaintiffs ask the court to order companies involved in the tobacco industry to allocate a percentage of their sales or benefits to establish a fund to pay for the health care costs of treating smoking-related diseases. In October 2008, the court ruled that plaintiffs have standing to file the claim and that the claim meets the threshold admissibility requirements.

Other Litigation: Other litigation includes an antitrust suit, a breach of contract action, and various tax and individual employment cases:

- *Antitrust:* One case brought on behalf of a class of individual plaintiffs in the state of Kansas in the United States against us and other members of the industry alleging price-fixing;

- *Breach of Contract*: One case brought against Rothmans, Benson & Hedges Inc. in London, Ontario, alleging breach of contracts concerning the sale and purchase of flue-cured tobacco;

- *Tax:* In Brazil, there are 98 tax cases involving Philip Morris Brasil S.A. relating to the payment of state tax on the sale and transfer of goods and services, federal social contributions, excise, social security and income tax, and other matters. Forty of these cases are under administrative review by the relevant fiscal authorities and 58 are under judicial review by the courts; and

- *Employment:* Our subsidiaries, Philip Morris Brasil S.A. and Philip Morris Brasil Ltda, are defendants in various individual employment cases resulting, among other things, from the termination of employment in connection with the shut-down of one of our factories in Brazil.

In the antitrust class action in Kansas, *Smith v. Philip Morris Companies Inc., et al., District Court of Seward County, Kansas*, filed February 7, 2000, we and other members of the industry are defendants. The plaintiff asserts that the defendant cigarette companies engaged in an international conspiracy to fix wholesale prices of cigarettes and sought certification of a class comprised of all persons in Kansas who were indirect purchasers of cigarettes from the defendants. The plaintiff claims unspecified economic damages resulting from the alleged price-fixing, trebling of those damages under the Kansas price-fixing statute and counsel fees. The trial court granted plaintiff s motion for class certification and refused to permit the defendants to appeal. The case is now in the discovery phase. No trial date has yet been set.

In the breach of contract action in Ontario, Canada, *The Ontario Flue-Cured Tobacco Growers Marketing Board, et al. v. Rothmans, Benson & Hedges Inc., Superior Court of Justice, London,* Ontario, filed November 5, 2009, our subsidiary is a defendant. Plaintiffs in this putative class action allege that our subsidiary breached contracts with the class members (Ontario tobacco growers and their related associations) concerning the sale and purchase of flue-cured tobacco from January 1, 1986 to December 31, 1996. Plaintiffs allege that our subsidiary was required by the contracts to disclose to plaintiffs the quantity of tobacco included in cigarettes to be sold for duty free and export purposes (which it purchased at a lower price per pound than tobacco that was included in cigarettes to be sold in Canada), but failed to disclose that some of the cigarettes it designated as being for export and duty free purposes were ultimately sold in Canada. Our subsidiary has been served, but there is currently no deadline to respond to the statement of claim.

Third-Party Guarantees

At March 31, 2010, PMI s third-party guarantees were $6 million, of which $2 million have no specific expiration dates. The remainder expires through 2013 with $1 million expiring through March 31, 2011. PMI is required to

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perform under these guarantees in the event that a third party fails to make contractual payments. PMI does not have a liability on its condensed consolidated balance sheet at March 31, 2010, as the fair value of these guarantees is insignificant due to the fact that the probability of future payments under these guarantees is remote.

Under the terms of the Distribution Agreement between Altria and PMI, liabilities concerning tobacco products will be allocated based in substantial part on the manufacturer. PMI will indemnify Altria and PM USA for liabilities related to tobacco products manufactured by PMI or contract manufactured for PMI by PM USA, and PM USA will indemnify PMI for liabilities related to tobacco products manufactured by PM USA, excluding tobacco products contract manufactured for PMI. PMI does not have a liability recorded on its balance sheet at March 31, 2010, as the fair value of this indemnification is insignificant since the probability of future payments under this indemnification is remote.

Note 11. Income Taxes:

Income tax provisions for jurisdictions outside the United States, as well as state and local income tax provisions, were determined on a separate company basis and the related assets and liabilities were recorded in PMI s condensed consolidated balance sheets.

PMI s effective tax rates for the three months ended March 31, 2010 and 2009 were 29.6% and 29.8%, respectively. The effective tax rates are based on PMI s full-year geographic earnings mix projections and cash repatriation plans. Changes in earnings mix or in cash repatriation plans could have an impact on the effective tax rates, which PMI monitors each quarter. Significant judgment is required in determining income tax provisions and in evaluating tax positions.

PMI is regularly examined by tax authorities around the world. It is reasonably possible that within the next 12 months certain examinations will close, which could result in a decrease in unrecognized tax benefits along with related interest and penalties. An estimate of the range of the possible decrease cannot be made at this time.

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Note 12. Indebtedness:

Short-term Borrowings:

At March 31, 2010 and December 31, 2009, PMI s short-term borrowings, consisting primarily of commercial paper, had a carrying value of $1,050 million and $1,662 million, respectively. The fair value of PMI s short-term borrowings, based on current market interest rates, approximates carrying value.

Long-term Debt:

At March 31, 2010 and December 31, 2009, PMI s long-term debt consisted of the following (in millions):

	March 31, 2010	December 31, 2009
U.S. dollar notes, 4.50% to 6.875% (average interest rate 5.640%), due through 2038	$ 8,183	$ 7,199
Foreign currency obligations:		
Euro notes payable (average interest rate 5.240%), due through 2016	5,028	5,378
Swiss franc notes payable (average interest rate 3.625%), due through 2013	941	969
Other (average interest rate 5.09%), due through 2024	808	208
	14,960	13,754
Less current portion of long-term debt	151	82
	$ 14,809	$ 13,672

In March 2010, PMI issued $1.0 billion of 4.50% U.S. dollar notes due March 2020 under its shelf registration statement. Interest is payable semiannually beginning September 2010. The net proceeds from the sale of the securities ($983 million) are being used to meet PMI s working capital requirements, repurchase PMI s common stock, refinance debt or for general corporate purposes.

Other foreign currency debt at March 31, 2010 includes long-term debt from our business combination in the Philippines. For further details on this business combination, see Note 7. *Acquisitions and Other Business Arrangements.* Other foreign currency debt also includes capital lease obligations and mortgage debt.

Credit Facilities:

On March 29, 2010, we entered into a new multi-year revolving credit facility in the amount of $2.5 billion, which expires on September 30, 2013. This new revolving credit facility replaces our Euro 2.0 billion 5-year revolving credit facility, which was to expire on May 12, 2010, and our $1.0 billion 3-year revolving credit facility, which was to expire on December 4, 2010. At March 31, 2010, PMI s committed credit facilities were $5.2 billion, and there were no borrowings outstanding under these committed credit facilities.

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Note 13. Fair Value Measurements:

The authoritative guidance defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The guidance also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The guidance describes three levels of input that may be used to measure fair value, which are as follows:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Securities Available for Sale- Warrants

PMI assesses the fair value of securities available for sale, which consist of warrants to purchase third-party common stock, by using a Black-Scholes methodology based on observable market inputs that include stock prices, prevailing risk-free rates, dividend yield and volatility. These warrants have been classified within Level 2.

Derivative Financial Instruments Foreign Exchange Contracts

PMI assesses the fair value of its derivative financial instruments, which consist of foreign exchange forward contracts, foreign currency swaps and foreign currency options, using internally developed models that use, as their basis, readily observable market inputs. The fair value of PMI s foreign exchange forward contracts is determined by using the prevailing foreign exchange spot rates and interest rate differentials, and the respective maturity dates of the instruments. The fair value of PMI s currency options is determined by using a Black-Scholes methodology based on foreign exchange spot rates and interest rate differentials, currency volatilities and maturity dates. PMI s derivative financial instruments have been classified within Level 2. See Note 6. *Financial Instruments* for additional discussion on derivative financial instruments.

Debt Long-Term Notes

The fair value of PMI s outstanding long-term notes, as utilized solely for disclosure purposes, is determined by utilizing quotes and market interest rates currently available to PMI for issuances of debt with similar terms and remaining maturities. The aggregate carrying value of PMI s debt, excluding $179 million of capital lease obligations, was $14,781 million at March 31, 2010. The fair values of PMI s outstanding long-term notes have been classified within Level 1 and Level 2.

The aggregate fair value of PMI s securities available for sale, derivative financial instruments and debt as of March 31, 2010, was as follows (in millions):

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	At March 31, 2010	Quoted Prices in Active Markets for Identical Assets/Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Warrants	$ 4	$	$ 4	$
Foreign exchange contracts	121		121	
Total assets	$ 125	$	$ 125	$
Liabilities:				
Long-term notes	$ 15,977	$ 15,349	$ 628	$
Foreign exchange contracts	49		49	
Total liabilities	$ 16,026	$ 15,349	$ 677	$

Note 14. Accumulated Other Comprehensive Earnings (Losses):

PMI s accumulated other comprehensive earnings (losses), net of taxes, consisted of the following (in millions):

	At March 31, 2010	At December 31, 2009	At March 31, 2009
Currency translation adjustments	$ 767	$ 561	$ (1,513)
Pension and other benefits	(1,389)	(1,408)	(1,430)
Derivatives accounted for as hedges	66	19	(25)
Debt and equity securities	3	11	(1)
Total accumulated other comprehensive losses	$ (553)	$ (817)	$ (2,969)

Note 15. Colombian Investment and Cooperation Agreement:

On June 19, 2009, PMI announced that it had signed an agreement with the Republic of Colombia, together with the Departments of Colombia and the Capital District of Bogota, to promote investment and cooperation with respect to the Colombian tobacco market and to fight counterfeit and contraband tobacco products. The Investment and Cooperation Agreement provides $200 million in funding to the Colombian governments over a 20-year period to address issues of mutual interest, such as combating the illegal cigarette trade, including the threat of counterfeit tobacco products, and increasing the quality and quantity of locally grown tobacco. As a result of the Investment and Cooperation Agreement, PMI recorded a pre-tax charge of $135 million in the operating results of the Latin America & Canada segment during the second quarter of

2009.

At March 31, 2010 and December 31, 2009, PMI had $94 million and $93 million, respectively, of discounted liabilities associated with the Colombian Investment and Cooperation Agreement. These discounted liabilities are primarily reflected in other long-term liabilities on the consolidated balance sheet.

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Item 2. **MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

Description of Our Company

We are a holding company whose subsidiaries and affiliates, and their licensees, are engaged in the manufacture and sale of cigarettes and other tobacco products in markets outside the United States of America. We manage our business in four segments:

- European Union;
- Eastern Europe, Middle East & Africa (EEMA);
- Asia; and
- Latin America & Canada.

Our products are sold in approximately 160 countries and, in many of these countries, they hold the number one or number two market share position. We have a wide range of premium, mid-price and low-price brands. Our portfolio comprises international and local brands.

We use the term net revenues to refer to our operating revenues from the sale of our products, net of sales and promotion incentives. Our net revenues and operating income are affected by various factors, including the volume of products we sell, the price of our products, changes in currency exchange rates and the mix of products we sell. Mix is a term used to refer to the proportionate value of premium price brands to mid-price or low-price brands in any given market (product mix). Mix can also refer to the proportion of volume in more profitable markets versus volume in less profitable markets (geographic mix). We often collect excise taxes from our customers and then remit them to local governments, and, in those circumstances, we include excise taxes as a component of net revenues and as part of our cost of sales. Aside from excise taxes, our cost of sales consists principally of tobacco leaf, non-tobacco raw materials, labor and manufacturing costs.

Our marketing, administration and research costs include the costs of marketing our products, other costs generally not related to the manufacture of our products (including general corporate expenses), and costs incurred to develop new products. The most significant components of our marketing, administration and research costs are selling and marketing expenses, which relate to the cost of our sales force as well as to the advertising and promotion of our products.

We are a legal entity separate and distinct from our direct and indirect subsidiaries. Accordingly, our right, and thus the right of our creditors and stockholders, to participate in any distribution of the assets or earnings of any subsidiary is subject to the prior claims of creditors of such subsidiary, except to the extent that claims of our company itself as a creditor may be recognized. As a holding company, our principal sources of funds, including funds to make payment on our debt securities, are from the receipt of dividends and repayment of debt from our subsidiaries. Our principal wholly-owned and majority-owned subsidiaries currently are not limited by long-term debt or other agreements in their ability to pay cash dividends or to make other distributions with respect to their common stock.

Separation from Altria Group, Inc.

As discussed in Note 4. *Transactions with Altria Group, Inc.* of our 2009 audited consolidated financial statements and related notes, which are incorporated by reference into our Annual Report on Form 10-K for the year ended December 31, 2009 (the 2009 Form 10-K), prior to March 28, 2008, we were a wholly-owned subsidiary of Altria Group, Inc. (Altria). On January 30, 2008, the Altria Board of Directors announced Altria s plans to spin off all of its interest in PMI to Altria s stockholders in a tax-free distribution pursuant to Section 355 of the U.S. Internal Revenue Code. The distribution of all of the PMI shares owned by Altria (the Spin-off) was made on March 28, 2008 (the Distribution Date) to stockholders of record as of the close of business on March 19, 2008 (the Record Date). Altria distributed one share of our common stock for each share of Altria common stock outstanding on the Record Date.

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Executive Summary

The following executive summary is intended to provide you with the significant highlights from the Discussion and Analysis that follows.

Consolidated Operating Results for the Three Months Ended March 31, 2010 The changes in our reported net earnings attributable to PMI and diluted EPS for the three months ended March 31, 2010, from the comparable 2009 amounts, were as follows (in millions, except per share data):

	Net Earnings Attributable to PMI	Reported Diluted EPS
For the three months ended March 31, 2009	$ 1,476	$ 0.74
2009 Asset impairment and exit costs	1	
Currency	126	0.06
Interest	(41)	(0.02)
Change in tax rate	5	
Impact of lower shares outstanding and share-based payments		0.05
Operations	136	0.07
For the three months ended March 31, 2010	$ 1,703	$ 0.90

Currency The favorable currency impact during the reporting period was due primarily to the weakness of the U.S. dollar versus the Euro, Australian dollar, Canadian dollar, Indonesian rupiah, Korean won, Mexican peso, Russian ruble and Turkish lira, partially offset by the Swiss franc.

Interest The unfavorable impact of interest was due primarily to higher average debt levels and lower interest income.

Lower Shares Outstanding and Share-Based Payments The favorable impact was due primarily to the repurchase of our common stock pursuant to the $13.0 billion two-year share repurchase program.

Income Taxes Our effective income tax rate for the three months ended March 31, 2010 decreased 0.2 percentage points to 29.6%.

Operations The increase in our operations reflected in the table above was due primarily to the following:

Eastern Europe, Middle East & Africa: Higher pricing, partially offset by lower volume/mix and higher manufacturing costs;

Latin America & Canada: Higher pricing and favorable volume/mix, partially offset by higher manufacturing costs; and

European Union: Higher pricing, partially offset by lower volume/mix and higher marketing, administration and research costs.
partially offset by:

Asia: Higher manufacturing costs and lower volume/mix, partially offset by higher pricing

For further details, see the Consolidated Operating Results and Operating Results by Business Segment sections of the following Discussion and Analysis.

2010 Forecasted Results The current worldwide economic recession has affected the markets in which we operate. The fragility of the economic recovery and its geographic disparity, coupled with its uncertain impact on employment levels and currency volatility, naturally warrants a cautious outlook for 2010. We expect that our full-year volume performance excluding acquisitions will parallel that recorded in 2009 as a result of further market contractions. On April 22, 2010, we reaffirmed our forecast for 2010 full-year reported diluted EPS to be in a range of $3.75 to $3.85 versus $3.24 in 2009 based on exchange rates prevailing at that date. Excluding currency, reported diluted EPS are projected to increase by approximately 10% to 13%. The uncertainty created by very recent heightened currency volatility remains a risk to these projections. This guidance excludes the impact of any potential future acquisitions, asset impairment and exit cost charges, and any unusual events. The factors described in the *Cautionary Factors That May Affect Future Results* section of the following *Discussion and Analysis* represent continuing risks to this forecast.

Discussion and Analysis

Consolidated Operating Results

See pages 60-64 for a discussion of our Cautionary Factors That May Affect Future Results. Our cigarette volume, net revenues, excise taxes on products and operating companies income by segment were as follows (in millions):

	For the Three Months Ended March 31,	
	2010	2009
Cigarette volume:		
European Union	52,329	54,940
Eastern Europe, Middle East & Africa	64,145	67,678
Asia	63,215	56,768
Latin America & Canada	25,046	23,989
Total cigarette volume	204,735	203,375
Net revenues:		
European Union	$ 6,748	$ 6,050
Eastern Europe, Middle East & Africa	3,356	2,831
Asia	3,562	2,857
Latin America & Canada	1,921	1,548
Net revenues	$ 15,587	$ 13,286
Excise taxes on products:		
European Union	$ 4,564	$ 4,063
Eastern Europe, Middle East & Africa	1,610	1,379
Asia	1,689	1,267
Latin America & Canada	1,228	980
Excise taxes on products	$ 9,091	$ 7,689
Operating income:		
Operating companies income:		
European Union	$ 1,062	$ 967
Eastern Europe, Middle East & Africa	770	586
Asia	724	661
Latin America & Canada	217	155
Amortization of intangibles	(20)	(15)

General corporate expenses	(38)	(34)
Operating income	$ 2,715	$ 2,320

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As discussed in Note 9. *Segment Reporting* to our consolidated financial statements, we evaluate segment performance and allocate resources based on operating companies income, which we define as operating income before general corporate expenses and amortization of intangibles. We believe it is appropriate to disclose this measure to help investors analyze the business performance and trends of our various business segments.

References to total international cigarette market, total cigarette market, total market and market shares throughout this Discussion and Analysis are our estimates based on a number of internal and external sources.

Consolidated Operating Results for the Three Months Ended March 31, 2010

The following discussion compares our consolidated operating results for the three months ended March 31, 2010, with the three months ended March 31, 2009.

Our cigarette shipment volume of 204.7 billion units increased 1.4 billion (0.7%), due primarily to gains in Asia, primarily driven by Indonesia, double-digit growth in Korea and incremental volume of 6.1 billion units from the new business combination in the Philippines; and in Latin America & Canada, mainly from growth in Canada, Colombia and Mexico. These gains offset declines in the European Union, primarily due to the economic downturn in the Baltic States and Spain, where our cigarette shipment volume declined by 52.8% and 13.7%, respectively; and in EEMA, due to the impact of several significant tax-driven price increases in Romania and Turkey, and weak economic conditions in Ukraine, where volumes declined by 72.2%, 20.6% and 26.5%, respectively. Excluding acquisitions, our cigarette shipment volume was down 2.3%.

Our market share performance registered a stable or growing trend in a number of markets, including Algeria, Argentina, Austria, Australia, Belgium, Brazil, Bulgaria, Canada, Egypt, Hungary, Indonesia, Italy, Japan, Korea, Malaysia, Mexico, the Netherlands, the Philippines, Poland, Russia, Singapore, the Slovak Republic, Switzerland and Ukraine.

Total cigarette shipments of *Marlboro* of 70.6 billion units were down 0.6%, due primarily to decreases in the European Union, primarily reflecting a share decline in Germany, lower share and trade inventory movements in Greece, and the impact of the economic crisis in Spain; and in EEMA, mainly reflecting tax-driven price increases in Romania and Turkey. These decreases were partially offset by growth in Asia, driven by volume gains in the Philippines and Korea; and in Latin America & Canada, fueled by growth in Argentina, Colombia and Mexico. Total cigarette shipments of *L&M* of 20.1 billion units were down by 6.3%, with growth in the European Union of 6.6% offset by declines in the other regions. Driven by a decrease in shipments in Spain and Ukraine, total cigarette shipments of *Chesterfield* declined 11.7%. Total cigarette shipments of *Parliament* were down by 11.6%, primarily in Turkey, reflecting the impact of the January 2010 tax-driven price increase. Total cigarette shipments of *Lark* decreased by 4.5%, with growth in Turkey offset by Japan, and *Bond Street* increased by 6.5%, driven by double-digit growth in Russia.

Total shipment volume of other tobacco products (in cigarette equivalent units) grew by 43.5%, primarily fueled by the acquisition of Swedish Match South Africa (Proprietary) Limited. Excluding acquisitions, shipment volume of other tobacco products was down by 17.0%, primarily due to lower volume in Poland, reflecting the impact of the excise tax alignment of pipe tobacco to roll-your-own in the first quarter of 2009. Total shipment volume for cigarettes and other tobacco products was up by 1.5%, and down by 2.6% excluding acquisitions.

Net revenues, which include excise taxes billed to customers, increased $2.3 billion (17.3%). Excluding excise taxes, net revenues increased $899 million (16.1%) to $6.5 billion. This increase was due to favorable currency ($453 million), net price increases ($449 million) and the impact of acquisitions ($104 million), partially offset by lower volume/mix ($107 million).

Excise taxes on products increased $1.4 billion (18.2%), due primarily to currency movements ($828 million) and higher excise taxes resulting from changes in retail prices and tax rates ($799 million), partially offset by volume/mix ($241 million). As discussed under the caption Business Environment, governments have consistently increased excise taxes in most of the markets in which we operate. We expect excise taxes to continue to increase.

Cost of sales increased $401 million (20.3%), due primarily to currency movements ($223 million), higher manufacturing costs ($90 million, primarily leaf tobacco costs) and the impact of acquisitions ($90 million).

Marketing, administration and research costs increased $99 million (7.7%), due primarily to currency ($39 million), higher general and administrative expenses ($37 million) and acquisitions ($8 million).

Operating income increased $395 million (17.0%). This increase was due primarily to net price increases ($449 million) and favorable currency ($189 million), partially offset by lower volume/mix ($105 million), higher manufacturing costs ($90 million) and higher general and administrative expenses ($37 million).

Currency movements increased net revenues by $1.3 billion ($453 million, after excluding the impact of currency movements on excise taxes) and operating income by $189 million. These increases were due primarily to the weakness of the U.S. dollar versus the Euro, Australian dollar, Canadian dollar, Indonesian rupiah, Korean won, Mexican peso, Russian ruble and Turkish lira, partially offset by the Swiss franc.

Interest expense, net, of $223 million increased $65 million, due primarily to higher average debt levels and lower interest income.

Our effective tax rate decreased 0.2 percentage points to 29.6%, which is presently the estimated effective tax rate for the full-year 2010. The effective tax rate is based on our full-year geographic earnings mix and cash repatriation activities and plans. Changes in our cash repatriation plans could have an impact on the effective tax rate, which we monitor each quarter. Significant judgment is required in determining income tax provisions and in evaluating tax positions.

We are regularly examined by tax authorities around the world. It is reasonably possible that within the next 12 months certain examinations will close, which could result in a decrease in unrecognized tax benefits along with related interest and penalties. An estimate of the range of the possible decrease cannot be made at this time.

Net earnings attributable to PMI of $1.7 billion increased $227 million (15.4%). This increase was due primarily to higher operating income, partially offset by higher interest expense, net. Diluted and basic EPS of $0.90 increased by 21.6%. Excluding a favorable currency impact of $0.06, diluted EPS increased 13.5%.

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Operating Results by Business Segment

Business Environment

Taxes, Legislation, Regulation and Other Matters Regarding the Manufacture, Marketing, Sale and Use of Tobacco Products

The tobacco industry faces a number of challenges that may adversely affect our business, volume, results of operations, cash flows and financial position. These challenges, which are discussed below and in *Cautionary Factors That May Affect Future Results,* include:

- actual and proposed tobacco legislation and regulation;
- actual and proposed excise tax increases, as well as changes in excise tax structures, including minimum retail selling price systems;
- price gaps and changes in price gaps between premium and lower price brands;
- significant governmental actions aimed at imposing regulatory requirements impacting our ability to communicate with adult consumers and differentiate our products from competitors products;
- increased efforts by tobacco control advocates to denormalize smoking and seek the implementation of extreme regulatory measures;
- proposed legislation to mandate plain (generic) packaging resulting in the expropriation of our trademarks;
- pending and threatened litigation as discussed in Note 10. *Contingencies*;
- actual and proposed requirements for the disclosure of cigarette ingredients and other proprietary information without adequate trade secret protection;
- disproportionate testing requirements and performance standards;
- actual and proposed restrictions on the use of ingredients, including a complete ban of ingredients;
- actual and proposed restrictions on imports in certain jurisdictions;
- actual and proposed restrictions affecting tobacco manufacturing, packaging, marketing, advertising, product display and sales;
- governmental and private bans and restrictions on smoking;

illicit trade in cigarettes and other tobacco products, including counterfeit and contraband;

the outcome of proceedings and investigations, and the potential assertion of claims, and proposed regulation relating to contraband shipments of cigarettes; and

governmental investigations.

In the ordinary course of business, many factors can affect the timing of sales to customers, including the timing of holidays and other annual or special events, the timing of promotions, customer incentive programs and customer inventory programs, as well as the actual or speculated timing of pricing actions and tax-driven price increases.

Excise Taxes: Cigarettes are subject to substantial excise taxes and to other product taxation worldwide. Significant increases in cigarette-related taxes or fees have been proposed or enacted and are likely to continue to be proposed or enacted. In addition, in certain jurisdictions, our products are subject to tax structures that discriminate against premium price products and manufactured cigarettes.

On February 16, 2010, the Council of Ministers of Finance in the EU voted to adopt a new Directive (2010/12/EU) amending the existing tobacco tax directives in the EU. The new EU Directive, which Member States will have to implement into national legislation, provides for tax increases from the current minimum of Euro 64 and 57% of excise tax on Most Popular Price Category to Euro 90 on all cigarettes and 60% on the Weighted Average Price by 2014. Lithuania, Latvia, Estonia, Bulgaria, Romania, Hungary, Poland and Greece received a transition period until the end of 2017 to achieve these new requirements. Moreover, the new Directive gives greater flexibility to Member States to use minimum taxes and specific taxes, ensures gradual increases of the tax levels of fine-cut

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tobaccos, and tightens the existing product definitions in order to create a more level playing field among the various tobacco product categories.

Tax increases and discriminatory tax structures are expected to continue to have an adverse impact on our sales of cigarettes, due to lower consumption levels and to a shift in consumer purchases from the premium to non-premium or discount segments or other low-price or low-taxed tobacco products such as fine-cut tobacco products and/or counterfeit and contraband products.

Minimum Retail Selling Price Laws: Several EU Member States (Austria, France, Ireland, and Italy) have enacted laws establishing a minimum retail selling price for cigarettes and, in some cases, other tobacco products. The European Commission has filed actions against these Member States in the European Court of Justice claiming that these countries minimum retail selling price systems infringed EU law. On March 4, 2010, the Court of Justice issued an opinion in the proceedings against Austria, France and Ireland, agreeing with the position of the European Commission. The Court has not yet issued a ruling in the proceeding against Italy. The ruling against Austria, France and Ireland could adversely impact excise tax levels and/or price gaps in those markets, depending on how these Member States will implement the ruling, taking into account, among other things, the greater flexibility under the new tobacco excise Directive (2010/12/EU) to impose minimum taxes and specific taxes.

Framework Convention on Tobacco Control: The World Health Organization s (WHO) Framework Convention for Tobacco Control (FCTC) entered into force on February 27, 2005. As of May 2010, 167 countries, as well as the European Community, have become Parties to the FCTC. The FCTC is the first international public health treaty, and its objective is to establish a global agenda for tobacco regulation with the purpose of reducing initiation of tobacco use and encouraging cessation. The treaty recommends (and, in certain instances, requires) Parties to have in place or enact legislation that would:

- establish specific actions to prevent youth smoking;
- restrict and/or eliminate all tobacco product advertising, marketing, promotions and sponsorships;
- initiate public education campaigns to inform the public about the health consequences of smoking and the benefits of quitting;
- implement regulations imposing product testing, disclosure and performance standards;
- impose health warning requirements on packaging;
- adopt measures that would eliminate cigarette smuggling and counterfeit cigarettes;
- restrict smoking in public places;
- implement public health-based fiscal policies (tax and price increases);
- adopt and implement measures that ensure that packaging and labeling, including descriptive terms, do not create the false impression that one brand of cigarettes is safer than another;
- phase out or restrict duty free tobacco sales; and

encourage litigation against tobacco product manufacturers.

We have viewed the FCTC as a positive catalyst for comprehensive regulation, focusing governments on the need to develop and implement effective tobacco policies. The speed at which tobacco regulation has been adopted in our markets has increased as a result of the treaty. In many respects, the areas of regulation we support mirror provisions of the FCTC, such as regulation of advertising and marketing, product content and emissions, sales to minors, and public smoking and the use of tax and price policy to achieve public health objectives. However, we disagree with the language of the FCTC that calls for a total ban on marketing, a total ban on public smoking, a ban on the sale of duty free cigarettes, and the use of litigation against the tobacco industry. We also believe that excessive taxation can have significant adverse consequences.

Following the entry into force of the FCTC, the Conference of the Parties, the governing body of the FCTC, has adopted several Guidelines that provide non-binding recommendations to the Parties supplementing specific Articles of the Treaty. Many of the recommendations contained in the Guidelines reflect an extreme application of the Treaty, are not based on sound evidence of a public health benefit, are likely to lead to adverse consequences such as an increase in illicit trade and an increase in sales of low-price cigarettes, and, as a result, are likely to undermine public health objectives. The recommendations include measures that we strongly oppose such as point of sale display bans, a ban on the use of colors in packaging, a ban on all forms of communications to adult smokers and limiting tobacco industry involvement in the development of tobacco policy and regulations. Another recommended measure that we strongly oppose is the introduction of plain (generic) packaging because plain packaging will result in the expropriation of our trademarks, harm competition and undermine public health, as we explain in more detail below. It is not possible to predict whether or to what extent the Guidelines will be adopted by governments. If governments choose to implement regulation based on these extreme recommendations, such regulation may adversely affect our business, volume, results of operations, cash flows and financial position. In some instances, including those described below, where such regulation has been adopted, we have commenced legal proceedings challenging the regulation. It is not possible to predict the outcome of these legal proceedings.

The fourth session of the Conference of Parties will take place from November 15-20, 2010, and is expected to adopt a first set of Guidelines regarding the regulation of the contents and disclosures of tobacco products (Articles 9 and 10 FCTC).

Plain Packaging: As noted above, the Conference of the Parties adopted Guidelines to the FCTC recommending plain packaging. We strongly oppose the imposition of plain packaging. Such a measure would not only constitute an expropriation of our valuable trademarks, but would be a pure and simple confiscation of the core of our business. Transforming the industry into a low price commodity business will not reduce consumption, smoking incidence or initiation. Plain packaging is a misguided measure that will undermine the public health objectives of its proponents. Worse it will impair free competition, jeopardize freedom of trade, stifle product innovation and spur illicit trade and counterfeit activity to the detriment of the legitimate industry, its entire supply chain and government revenues. Further, the imposition of plain packaging would violate the terms of international treaties governing the protection of industrial property and the trade-related aspects of intellectual property rights. PMI will take all steps necessary to ensure that all constituencies understand the consequences of such a measure, and to obtain all protection and relief to which it is entitled under the law. In 2008, the UK Department of Health sought comment on the possibility of mandating plain packaging among several other regulatory measures. At the time, the Department of Health stated, The research evidence into this initiative [plain packaging] is speculative, relying on asking people what they might do in a certain situation. In its final regulation published in 2009, the Department of Health did not take any action on plain packaging. In February 2010, the UK Department of Health published a report on its tobacco control policy in which the Department stated that it was continuing to consider plain packaging. The Department stated, however, that the evidence base regarding plain packaging needs to be carefully examined and that the Department will encourage research to further its understanding of the links between packaging and tobacco consumption. The Department also said that it would seek views on, and give weight to, the legal implications of restrictions on packaging for intellectual property rights and freedom of trade. In 2009, the Australian National Preventative Health Taskforce issued a report on regulation of tobacco, alcohol and obesity, which recommended that the Australian Government, among other things, require plain packaging. In April 2010, the Australian Government announced its intention to seek legislation in 2011 that would mandate some form of plain packaging. Prior to that, in August 2009, an independent senator introduced legislation for plain packaging in the Australian Senate. In November 2009, the bill was referred to the Senate Community Affairs Legislation Committee. A report from the Senate Committee has been postponed and is now expected in August 2010. It is not possible to predict the outcome of this legislation or that slated for introduction in 2011. In Lithuania, an individual legislator introduced a proposal for plain packaging in December 2009, but in March 2010, the proposal was rejected by the Lithuanian Parliament because of constitutional concerns.

Tar and Nicotine Test Methods: A number of public health organizations throughout the world, including WHO, have determined that the existing International Standards Organization (ISO) machine-based methods for measuring tar and nicotine yields provide misleading information about tar and nicotine inhaled by the smoker, and that the ISO-based numbers should not be displayed. We have expressed the view that ISO numbers do not accurately reflect human smoking, and we therefore supported recommendations to supplement the ISO test method with the more intensive Health Canada method. The Health Canada method blocks ventilation holes, increases the puffs taken per minute and the volume of smoke in each puff. We believe that a combination of the two methods would better illustrate the wide variability in the delivery of tar, nicotine and carbon monoxide, depending upon how an individual smokes a cigarette. The WHO s Study Group on Tobacco Regulation (TobReg) (its expert committee on tobacco product regulation) and the Conference of the Parties Working Group on tobacco regulation have recommended the use of ISO and Health Canada methods for testing smoke constituent yields. Both the WHO and the Conference of the Parties Working Group continue to recommend that yields of tar, nicotine, carbon monoxide and other constituents should not be disclosed to consumers. Our position with respect to this recommendation is explained below.

Brand Descriptors: In light of public health concerns about the limitations of current machine measurement methodologies, governments and public health organizations have increasingly prohibited the use of brand descriptors such as light, mild and low tar. Many countries, including the entire EU, prohibit or are in the process of prohibiting descriptors such as lights. The FCTC requires the Parties to adopt and implement measures to ensure that tobacco product packaging and labeling, including descriptive terms, do not create the false impression that a particular tobacco product is less harmful than other tobacco products. In most countries where such descriptors are banned, tar, nicotine and carbon monoxide yields are still required to be printed on packs of cigarettes. We believe that it is inconsistent to ban descriptors while also mandating the printing of tar, nicotine and carbon monoxide yields on packs. Thus, we have agreed with public health advocates that governments should prohibit the printing of tar, nicotine and carbon monoxide yields on packs of cigarettes. Alternatively, consistent with our support of requiring testing using both the ISO and Health Canada test methods, we would support requiring the printing of both yields, which would reflect a range of smoke intake.

Some public health advocates, governments, and the Guidelines issued by the FCTC s Conference of the Parties have called for a ban or restriction on the use of colors, which they claim are also used to signify that some brands provide lower yields of tar, nicotine and other smoke constituents. Other governments have banned, sought to ban or restricted the use of descriptive terms, including terms such as premium, full flavor, international, gold, and silver, and one permits only one pack variation per brand arguing that such terms or pack variations are inherently misleading. We believe such regulations are unreasonably broad, go beyond the scope and intent of legislation designed to prevent consumers from believing that one brand is less harmful than another, unduly restrict our intellectual property and other rights, and violate international trade commitments. As such, we oppose these types of regulations and in some instances we have commenced litigation to challenge them.

Testing and Reporting of Other Smoke Constituents: Several countries, including, for instance, Brazil, Canada, Taiwan and Venezuela, require manufacturers to test and report to regulators certain by-brand yields of other smoke constituents from the 45 to 80 that have been identified as potential causes of tobacco-related diseases. Testing and reporting of some of these constituents is being considered by the FCTC s Conference of the Parties Working Group on product regulation, TobReg, national regulators and the public health community. We measure many of these

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constituents for our product research and development purposes, and support efforts to develop reasonable regulation in this area. However, there is no international consensus on which smoke constituents cause the full range of diseases associated with tobacco use, and no validated analytical method to measure the constituents yields in the smoke. Moreover, there is extremely limited capacity to conduct by-brand testing on a global basis. In its 2008 progress report on these issues, the Conference of the Parties Working Group, following a proposal by TobReg, identified nine smoke constituents for which methods for testing and measuring yields should be validated as a priority, and estimated that validation of the applicable methods for these constituents (and for certain compounds in tobacco plants) would take five and a half years. It is not certain when actual testing requirements will be recommended by the Conference of the Parties and whether individual countries will adopt them, although bills to require testing of a wide range of smoke constituent yields are pending in some countries. The cost of by-brand testing could be significant, and public health groups, including the Conference of the Parties Working Group, have recommended that tobacco companies should be required to bear the burden of testing expenses.

Ceilings on Tar, Nicotine, Carbon Monoxide and Other Smoke Constituents: Despite the fact that public health authorities have questioned the significance of ISO-measured tar, nicotine and carbon monoxide yields, a number of countries, including all EU Member States, have established maximum yields of tar, nicotine and/or carbon monoxide, as measured by the ISO standard test method, and none of them have suggested that ISO-based ceilings be eliminated. Nor has any country to date proposed ceilings based on an alternative test method or for other smoke constituents. However, in February 2009, TobReg published a report in which it recommended that governments establish ceilings for nine specific smoke constituents, including tobacco-specific nitrosamines. The TobReg proposal would set ceilings based on the median yield for each constituent in the market determined by testing all brands sold in the market. Although this concept of selective constituent reduction is supported by some public health officials, several public health advocates and scientists have criticized the proposal on the grounds that selectively reducing *some* constituents in conventional cigarettes will not lead to a meaningful reduction in disease and thus will not benefit public health and/or will mislead consumers into believing that conventional cigarettes with regulated (i.e., reduced) levels of these constituents are safer. In fact, TobReg recognizes that it cannot prove that its proposed ceilings will result in reduced risk of disease or reduced harm, but argues that its proposal is appropriately based on the precautionary principle. As stated above, in its 2008 progress report, the Conference of the Parties Working Group identified the nine TobReg smoke constituents as priorities for which methods for testing and measuring yields should be validated, but did not comment on performance standards or ceilings.

Ingredient Disclosure Laws: Many countries have enacted or proposed legislation or regulations that require cigarette manufacturers to disclose to governments and to the public the ingredients used in the manufacture of cigarettes and, in certain cases, to provide toxicological information about those ingredients. While we believe the public health objectives of these requests can be met without providing exact by-brand formulae, we have made and will continue to make full disclosures to governments where adequate assurances of trade secret protection are provided. For example, under the EU Tobacco Products Directive, tobacco companies are required to disclose ingredients and toxicological information to each Member State. In May 2007, the Commission published guidelines for full by-brand reporting requirements. We have made ingredient disclosures following these guidelines and in compliance with the laws of EU Member States, making full by-brand disclosures in a manner that protects trade secrets. In jurisdictions where appropriate assurances of trade secret protection are not possible to obtain, we will seek to resolve the matter with governments through alternative options.

Restrictions and Bans on the Use of Ingredients: Several countries have laws and/or regulations restricting the use of ingredients in tobacco products that have been in place for many years. Our products comply with those laws. Until recently, efforts to regulate ingredients have focused on whether ingredients added to cigarettes increase the toxicity and/or addictiveness of cigarette smoke. Increasingly, however, tobacco control advocates and some regulators, including the WHO, the European Commission, and individual governments are considering regulating or have regulated cigarette ingredients with the stated objective of reducing the palatability and attractiveness of cigarette smoke, smoking and tobacco products. For example, the European Commission is considering reducing attractiveness as a basis for ingredient regulation and the FCTC s Conference of the Parties Working Group on product regulation is developing Guidelines that are likely to recommend banning or limiting ingredients to reduce the attractiveness and appeal of cigarettes. In October 2009, the Canadian federal government adopted a bill that banned virtually all flavor ingredients in cigarettes and little cigars. The bill, which will be effective as of July 2010, will have the effect of banning traditional American blend cigarettes in Canada, which represent a share of below 1% of the Canadian market. We support regulations that would prohibit the use of ingredients that are determined, based on sound scientific test methods and data, to significantly increase the inherent toxicity and/or addictiveness of

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smoke. We oppose regulations that would ban ingredients to reduce palatability and attractiveness because, in light of the millions of smokers in countries like Canada who prefer cigarettes without ingredients, there is no reasonable basis to conclude that an ingredient ban would reduce smoking prevalence. A ban, such as that imposed in Canada, discriminates against traditional American blend products and the consumers who prefer them, and will, we believe, result in adverse consequences such as illicit trade.

Bans and Restrictions on Advertising, Marketing, Promotions and Sponsorships: For many years, countries have imposed partial or total bans on tobacco advertising, marketing and promotion. The FCTC calls for a comprehensive ban on advertising, promotion and sponsorship and requires governments that have no constitutional constraints to ban all forms of advertising. Where constitutional constraints exist, the FCTC requires governments to restrict or ban radio, television, print media, other media, including the Internet, and sponsorships of international events within five years of the effective date of a country s ratification of the FCTC. The FCTC also requires disclosure of expenditures on advertising, promotion and sponsorship where such activities are not prohibited. The Conference of the Parties adopted Guidelines, which recommend that governments adopt extreme and sweeping prohibitions, including all forms of communications to adult smokers. We oppose complete bans on advertising but support limitations on marketing, provided that manufacturers retain the ability to communicate directly to adult smokers.

Bans on Display of Tobacco Products at Retail: Some countries have adopted bans of product displays at point of sale, most recently the UK in October 2009. We oppose product display bans on the grounds that evidence does not show that they have any material impact on public health, and that they will encourage lower prices, unnecessarily restrict non-price competition, and encourage illicit trade - all of which undermine public health objectives. In Ireland, where a prohibition of product display at retail came into effect on July 1, 2009, two of our subsidiaries and an independent retailer have commenced legal proceedings to overturn the prohibition. In Norway, where a prohibition of product display at retail came into effect on January 1, 2010, one of our subsidiaries has commenced legal proceedings to overturn the prohibition. In the UK, where a display ban is due to come into force effective October 2011, we commenced legal proceedings in April 2010, along with three individual retailers and a retailers business association, seeking to overturn the ban.

Health Warning Requirements: Many countries require substantial health warnings on cigarette packs. In the EU, for example, health warnings currently must cover between 30% and 35% of the front and between 40% and 50% of the back of cigarette packs. The FCTC requires health warnings that cover, at a minimum, 30% of the front and back of the pack, and recommends warnings covering 50% or more of the front and back of the pack. There is a worldwide development towards significantly increased sizes of health warnings. For example, the size of health warnings is 30% front and 90% back in Australia, 65% front and 30% back in Turkey, 50% front and 50% back in Canada, Chile and Singapore, and a recent decree in Uruguay mandated health warnings covering 80% of the front and 80% of the back of cigarette packs. We support health warning requirements and, with certain exceptions, defer to the governments on the content of the warnings. In countries where health warnings are not required, we place them on packaging voluntarily in the official language or languages of the country. For example, we are voluntarily placing health warnings in many African countries in official local languages occupying 30% of the front and back of the pack. We oppose disproportionate warning size requirements that go beyond warning consumers about the health effects of smoking, instead infringing on our intellectual property rights and depriving us of our ability to use distinctive trademarks and pack designs to differentiate our products from those of our competitors. In some markets, for example in Uruguay, we have commenced legal proceedings challenging the disproportionate warning size requirements. We also oppose regulations that would require the placement of health warnings in the middle of the front and back of the pack as such placement serves no purpose other than to disrupt our trademarks and pack design. While we believe that textual warnings are sufficient, we do not oppose graphic warnings except for images that vilify tobacco companies and their employees or do not accurately represent the health effects of tobacco use. In some markets, for example in Brazil, we have commenced legal proceedings against the content of certain government-mandated graphic health warnings that do not depict the health effects of smoking.

We support government initiatives to educate the public on the serious health effects of smoking. We have established a Web site that includes, among other things, the views of public health authorities on smoking, disease causation in smokers, addiction and exposure to environmental tobacco smoke (ETS). The site reflects our agreement with the medical and scientific consensus that cigarette smoking is addictive, and causes lung cancer, heart disease, emphysema and other serious diseases in smokers. The Web site advises the public to rely on the messages of public health authorities in making all smoking-related decisions. The Web site s address is www.pmi.com. The information on our Web site is not, and shall not be deemed to be, a part of this document or incorporated into any filings we make with the SEC.

Restrictions on Public Smoking: Reports with respect to the health effects of exposure to ETS have been publicized for many years, and many countries have restricted smoking in public places. The pace and scope of public smoking restrictions have increased significantly in most of our markets. In the EU, Bulgaria, Finland, France, Italy, Ireland, the Netherlands, Sweden and the UK have banned virtually all indoor public smoking. In November 2009, the Council of the European Union adopted a non-binding recommendation calling on all EU Member States to introduce, by 2012, comprehensive public smoking restrictions covering all closed public places, workplaces and public transport. In other regions, many markets have adopted or are likely to adopt substantial public smoking restrictions similar to those in the EU, including Australia, Canada, Hong Kong, Thailand, and Turkey. Some public health groups have called for, and some municipalities have adopted or proposed, bans on smoking in outdoor places, and some tobacco control groups have advocated banning smoking in cars with minors in them. The FCTC requires Parties to the treaty to adopt restrictions on public smoking, and the Conference of the Parties adopted guidelines on public smoking based on the premise that any exposure to ETS is harmful; the Guidelines call for total bans in all indoor public places, defining indoor broadly, and reject any exemptions based on type of venue (e.g., nightclubs). On private place smoking, such as in cars and homes, the Guidelines recommend increased education on the risk of exposure to ETS.

We support a single, consistent public health message on the health effects of exposure to ETS. Our Web site states that the conclusions of public health authorities on secondhand smoke warrant public health measures that regulate smoking in public places and that outright bans are appropriate in many places. For example, we support banning smoking in schools, playgrounds and other facilities for youth and in indoor public places where general public services are provided such as public transportation vehicles, supermarkets, public spaces in indoor shopping centers, cinemas, banks and post offices. We believe, however, that governments can and should seek a balance between the desire to protect non-smokers from exposure to secondhand smoke and allowing the millions of people who smoke to do so in some public places. In the hospitality sector, such as restaurants, bars, cafés and other entertainment establishments, the law should grant private business owners the flexibility to permit, restrict or prohibit smoking. Business owners can take into account their desire to cater to their customers preferences. In the workplace, designated smoking rooms can provide places for adults to smoke. Finally, we oppose legislation that would prohibit smoking in private places such as homes and apartments.

Reduced Cigarette Ignition Propensity Legislation: Reduced ignition propensity standards have been adopted in Canada and Australia, and are being considered in several other countries, notably New Zealand, South Africa and the EU Member States. On March 25, 2008, the European Commission formally adopted a decision to mandate the European Standards Organization (CEN) with the development, through the General Product Safety Directive, of a

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reduced cigarette ignition propensity standard such as those implemented in New York, other American states and Canada. The CEN is expected to complete its work in the second half of this year. The date by which cigarettes sold in the EU have to comply with the new standard has not yet been fixed. Finland has adopted its own national ignition propensity legislation requiring all cigarettes to be compliant by April 2010. We believe that reduced ignition propensity standards that, according to currently available technology, will increase production costs, should be the same as those applied in New York and other jurisdictions to ensure that they are uniform and technically feasible, and that they are applied equally to all manufacturers.

Illicit Trade: Regulatory measures and related governmental actions to prevent the illicit manufacture and trade of tobacco products are being considered by a number of jurisdictions. Article 15 of the FCTC requires Parties to the treaty to take steps to eliminate all forms of illicit trade, including counterfeiting, and states that national, regional and global agreements on this issue are essential components of tobacco control. The Conference of the Parties established an Intergovernmental Negotiating Body (INB) to negotiate a protocol on the illicit trade in tobacco products pursuant to Article 15 of the FCTC. The draft protocol included the following main topics:

- licensing schemes for participants in the tobacco business;
- know your customer requirements;
- international requirements for the tracking and tracing of tobacco products and tobacco manufacturing equipment;
- the implementation of laws governing record-keeping;
- the regulation of Internet sales and duty free sales of tobacco products, including potential bans;
- measures to implement effective controls on the manufacturing of, and trade in, tobacco products in free zones; and
- enforcement mechanisms, including the criminalization of participation in illicit trade in various forms and measures to strengthen the abilities of law enforcement agencies to fight illicit trade.

The fourth session of the INB took place in March 2010, without concluding an agreed protocol. However, the INB decided to recommend that the Conference of Parties consider the draft protocol.

We support strict regulations and enforcement measures to prevent all forms of illicit trade in tobacco products, including tracking, tracing, labeling and record-keeping requirements, which could be best implemented through strict licensing systems. We agree that manufacturers should implement state-of-the-art monitoring systems of their sales and distribution practices, and we agree that where appropriately confirmed, manufacturers should stop supplying vendors who are shown to be knowingly engaged in illicit trade. We are also working with a number of governments around the world on specific agreements and memoranda of understanding to address the illegal trade in cigarettes. However, we disagree with some of the draft protocol s provisions, including the proposed ban of duty free sales, a ban of domestic Internet sales and measures that would impose payments on tobacco product manufacturers in an amount of lost taxes and duties from seized contraband tobacco products regardless of any fault on the manufacturers part.

Cooperation Agreements to Combat Illicit Trade of Cigarettes: In July 2004, we entered into an agreement with the European Commission (acting on behalf of the European Community) that provides for broad cooperation with European law enforcement agencies on anti-contraband and anti-counterfeit efforts. All 27 Member States of the EU have signed the agreement. The agreement resolved all disputes between the European Community and the Member States, on the one hand, and us and certain affiliates, on the other hand, relating to these issues. Under the terms of the agreement, we agreed to make 13 payments over 12 years. Commencing in July 2007, we began making payments of approximately $75 million a year over the final 10 years of the agreement, each of which is to be adjusted based on certain variables, including our market share in the EU in the year preceding payment. We record these payments as an expense in cost of sales when product is shipped. We are also required to pay the excise taxes, VAT and customs duties on qualifying product seizures of up to 90 million cigarettes and are subject to payments of five times the applicable taxes and duties if product seizures exceed 90 million cigarettes in a given year. To date, our annual payments related to product seizures have been immaterial.

In July 2008, prior to its acquisition, our Canadian subsidiary Rothmans Inc. (Rothmans), entered into a settlement agreement between itself and RBH, on the one hand, and the Government of Canada and all ten provinces, on the

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other hand, to resolve the Royal Canadian Mounted Police s investigation relating to products exported from Canada by RBH during the 1989-1996 period. The terms of the settlement required, among other payments, the payment of CAD $50 million (or $41 million) towards a new government Contraband Tobacco Enforcement Strategy, which amount was paid by RBH in December 2008.

In June 2009, our subsidiaries Philip Morris Colombia and Coltabaco entered into an Investment and Cooperation Agreement with the Republic of Colombia, together with the Departments of Colombia and the Capital District of Bogotá, to promote investment and cooperation with respect to the Colombian tobacco market and to fight counterfeit and contraband tobacco products. The agreement provides $200 million in funding to the Colombian governments over a 20-year period to address issues of mutual interest, such as combating the illegal cigarette trade, including the threat of counterfeit tobacco products, and increasing the quality and quantity of locally grown tobacco. See Note 15. *Colombian Investment and Cooperation Agreement* to our condensed consolidated financial statements.

Other Legislation or Governmental Initiatives: It is not possible to predict what, if any, additional legislation, regulation or other governmental action will be enacted or implemented relating to the manufacturing, advertising, sale or use of cigarettes, or the tobacco industry generally. It is possible, however, that legislation, regulation or other governmental action could be enacted or implemented that might materially affect our business, volume, results of operations and cash flows.

Governmental Investigations: From time to time, we are subject to governmental investigations on a range of matters. As part of an investigation by the Department of Special Investigations (DSI) of the government of Thailand into alleged under-declaration of import prices by Thai cigarette importers, the branch office of our subsidiary, Philip Morris (Thailand) Limited (PM Thailand), has been informed of DSI s proposal to bring charges against the branch office for alleged underpayment of customs duties and excise taxes of approximately $2 billion covering the period from July 28, 2003 to February 20, 2007. On September 2, 2009, the DSI submitted the case file to the Public Prosecutor for review. Additionally, the DSI commenced an informal inquiry alleging underpayment by PM Thailand of customs duties and excise taxes of approximately $1.8 billion covering the period 2000 2003. We have been cooperating with the Thai authorities and believe that PM Thailand s declared import prices are in compliance with the Customs Valuation Agreement of the World Trade Organization, Thai law, and valuation methodologies previously agreed upon between the branch office and the Thai Customs Department. We are in the process of seeking clarification from the appropriate Thai authorities on these issues, and we have provided written submissions and supporting evidence to the Public Prosecutor in connection with the ongoing 2003-2007 investigation.

Acquisitions and Other Business Arrangements

On February 25, 2010, our affiliate, Philip Morris Philippines Manufacturing Inc. (PMPMI), and Fortune Tobacco Corporation (FTC) combined their respective business activities by transferring selected assets and liabilities of PMPMI and FTC to a new company called PMFTC Inc. (PMFTC). PMPMI and FTC hold equal economic interests in PMFTC, while we manage the day-to-day operations of PMFTC and have a majority of its Board of Directors. Consequently, we account for the contributed assets and liabilities of FTC as a business combination. The establishment of PMFTC permits both parties to benefit from their respective, complementary brand portfolios, as well as cost synergies from the resulting integration of manufacturing, distribution and procurement, and the further development and advancement of tobacco growing in the Philippines. For further details on this business combination, see Note 7. *Acquisitions and Other Business Arrangements.*

PMFTC s incremental contribution to our full-year 2010 earnings per share, a year which will focus on integration, is expected to be immaterial. It is anticipated that PMFTC s contribution to our earnings per share will be accretive in 2011, as cost synergies begin to be realized.

In September 2009, we acquired Swedish Match South Africa (Proprietary) Limited, for ZAR 1.93 billion (approximately $256 million based on exchange rates prevailing at the time of the acquisition), including acquired cash. While this acquisition was not material to our operating results for 2009, it is anticipated to be marginally accretive to our earnings per share in 2010.

In July 2009, we announced that we had entered into an agreement to purchase 100% of the shares of privately-owned Colombian cigarette manufacturer, Productora Tabacalera de Colombia, Protabaco Ltda., for $452 million.

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The transaction is expected to close in 2010 assuming that we receive competition authority approval and complete final confirmatory due diligence. We project this acquisition to be marginally accretive to our earnings per share immediately.

In February 2009, we purchased the *Petterøes* tobacco business. Assets purchased consisted primarily of definite-lived trademarks primarily sold in Norway and Sweden. The effect of this acquisition was not material to our consolidated financial position, results of operations or operating cash flows in any of the periods presented.

In February 2009, we entered into an agreement with Swedish Match AB (SWMA) to establish an exclusive joint venture to commercialize Swedish style snus and other smoke-free tobacco products worldwide, outside of Scandinavia and the United States. We and SWMA will license exclusively to the joint venture an agreed list of trademarks and intellectual property. The joint venture started operations on April 1, 2009. The effect of this agreement was not material to our 2009 consolidated financial position, results of operations or operating cash flows.

Trade Policy

It is our policy to comply with applicable laws of the United States and the laws of the countries in which we do business that prohibit trade with certain countries, organizations or individuals. We do not sell products or have a current intent to sell products in Cuba or North Korea. Certain of our subsidiaries have established commercial arrangements involving Syria, Iran, Myanmar and Sudan, in each case in compliance with our trade policy and applicable U.S. law.

A subsidiary sells products that are exported to Syria for sale in the domestic market in compliance with exemptions under applicable U.S. laws and regulations. Such sales are quantitatively not material, amounting to well below 0.5% of our consolidated annual volume and operating companies income in each of the past three years. We have no employees, operations or assets in Syria. Duty free sales to Syria have been suspended since a Managing Director and shareholder of the sole Syrian duty free customer of our subsidiary s distributor was placed on the Office of Foreign Assets Control s Specially Designated Nationals (SDN) list in February 2008. The distributor s customer itself was placed on the SDN list in July 2008.

In January 2007, a subsidiary received a license from the U.S. Office of Foreign Assets Control to export cigarettes to Iran. Our subsidiary received new licenses for 2008 and 2009; however, we have not made any sales to Iran pursuant to these licenses and to date have not applied for a new license. We have no employees, operations or assets in Iran.

A subsidiary sells products to a duty free customer that resells those products to its respective customers, some of which have duty free operations in Myanmar. Another subsidiary sells products to distributors that in turn sell those products to duty free customers that supply U.N. peacekeeping forces around the world, including those in Sudan. All such sales are in compliance with exemptions under applicable U.S. laws and regulations and are de minimis in volume and value. We have no employees, operations or assets in Myanmar or Sudan.

We do not believe that exempt or licensed sales of our products, which are agricultural products under U.S. law, and are not technological or strategic in nature, for ultimate resale in Syria, Iran, Myanmar or Sudan in compliance with U.S. laws, will or would present a material risk to our stockholders, our reputation or the value of our shares. To our knowledge, none of the governments of Syria, Myanmar or Sudan, nor entities controlled by those governments, receive cash or act as intermediaries in connection with these transactions, except that in Syria, the state tobacco monopoly, which is the only entity permitted to import tobacco products, purchases products from our customer for resale in the domestic market.

Certain states have enacted legislation permitting state pension funds to divest or abstain from future investment in stocks of companies that do business with countries that are sanctioned by the U.S. We do not believe such legislation has had a material effect on the price of our shares.

Operating Results Three Months Ended March 31, 2010

The following discussion compares operating results within each of our reportable segments for the three months ended March 31, 2010 with the three months ended March 31, 2009.

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European Union. Net revenues, which include excise taxes billed to customers, increased $698 million (11.5%). Excluding excise taxes, net revenues increased $197 million (9.9%) to $2.2 billion. This increase was due primarily to favorable currency ($178 million) and net price increases ($127 million), partially offset by lower volume/mix ($111 million).

Operating companies income increased $95 million (9.8%). This increase was due primarily to net price increases ($127 million) and favorable currency ($80 million), partially offset by lower volume/mix ($81 million) and higher marketing, administration and research costs ($29 million).

The total cigarette market in the European Union declined by 2.7%, mainly reflecting the impact of unfavorable economic conditions, primarily in the Baltic States and Spain, significant tax-driven price increases during 2009 and, in January 2010, price increases in Spain. These decreases were partly offset by a higher total market in Poland, due mainly to in-switching from other tobacco products, and in the Czech Republic. Our cigarette shipment volume in the European Union declined by 4.8%, primarily reflecting the impact of a lower total market. Our market share in the European Union was down by 0.2 share points to 38.4% as gains in Belgium, Hungary, Italy, the Netherlands, Poland, the Slovak Republic and Switzerland were more than offset by share declines in the Czech Republic, France, Germany, Greece and Portugal. Shipment volume of *Marlboro* decreased by 6.2%, mainly due to the lower total market, unfavorable economic conditions, primarily in Spain, and lower share in Germany. *Marlboro* s share in the European Union was down by 0.3 share points to 18.0%, reflecting a lower share in France, Germany, Greece and Spain, partially offset by a higher share in Italy, the Netherlands, Poland, Portugal and Switzerland. During the quarter, the continuing roll-out of *Marlboro* brand initiatives included the *Marlboro Red* pack upgrade in Germany, Poland, Spain and Switzerland, the pack upgrade of *Marlboro* Gold in Portugal and Spain, and the launch of *Marlboro Gold Advance* in Belgium and the Netherlands. *L&M* s market share in the European Union grew by 0.5 share points to 5.7%, primarily driven by gains in Germany, the Slovak Republic and Spain.

In the Czech Republic, the total cigarette market was up 8.5%, primarily driven by higher cross-border sales with Germany. Whilst our shipments were marginally up by 0.2%, market share decreased by 4.0 share points to 48.7%, reflecting intense price competition.

In France, the total cigarette market was essentially flat, despite the impact of the November 2009 price increase. Our shipments were down by 0.9%. Market share decreased by 0.7 share points to 40.3%, due to a lower share for *Marlboro,* down by 1.0 share point to 25.9%, partially offset by a higher share for the *Philip Morris* brand, up by 0.7 share points.

In Germany, the total cigarette market was down by 2.7%, mainly reflecting the impact of the June 2009 price increase. Our shipments were down by 4.4%, due primarily to the lower total market and a lower share of 35.2%, down by 0.6 share points. While *L&M* continued its strong performance, gaining 1.5 share points to reach 9.1%, *Marlboro* s share decreased by 1.7 share points to 21.3%, reflecting the impact of price sensitivity in the market.

In Italy, the total cigarette market was down by 3.2%, primarily reflecting the impact of the December 2009 price increase. Although our shipments were down by 4.7%, largely due to the total market decline and adverse distributor inventory movements, market share was up by 0.5 share points to 54.1%, benefiting from a 0.7 share point growth by *Marlboro* to 22.6%, fueled by the successful May 2009 launch of *Marlboro Gold Touch,* which registered a 1.4% share in the first quarter of 2010.

In Poland, the total cigarette market was up by 4.2%, despite the impact of the January 2010 tax-driven price increase, reflecting in-switching from other tobacco products as a result of excise tax harmonization in 2009, and trade inventory movements. Our shipments were up by 11.1%. Market share was up by 2.3 share points to 37.2%, primarily reflecting higher *Marlboro* share, up by 1.2 share points to 9.2%.

In Spain, the total cigarette market was down by 9.2%, due largely to the adverse economic environment and the impact of the price increases of June 2009 and January 2010. Our shipments were down by 13.7%, reflecting the lower total market and the impact of unfavorable distributor inventory movements. Our market share was down slightly by 0.2 share points to 31.6%. While *Marlboro* s share decreased by 1.1 share points to 14.5% and *Chesterfield* s share declined by 0.8 share points to 9.2%, share of *L&M* increased by 1.6 share points to 6.6%.

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Eastern Europe, Middle East & Africa. Net revenues, which include excise taxes billed to customers, increased $525 million (18.5%). Excluding excise taxes, net revenues increased $294 million (20.2%) to $1.7 billion. This increase was due to net price increases ($238 million, including an inventory windfall resulting from the sale of old taxed product at new prices), favorable currency ($52 million) and the impact of acquisitions ($26 million), partially offset by lower volume/mix ($22 million).

Operating companies income increased $184 million (31.4%). This increase was due to net price increases ($238 million), the impact of acquisitions ($9 million) and favorable currency ($8 million), partially offset by higher manufacturing costs ($28 million), lower volume/mix ($26 million) and higher marketing, administration and research costs ($17 million).

Our cigarette shipment volume decreased by 5.2%, principally due to Ukraine, unfavorably impacted by a series of tax-driven price increases between 2008 and 2009, and worsening economic conditions; and Romania and Turkey, driven by the significant tax-driven price increases of January 1, 2010. This decline was partially offset by cigarette shipment volume growth in Algeria, Tunisia, the Middle East and, to a lesser extent, Russia, where shipments have stabilized. Shipment volume of *Marlboro* decreased by 1.2%, with declines in Eastern Europe, Romania and Turkey, partially offset by overall growth in the Middle East and Africa, as well as Duty Free.

In Russia, our shipment volume increased by 1.5%. Whilst shipment volume of our premium portfolio was down by 10.4%, primarily due to a decline in *Marlboro* of 15.8% reflecting down-trading from the premium segment, this represented the lowest rate of segment decline since the first quarter of 2009. In the mid-price segment, shipment volume of *Chesterfield* was up by 5.5%. In the low-price segment, shipment volume of *Bond Street*, *Next* and *Optima* was up by 29.3%, 12.1% and 10.1%, respectively. Our market share of 25.6%, as measured by A.C. Nielsen, was up by 0.5 share points. Market share for *Parliament*, in the above premium segment, was stable; *Marlboro*, in the premium segment, was down by 0.3 share points; *Chesterfield* in the mid-price segment was up by 0.3 share points; and *Bond Street* in the low price segment was up by 1.5 share points.

In Turkey, the total cigarette market declined by 19.4%, primarily reflecting the impact of the steep January 2010 excise tax increase. Our shipment volume declined by 20.6%. Our market share, as measured by A.C. Nielsen, declined by 1.5 share points to 40.9%, due to *Parliament*, down by 1.2 share points, *Marlboro*, down by 0.9 share points, and *L&M*, down by 2.0 share points, partially offset by *Lark Recess Blue* in the low price segment, up by 4.0 share points.

In Ukraine, our shipment volume declined 26.5%, reflecting a difficult comparison with the first quarter of 2009, the current weak economy and the impact of significant tax increases which, since January 2008, have resulted in retail price increases for premium *Marlboro* of 80% and for low price *Optima* of over 260%. Our market share, as measured by A.C. Nielsen, was up by 0.4 share points to 36.2%, with share gains for both premium *Parliament*, and low price *Bond Street* and *Next,* partially offset by slightly lower *Marlboro* share.

Asia. Net revenues, which include excise taxes billed to customers, increased $705 million (24.7%). Excluding excise taxes, net revenues increased $283 million (17.8%) to $1.9 billion. This increase was due primarily to favorable currency ($172 million), the impact from the business combination in the Philippines ($75 million) and net price increases ($35 million).

Operating companies income increased $63 million (9.5%). This increase was due primarily to favorable currency ($81 million) and net price increases ($35 million), partially offset by higher manufacturing costs ($36 million) and lower volume/mix ($10 million).

Our cigarette shipment volume increased by 11.4%, mainly due to gains in Indonesia, double-digit growth in Korea and volume from the new business combination in the Philippines, partially offset by declines in Japan, driven by a lower total market and the timing of shipments, and Pakistan, reflecting the impact of excise tax-driven price increases in June 2009 and early 2010. Shipment volume of *Marlboro* grew by 7.4%, reflecting improved market share performance primarily in Australia, Korea, Malaysia, Thailand and Singapore.

In Indonesia, the total cigarette market increased by 5.8%. Our shipment volume increased by 5.7% and market share was stable at 29.0%, driven by growth from *A Mild*, which has established itself as Indonesia s leading cigarette brand franchise in terms of market share with shipment volume up by 14.4%.

In Japan, the total cigarette market declined by 4.6%. Although, our shipments were down by 6.7% due, in part, to timing, our market share of 24.2% was up by 0.3 share points. *Marlboro* s share increased to 10.8%, up by 0.4 share points versus the first quarter of 2009, supported by the February 2010 national roll-out of *Marlboro Black Gold* which recorded a 0.3% market share. Market share of *Lark* was also up by 0.2 share points to 6.7%.

In Korea, the total cigarette market was down by 9.0%, partly reflecting competitors inventory adjustments from late 2009. Our shipment volume grew 14.5%, driven by market share increases. Our market share reached 17.4%, up by 3.6 share points, driven by *Marlboro* and *Parliament*, up by 1.2 and 1.7 share points, respectively, and *Virginia Slims*, up by 0.4 share points.

In the Philippines, the total cigarette market was up by 30.8%, reflecting a lower base in 2009 following accelerated trade inventory purchases in late 2008 prior to the January 2009 excise tax increase. On February 25, 2010, Philip Morris Philippines Manufacturing Inc. combined with Fortune Tobacco Corporation to form a new company called PMFTC. As a result of this combination, which provided an incremental 6.1 billion units, our shipments were up by over 100% in the first quarter 2010, and market share in March 2010 was approximately 90%.

Latin America & Canada. Net revenues, which include excise taxes billed to customers, increased $373 million (24.1%). Excluding excise taxes, net revenues increased $125 million (22.0%) to $693 million. This increase was due to favorable currency ($51 million), net price increases ($49 million) and higher volume/mix ($25 million).

Operating companies income increased $62 million (40.0%). This increase was due primarily to net price increases ($49 million), favorable currency ($23 million) and higher volume/mix ($12 million), partially offset by higher manufacturing costs ($21 million).

Our cigarette shipment volume increased by 4.4%, reflecting growth in Argentina, Canada, Colombia, the Dominican Republic and Mexico. Shipment volume of *Marlboro* grew by 1.5%, mainly driven by improved share performance in Argentina and Mexico.

In Argentina, our cigarette shipment volume increased by 1.6% and market share increased by 0.9 share points to a record 74.5%, fueled by *Marlboro*, up by 0.5 share points to 23.5%, and the *Philip Morris* brand, up by 0.6 share points to 37.8%.

In Canada, the total tax-paid cigarette market was up by 10.4%, mainly reflecting stronger government enforcement measures to reduce contraband sales. Our cigarette shipment volume increased by 10.9% and market share grew by 0.2 share points to 34.1%, led by premium price *Belmont*, up by 0.2 share points, and low price brands *Next* and *Quebec Classique*, up by 3.8 and 1.9 share points, respectively, partially offset by mid-price *Number 7* and *Canadian Classics*, down by 1.7 and 2.0 share points, respectively.

In Mexico, the total cigarette market was up by 3.1%. Our cigarette shipment volume increased by 3.7% and market share increased by 0.4 share points to 69.6%, fueled by *Marlboro*, up by 0.4 share points to 48.7%, and *Delicados*, up by 0.6 share points to 11.9%.

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Financial Review

Net Cash Provided by Operating Activities

Net cash provided by operating activities of $2.0 billion during the first three months of 2010 increased $547 million from the comparable 2009 period. The increase was due primarily to positive movements in working capital ($249 million), higher net earnings ($237 million) and lower contributions to pension plans ($68 million).

The positive movements in working capital were due primarily to the following:

- higher cash provided by inventories ($123 million) resulting from lower durations in line with the goals of our working capital improvement program; and

- less cash used for accrued liabilities and other assets ($158 million) largely due to the favorable impact of forestalling regulations and the timing of excise tax payments; partially offset by

- higher cash used for receivables ($72 million) reflecting higher pricing and excise taxes, as well as the timing of shipments and collections.

Net Cash Used in Investing Activities

One element of our growth strategy is to strengthen our brand portfolio and/or expand our geographic reach through an active program of selective acquisitions and the development of strategic business relationships. We are constantly evaluating potential acquisition opportunities and strategic projects. From time to time we may engage in confidential acquisition negotiations that are not publicly announced unless and until those negotiations result in a definitive agreement.

Net cash used in investing activities of $104 million during the first three months of 2010 decreased $84 million from the comparable 2009 period due primarily to 2009 cash spent to purchase the *Petterøes* tobacco business ($209 million), partially offset by lower cash proceeds from the settlement of net investment hedges ($114 million).

As discussed in Note 7. *Acquisitions and Other Business Arrangements*, PMI s business combination in the Philippines is a non-cash transaction.

Net Cash Used in Financing Activities

During the first three months of 2010, net cash used in financing activities was $2.5 billion, compared with net cash used in financing activities of $282 million during the first three months of 2009. During the first three months of 2010, we used a total of $3.5 billion to repurchase our common stock, pay dividends, and repay debt. These uses were partially offset by proceeds from our debt offerings and mortgage loan in 2010 of $1.1 billion. During the first three months of 2009, we used a total of $3.1 billion to repurchase our common stock, pay dividends, and repay debt. These uses were essentially offset by proceeds from our debt offerings in 2009 of $3.0 billion. For further details on our debt offerings, see Note 12. *Indebtedness* to our condensed consolidated financial statements.

Dividends paid in the first three months of 2010 and 2009 were $1.1 billion.

Debt and Liquidity

We define cash and cash equivalents as short-term, highly liquid investments, readily convertible to known amounts of cash which mature within three months and have an insignificant risk of change in value due to interest rate or credit risk changes. As a policy, we do not hold any investments in structured or equity-linked products. Our cash and cash equivalents are predominantly held in short-term bank deposits with institutions having a long-term rating of A or better and a short-term rating of A-1/P-1.

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Credit Ratings At March 31, 2010, our debt ratings and outlook by major credit rating agencies were as follows:

	Short-term	Long-term	Outlook
Moody s	P-1	A2	Stable
Standard & Poor s	A-1	A	Stable
Fitch	F1	A	Stable

Credit Facilities On March 29, 2010, we entered into a new multi-year revolving credit facility in the amount of $2.5 billion, which expires on September 30, 2013. This new revolving credit facility replaces our Euro 2.0 billion 5-year revolving credit facility, which was to expire on May 12, 2010, and our $1.0 billion 3-year revolving credit facility, which was to expire on December 4, 2010.

At March 31, 2010, our committed credit facilities were as follows (in billions of dollars):

Type	Committed Credit Facilities	Commercial Paper
3.5-year revolving credit, expiring September 30, 2013	$ 2.5	
5-year revolving credit, expiring December 4, 2012	2.7	
Total facilities	$ 5.2	
Commercial paper outstanding		$ 0.8

At March 31, 2010, there were no borrowings under the committed credit facilities.

All banks participating in our committed revolving credit facilities are highly rated by the credit rating agencies. We are monitoring the credit quality of our banking group, and at this time we are not aware of any potential non-performing credit provider.

These facilities require us to maintain a ratio of earnings before interest, taxes, depreciation and amortization (EBITDA) to interest of not less than 3.5 to 1.0 on a rolling twelve month basis. At March 31, 2010, our ratio calculated in accordance with the agreements was 13.5 to 1.0. These facilities do not include any credit rating triggers, material adverse change clauses or any provisions that could require us to post collateral. We expect to continue to meet our covenants.

In addition to the committed credit facilities shown above, certain of our subsidiaries maintain short-term credit arrangements to meet their respective working capital needs. These credit arrangements, which amounted to approximately $3.3 billion at March 31, 2010, are for the sole use of the subsidiaries. Borrowings on these arrangements amounted to $265 million at March 31, 2010 and $312 million at December 31, 2009.

Commercial Paper Facilities We have two $6 billion commercial paper programs in place, one in the U.S. and one in Europe. At March 31, 2010 and December 31, 2009, we had $785 million and $1.4 billion, respectively, of commercial paper outstanding.

The $5.2 billion of committed revolving credit facilities are more than adequate to back-stop our commercial paper issuance needs. The existence of these facilities, coupled with our operating cash flows, will enable us to meet our liquidity requirements.

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Debt Our total debt was $16.0 billion at March 31, 2010 and $15.4 billion at December 31, 2009.

On April 25, 2008, we filed a shelf registration statement with the Securities and Exchange Commission, under which we may from time to time sell debt securities and/or warrants to purchase debt securities over a three-year period.

In March 2010, we issued $1.0 billion of 4.50% U.S. dollar notes due March 2020 under our shelf registration statement. For further details on this debt offering, see Note 12. *Indebtedness* to our condensed consolidated financial statements.

In March 2010, we renewed our Euro Medium Term Note Program under which we may from time to time issue unsecured notes. Under this program, which commenced in March 2009, we issued Euro 2.0 billion (approximately $2.6 billion) of notes in 2009. The Euro notes bear the following terms:

- Euro 1.25 billion total principal due March 2012 at a fixed interest rate of 4.250%.
- Euro 750 million total principal due March 2016 at a fixed interest rate of 5.750%.

In March 2009, we also issued CHF 500 million (approximately $431 million) of 3.250% bonds, due in March 2013.

Guarantees As discussed in Note 10. *Contingencies* to our condensed consolidated financial statements, at March 31, 2010, our third-party guarantees were $6 million, of which $2 million have no specific expiration dates. The remainder expires through 2013 with $1 million expiring through March 31, 2011. We are required to perform under these guarantees in the event that a third party fails to make contractual payments. We do not have a liability on our condensed consolidated balance sheet at March 31, 2010, as the fair value of these guarantees is insignificant due to the fact that the probability of future payment under these guarantees is remote.

Under the terms of the Distribution Agreement between Altria and us, liabilities concerning tobacco products will be allocated based in substantial part on the manufacturer. We will indemnify Altria and PM USA for liabilities related to tobacco products manufactured by us or contract manufactured for us by PM USA, and PM USA will indemnify us for liabilities related to tobacco products manufactured by PM USA, excluding tobacco products contract manufactured for us. We do not have a liability recorded on our balance sheet at March 31, 2010, as the fair value of this indemnification is insignificant since the probability of future payments under this indemnification is remote.

At March 31, 2010, we are also contingently liable for $3.2 billion of guarantees related to our own performance, consisting of the following:

- $2.6 billion of guarantees of excise tax and import duties related primarily to the shipment of our products. In these agreements, a financial institution provides a guarantee of tax payments to the respective government agency. We then issue guarantees to the respective financial institution for the payment of the taxes. These are revolving facilities that are integral to the shipment of our products, and the underlying taxes payable are recorded on our condensed consolidated balance sheet.
- $0.6 billion of other guarantees, consisting principally of guarantees of tax payments directly granted to respective government agencies and of guarantees of lines of credit for certain of our subsidiaries.

Although these guarantees of our own performance are frequently short-term in nature, they are expected to be replaced, upon expiration, with similar guarantees of similar amounts. These items have not had, and are not expected to have, a significant impact on our liquidity.

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Equity and Dividends

As discussed in Note 3. *Stock Plans*, during the three months ended March 31, 2010, we granted 3.5 million shares of restricted stock and deferred stock awards at a weighted-average grant date fair value of $47.53. The restricted stock and deferred stock awards will not vest until the completion of the original restriction period, which is typically three years from the date of the original grant.

On May 1, 2008, we began a $13.0 billion two-year share repurchase program. From May 2008 through the end of March 2010, we have repurchased 272.6 million shares of our common stock at a cost of $12.7 billion. During the first three months of 2010, we repurchased 36.1 million shares of our common stock at a cost of $1.8 billion. On April 30, 2010, we completed this share repurchase program by purchasing, in total, 277.6 million shares for $13.0 billion.

On February 11, 2010, our Board of Directors authorized a new share repurchase program of $12 billion over three years. The new program commenced in May 2010 after the completion of the two-year $13 billion program.

Dividends paid in the first three months of 2010 were $1.1 billion. During the third quarter of 2009, our Board of Directors approved a 7.4% increase in the quarterly dividend to $0.58 per common share. As a result, the present annualized dividend rate is $2.32 per common share.

Market Risk

Counterparty Risk We predominantly work with financial institutions with strong short and long-term credit ratings as assigned by Standard & Poor s and Moody s. These banks are also part of a defined group of relationship banks. Non-investment grade institutions are only used in certain emerging markets to the extent required by local business. We have a conservative approach when it comes to choosing financial counterparties and financial instruments. As such we do not invest or hold investments in any structured or equity-linked products. The majority of our cash and cash equivalents are currently invested in bank deposits maturing within less than 30 days.

We continuously monitor and assess the credit worthiness of all our counterparties.

Derivative Financial Instruments We operate in markets outside of the United States, with manufacturing and sales facilities in various locations throughout the world. Consequently, we use certain financial instruments to manage our foreign currency exposure. We use derivative financial instruments principally to reduce our exposure to market risks resulting from fluctuations in foreign exchange rates by creating offsetting exposures. We are not a party to leveraged derivatives and, by policy, do not use derivative financial instruments for speculative purposes.

See Note 6. *Financial Instruments* and Note 13. *Fair Value Measurements* to our condensed consolidated financial statements for further details on our derivative financial instruments.

Contingencies

See Note 10. *Contingencies* to the condensed consolidated financial statements for a discussion of contingencies.

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Cautionary Factors That May Affect Future Results

Forward-Looking and Cautionary Statements

We may from time to time make written or oral forward-looking statements, including statements contained in filings with the SEC, in reports to stockholders and in press releases and investor webcasts. You can identify these forward-looking statements by use of words such as strategy, expects, continues, plans, anticipates, believes, will, estimates, intends, projects, goals, targets and other words of similar identify them by the fact that they do not relate strictly to historical or current facts.

We cannot guarantee that any forward-looking statement will be realized, although we believe we have been prudent in our plans and assumptions. Achievement of future results is subject to risks, uncertainties and inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Investors should bear this in mind as they consider forward-looking statements and whether to invest in or remain invested in our securities. In connection with the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, we are identifying important factors that, individually or in the aggregate, could cause actual results and outcomes to differ materially from those contained in any forward-looking statements made by us; any such statement is qualified by reference to the following cautionary statements. We elaborate on these and other risks we face throughout this document, particularly in the Business Environment section preceding our discussion of operating results of our business. You should understand that it is not possible to predict or identify all risk factors. Consequently, you should not consider the following to be a complete discussion of all potential risks or uncertainties. We do not undertake to update any forward-looking statement that we may make from time to time except in the normal course of our public disclosure obligations.

Risks Related to Our Business and Industry

Cigarettes are subject to substantial taxes. Significant increases in cigarette-related taxes have been proposed or enacted and are likely to continue to be proposed or enacted in numerous jurisdictions. These tax increases may affect our profitability disproportionately and make us less competitive versus certain of our competitors.

Tax regimes, including excise taxes, sales taxes and import duties, can disproportionately affect the retail price of manufactured cigarettes versus other tobacco products, or disproportionately affect the relative retail price of our manufactured cigarette brands versus cigarette brands manufactured by certain of our competitors. Because our portfolio is weighted toward the premium price manufactured cigarette category, tax regimes based on sales price can place us at a competitive disadvantage in certain markets. As a result, our volume and profitability may be adversely affected in these markets.

Increases in cigarette taxes are expected to continue to have an adverse impact on our sales of cigarettes, due to resulting lower consumption levels, a shift in sales from manufactured cigarettes to other tobacco products and from the premium price to the mid-price or low-price cigarette categories, where we may be under-represented, from local sales to legal cross-border purchases of lower price products or to illicit products such as contraband and counterfeit.

The European Commission is seeking to alter minimum retail selling price systems.

Several EU Member States have enacted laws establishing a minimum retail selling price for cigarettes and, in some cases, other tobacco products. The European Commission has commenced proceedings against these Member States in the European Court of Justice, claiming that minimum retail selling price systems infringe EU law. In March 2010, the Court of Justice issued an opinion in the proceedings against Austria, France and Ireland, agreeing with the position of the European Commission. This ruling could adversely impact excise tax levels and/or price gaps in those markets. The Court of Justice has not yet issued a ruling in the proceeding against Italy.

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Our business faces significant governmental action aimed at increasing regulatory requirements with the goal of preventing the use of tobacco products.

Governmental actions, combined with the diminishing social acceptance of smoking and private actions to restrict smoking, have resulted in reduced industry volume in many of our markets, and we expect that such factors will continue to reduce consumption levels and will increase downtrading and the risk of counterfeiting, contraband and cross border purchases. Significant regulatory developments will take place over the next few years in most of our markets, driven principally by the World Health Organization s Framework Convention on Tobacco Control (FCTC). The FCTC is the first international public health treaty on tobacco, and its objective is to establish a global agenda for tobacco regulation. The FCTC has led to increased efforts by tobacco control advocates and public health organizations to reduce the palatability and appeal of tobacco products to adult smokers. Regulatory initiatives that have been proposed, introduced or enacted include:

- the levying of substantial and increasing tax and duty charges;
- restrictions or bans on advertising, marketing and sponsorship;
- the display of larger health warnings, graphic health warnings and other labeling requirements;
- restrictions on packaging design, including the use of colors, and plain packaging;
- restrictions or bans on the display of tobacco product packaging at the point of sale and restrictions or bans on cigarette vending machines;
- requirements regarding testing, disclosure and performance standards for tar, nicotine, carbon monoxide and other smoke constituents;
- disclosure requirements and restrictions, including bans on the use of tobacco product ingredients;
- increased restrictions on smoking in public and work places and, in some instances, in private places and outdoors;
- elimination of duty free allowances for travelers; and
- encouraging litigation against tobacco companies.

Our operating income could be significantly affected by any significant decrease in demand for our brands, any significant increase in the cost of complying with new regulatory requirements and requirements that lead to a commoditization of tobacco products.

Litigation related to cigarette smoking and exposure to ETS could substantially reduce our profitability and could severely impair our liquidity.

There is litigation related to tobacco products pending in certain jurisdictions. Damages claimed in some of the tobacco-related litigation are significant and, in certain cases in Brazil, Israel, Nigeria and Canada, range into the billions of dollars. We anticipate that new cases will continue to be filed. The FCTC encourages litigation against tobacco product manufacturers. It is possible that our consolidated results of operations, cash flows or financial position could be materially affected in a particular fiscal quarter or fiscal year by an unfavorable outcome or settlement of certain pending litigation. Please see Note 10. *Contingencies* to our consolidated financial statements for a discussion of tobacco-related litigation.

<u>We face intense competition, and our failure to compete effectively could have a material adverse effect on our profitability and results of operations.</u>

We compete primarily on the basis of product quality, brand recognition, brand loyalty, taste, innovation, packaging, service, marketing, advertising and price. We are subject to highly competitive conditions in all aspects of our business. The competitive environment and our competitive position can be significantly influenced by weak economic conditions, erosion of consumer confidence, competitors introduction of low-price products or innovative products, higher cigarette taxes, higher absolute prices and larger gaps between price categories, and product regulation that diminishes the ability to differentiate tobacco products. Competitors include three large international

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tobacco companies and several regional and local tobacco companies and, in some instances, government-owned tobacco enterprises, principally in China, Egypt, Thailand, Taiwan, Vietnam and Algeria. Industry consolidation and privatizations of governmental enterprises have led to an overall increase in competitive pressures. Some competitors have different profit and volume objectives and some international competitors are less susceptible to changes in currency exchange rates.

Because we have operations in numerous countries, our results may be influenced by economic, regulatory and political developments in many countries.

Some of the countries in which we operate face the threat of civil unrest and can be subject to regime changes. In others, nationalization, terrorism, conflict and the threat of war may have a significant impact on the business environment. Economic, political, regulatory or other developments could disrupt our supply chain or our distribution capabilities. In addition, such developments could lead to loss of property or equipment that are critical to our business in certain markets and difficulty in staffing and managing our operations, which could reduce our volumes, revenues and net earnings. In certain markets, we are dependent on governmental approvals of various actions such as price changes.

In addition, despite our high ethical standards and rigorous control and compliance procedures aimed at preventing and detecting unlawful conduct, given the breadth and scope of our international operations, we may not be able to detect all potential improper or unlawful conduct by our international partners and employees.

We may be unable to anticipate changes in consumer preferences or to respond to consumer behavior influenced by economic downturns.

Our tobacco business is subject to changes in consumer preferences, which may be influenced by local economic conditions. To be successful, we must:

- promote brand equity successfully;
- anticipate and respond to new consumer trends;
- develop new products and markets and broaden brand portfolios;
- improve productivity; and
- be able to protect or enhance margins through price increases.

In periods of economic uncertainty, consumers may tend to purchase lower price brands, and the volume of our premium price, high-price and mid-price brands and our profitability could suffer accordingly.

We lose revenues as a result of counterfeiting, contraband and cross-border purchases.

Large quantities of counterfeit cigarettes are sold in the international market. We believe that *Marlboro* is the most heavily counterfeited international cigarette brand, although we cannot quantify the amount of revenues we lose as a result of this activity. In addition, our revenues are reduced by contraband and legal cross-border purchases.

From time to time, we are subject to governmental investigations on a range of matters.

Investigations include allegations of contraband shipments of cigarettes, allegations of unlawful pricing activities within certain markets, allegations of underpayment of custom duties and/or excise taxes, and allegations of false and misleading usage of descriptors such as lights and ultra lights. We cannot predict the outcome of those investigations or whether additional investigations may be commenced, and it is possible that our business could be materially affected by an unfavorable outcome of pending or future investigations. See Management s Discussion and Analysis of Financial Condition and Results of Operations Operating Results by Business Segment Business Environment Governmental

Investigations for a description of governmental investigations to which we are subject.

We may be unsuccessful in our attempts to produce cigarettes with the potential to reduce the risk of smoking-related diseases.

We continue to seek ways to develop commercially viable new product technologies that may reduce the risk of smoking. Our goal is to develop products whose potential for risk reduction can be substantiated and meet adult smokers taste expectations. We may not succeed in these efforts. If we do not succeed, but one or more of our competitors do, we may be at a competitive disadvantage. Further, we cannot predict whether regulators will permit the marketing of tobacco products with claims of reduced risk to consumers, which could significantly undermine the commercial viability of these products.

Our reported results could be adversely affected by currency exchange rates, and currency devaluations could impair our competitiveness.

We conduct our business primarily in local currency and, for purposes of financial reporting, the local currency results are translated into U.S. dollars based on average exchange rates prevailing during a reporting period. During times of a strengthening U.S. dollar, our reported net revenues and operating income will be reduced because the local currency will translate into fewer U.S. dollars. During periods of local economic crises, foreign currencies may be devalued significantly against the U.S. dollar, reducing our margins. Actions to recover margins may result in lower volume and a weaker competitive position.

The repatriation of our foreign earnings, changes in the earnings mix, and changes in U.S. tax laws may increase our effective tax rate.

Because we are a U.S. holding company, our most significant source of funds will be distributions from our non-U.S. subsidiaries. Under current U.S. tax law, in general we do not pay U.S. taxes on our foreign earnings until they are repatriated to the U.S. as distributions from our non-U.S. subsidiaries. These distributions may result in a residual U.S. tax cost. It may be advantageous to us in certain circumstances to significantly increase the amount of such distributions, which could result in a material increase in our overall effective tax rate. Additionally, the Obama Administration has indicated that it favors changes in U.S. tax law that would fundamentally change how our earnings are taxed in the U.S. If enacted and depending upon its precise terms, such legislation could increase our overall effective tax rate.

Our ability to grow may be limited by our inability to introduce new products, enter new markets or to improve our margins through higher pricing and improvements in our brand and geographic mix.

Our profitability may suffer if we are unable to introduce new products or enter new markets successfully, to raise prices or maintain an acceptable proportion of our sales of higher margin products and sales in higher margin geographies.

We may be unable to expand our portfolio through successful acquisitions and the development of strategic business relationships.

One element of our growth strategy is to strengthen our brand portfolio and market positions through selective acquisitions and the development of strategic business relationships. Acquisition and strategic business development opportunities are limited and present risks of failing to achieve efficient and effective integration, strategic objectives and anticipated revenue improvements and cost savings. There is no assurance that we will be able to acquire attractive businesses on favorable terms or that future acquisitions or strategic business developments will be accretive to earnings.

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Government mandated prices, production control programs, shifts in crops driven by economic conditions and adverse weather patterns may increase the cost or reduce the quality of the tobacco and other agricultural products used to manufacture our products.

As with other agricultural commodities, the price of tobacco leaf and cloves can be influenced by imbalances in supply and demand, and crop quality can be influenced by variations in weather patterns. Tobacco production in certain countries is subject to a variety of controls, including government mandated prices and production control programs. Changes in the patterns of demand for agricultural products could cause farmers to plant less tobacco. Any significant change in tobacco leaf and clove prices, quality and quantity could affect our profitability and our business.

Our ability to implement our strategy of attracting and retaining the best global talent may be impaired by the decreasing social acceptance of cigarette smoking.

The tobacco industry competes for talent with consumer products and other companies that enjoy greater societal acceptance. As a result, we may be unable to attract and retain the best global talent.

We could incur significant indemnity obligations if our action or failure to act causes the Spin-off to be taxable.

Under the tax sharing agreement between Altria and us, we have agreed to indemnify Altria and its affiliates if we take, or fail to take, any action where such action, or failure to act, precludes the Spin-off from qualifying as a tax-free transaction. For a discussion of these restrictions, please see The Distribution U.S. Federal Income Tax Consequences of the Distribution, which is included in our Registration Statement on Form 10.

Your percentage ownership of our common shares may be diluted by future acquisitions.

To the extent we issue shares of common stock to fund acquisitions, your percentage ownership of our shares will be diluted. There is no assurance that the effect of this dilution will be offset by accretive earnings from the acquisition.

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Item 4. Controls and Procedures.

PMI carried out an evaluation, with the participation of PMI s management, including PMI s Chief Executive Officer and Chief Financial Officer, of the effectiveness of PMI s disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this report. Based upon that evaluation, PMI s Chief Executive Officer and Chief Financial Officer concluded that PMI s disclosure controls and procedures are effective. There have been no changes in PMI s internal control over financial reporting during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, PMI s internal control over financial reporting.

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Part II OTHER INFORMATION

Item 1. Legal Proceedings.

See Note 10. *Contingencies* of the Notes to the Condensed Consolidated Financial Statements included in Part I Item 1 of this report for a discussion of legal proceedings pending against Philip Morris International Inc. and its subsidiaries.

Item 1A. Risk Factors.

Information regarding Risk Factors appears in MD&A Cautionary Factors That May Affect Future Results, in Part I Item 2 of this Form 10-Q and in Part I Item 1A. Risk Factors of our Report on Form 10-K for the year ended December 31, 2009. There have been no material changes to the risk factors disclosed in our Annual Report on Form 10-K.

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

Our share repurchase activity for each of the three months in the quarter ended March 31, 2010 was as follows:

Period	Total Number of Shares Repurchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (2)	Approximate Dollar Value of Shares that May Yet be Purchased Under the Plans or Programs
January 1, 2010 January 31, 2010 (1)	8,375,500	$ 49.01	244,883,838	$ 1,663,143,698
February 1, 2010 February 28, 2010 (1)	9,615,532	$ 49.62	254,499,370	$ 13,186,065,770
March 1, 2010 March 31, 2010 (1)	18,076,379	$ 51.38	272,575,749	$ 12,257,258,851
Pursuant to Publicly Announced Plans or Programs	36,067,411	$ 50.36		
January 1, 2010 January 31, 2010 (3)	774	$ 49.15		
February 1, 2010 February 28, 2010 (3)	375,014	$ 49.07		
March 1, 2010 March 31, 2010 (3)	2,874	$ 51.36		
For the Quarter Ended March 31, 2010	36,446,073	$ 50.35		

(1) On January 30, 2008, we adopted and announced a $13.0 billion two-year share repurchase program that began on May 1, 2008. These share repurchases have been made pursuant to this program. At March 31, 2010, we have $257.3 million remaining under the $13.0 billion program.

On February 11, 2010, our Board of Directors authorized a new share repurchase program of $12 billion over three years. The new program commenced in May 2010 after the completion of the two-year $13 billion program, which expired on April 30, 2010.

(2) Aggregate number of shares repurchased under the share repurchase program as of the end of the period presented.

(3) Shares repurchased represent shares tendered to us by employees who vested in restricted and deferred stock awards, or exercised stock options, and used shares to pay all, or a portion of, the related taxes and/or option exercise price.

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Item 6. Exhibits.

10.1	Credit Agreement relating to a US$2,500,000,000 Revolving Credit Facility (including a US$700,000,000 swingline option), dated as of March 29, 2010, among Philip Morris International Inc., the Initial Lenders named therein, J.P. Morgan Europe Limited as Facility Agent, JPMorgan Chase Bank, N.A. as Swingline Agent and J.P. Morgan plc, Deutsche Bank Securities Inc., Citigroup Global Markets Limited, Credit Suisse AG, Cayman Islands Branch, Goldman Sachs Credit Partners L.P. and RBS Securities Inc., as Mandated Lead Arrangers and Bookrunners (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed March 29, 2010).
10.2	Form of Restricted Stock Agreement (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed February 17, 2010).
10.3	Form of Deferred Stock Agreement (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed February 17, 2010).
10.4	Philip Morris International Inc. 2008 Performance Incentive Plan, as amended and restated effective February 11, 2010 (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed February 17, 2010).
12	Statement regarding computation of ratios of earnings to fixed charges.
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase.
101.DEF	XBRL Taxonomy Extension Definition Linkbase.
101.LAB	XBRL Taxonomy Extension Label Linkbase.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase.

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Signature

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

PHILIP MORRIS INTERNATIONAL INC.

/s/ HERMANN WALDEMER

Hermann Waldemer
Chief Financial Officer

May 7, 2010

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760.1

Operating expenses

Direct

Casino

4.1	217.8	118.7		340.6

Food and beverage

1.0	26.0	23.5		50.5

Rooms

0.2	10.0	9.4		19.6

Property general, administrative and other

5.6	112.7	68.0	(8.1)	178.2

Depreciation and amortization

1.1	41.9	20.5		63.5

Write-downs, reserves and recoveries

0.6	(0.4)	4.5		4.7

Project opening costs

(0.2) 0.9 0.7

Corporate expense

7.9 0.6 8.5

Merger and integration costs

125.6 125.6

Losses/(income) on interests in nonconsolidated affiliates

102.3 (1.3) 1.6 (0.2) (102.9) (0.5)

Amortization of intangible assets

5.2 0.3 5.5

Total operating expenses

102.3 144.8 415.2 245.6 (111.0) 796.9

(Loss)/income from operations

(102.3) (136.4) 59.1 39.9 102.9 (36.8)

Interest expense, net of interest capitalized

(89.3) (7.1) (27.3) 34.0 (89.7)

Other income, including interest income

12.6 9.8 12.7 (34.0) 1.1

(Loss)/income from continuing operations before income taxes and minority interests

(102.3) (213.1) 61.8 25.3 102.9 (125.4)

Benefit/(provision) for income taxes

1.4 56.3 (18.9) (12.8) 26.0

Minority interests

(1.6) (1.6)

(Loss)/income from continuing operations

(100.9) (156.8) 42.9 10.9 102.9 (101.0)

Discontinued operations

Income from discontinued operations	0.1	0.1				
Provision for income taxes						
Income from discontinued operations, net	0.1	0.1				
Net (loss)/income	$(100.9)	$(156.8)	$43.0	$10.9	$102.9	$(100.9)

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HARRAH S ENTERTAINMENT, INC.

(SUCCESSOR ENTITY)

CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS

FOR THE PERIOD

JANUARY 28, 2008 THROUGH SEPTEMBER 30, 2008

(UNAUDITED)

(In millions)	HET (Parent)	Subsidiary Issuer	Guarantors	Non-Guarantors	Consolidating/ Eliminating Adjustments	Total
Revenues						
Casino	$	$ 68.6	$ 3,745.3	$ 1,839.3	$	$ 5,653.2
Food and beverage		15.4	657.6	487.2		1,160.2
Rooms		14.4	492.0	387.8		894.2
Management fees		6.3	47.1	(0.1)	(7.5)	45.8
Other		29.2	303.6	210.9	(81.3)	462.4
Less: casino promotional allowances		(19.2)	(733.4)	(374.7)		(1,127.3)
Net revenues		114.7	4,512.2	2,550.4	(88.8)	7,088.5
Operating expenses						
Direct						
Casino		41.3	1,994.4	1,001.4		3,037.1
Food and beverage		8.1	254.4	223.6		486.1
Rooms		1.5	92.6	85.3		179.4
Property general, administrative and other		40.5	1,046.8	598.8	(67.1)	1,619.0
Depreciation and amortization		5.4	290.2	156.8		452.4
Write-downs, reserves and recoveries	9.0	5.7	(143.1)	66.6		(61.8)
Project opening costs			20.3	6.0		26.3
Corporate expense	22.7	58.6	17.0	19.3	(21.7)	95.9
Merger and integration costs		23.1				23.1
Losses/(income) on interests in nonconsolidated affiliates	294.6	(435.7)	(52.7)	0.8	194.3	1.3
Amortization of intangible assets		0.4	77.2	41.6		119.2
Total operating expenses	326.3	(251.1)	3,597.1	2,200.2	105.5	5,978.0
(Loss)/income from operations	(326.3)	365.8	915.1	350.2	(194.3)	1,110.5
Interest expense, net of interest capitalized		(1,178.2)	(150.4)	(369.2)	228.4	(1,469.4)
Losses on early extinguishments of debt		(203.9)				(203.9)
Other income, including interest income	3.6	79.9	89.9	73.7	(228.4)	18.7
(Loss)/income from continuing operations before income taxes and minority interests	(322.7)	(936.4)	854.6	54.7	(194.3)	(544.1)
Benefit/(provision) for income taxes	8.5	467.9	(290.7)	(38.0)		147.7
Minority interests			0.1	(6.3)		(6.2)
(Loss)/income from continuing operations	(314.2)	(468.5)	564.0	10.4	(194.3)	(402.6)
Discontinued operations						
Income from discontinued operations			141.6			141.6

Provision for income taxes			(53.2)			(53.2)
Income from discontinued operations, net			88.4			88.4
Net (loss)/income	$ (314.2)	$ (468.5)	$ 652.4	$ 10.4	$ (194.3)	$ (314.2)

HARRAH S ENTERTAINMENT, INC.

(PREDECESSOR ENTITY)

CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2007

(UNAUDITED)

(In millions)	HET (Parent)	Subsidiary Issuer	Guarantors	Non-Guarantors	Consolidating/ Eliminating Adjustments	Total
Revenues						
Casino	$	$ 81.4	$ 4,523.6	$ 2,081.7	$	$ 6,686.7
Food and beverage		18.2	738.8	542.1		1,299.1
Rooms		17.8	574.3	443.8		1,035.9
Management fees		6.0	69.2	0.2	(11.2)	64.2
Other		3.6	298.4	281.1	(58.0)	525.1
Less: casino promotional allowances		(20.5)	(944.2)	(448.6)		(1,413.3)
Net revenues		106.5	5,260.1	2,900.3	(69.2)	8,197.7
Operating Expenses						
Direct						
Casino		44.3	2,279.6	1,120.9		3,444.8
Food and beverage		9.4	282.1	262.2		553.7
Rooms		2.7	104.9	93.5		201.1
Property general, administrative and other		75.7	1,181.3	607.4	(69.0)	1,795.4
Depreciation and amortization		10.7	402.6	188.3	(0.2)	601.4
Write-downs, reserves and recoveries		21.3	(44.8)	(59.5)		(83.0)
Project opening costs			2.3	19.8		22.1
Corporate expense	0.1	82.9	14.7			97.7
Merger and integration costs		8.3				8.3
(Income)/losses on interests in nonconsolidated affiliates	(668.6)	(1,340.3)	(45.4)	(1.8)	2,052.5	(3.6)
Amortization of intangible assets			52.3	1.2		53.5
Total operating expenses	(668.5)	(1,085.0)	4,229.6	2,232.0	1,983.3	6,691.4
Income/(loss) from operations	668.5	1,191.5	1,030.5	668.3	(2,052.5)	1,506.3
Interest expense, net of interest capitalized		(595.2)	(181.9)	(246.8)	445.5	(578.4)
Loss on early extinguishment of debt				(2.0)		(2.0)
Other income, including interest income	(0.1)	91.5	223.1	159.7	(445.5)	28.7
Income/(loss) from continuing operations before income taxes and minority interests	668.4	687.8	1,071.7	579.2	(2,052.5)	954.6
(Provision)/benefit for income taxes	(1.2)	226.1	(409.4)	(169.6)		(354.1)
Minority interests				(17.2)		(17.2)
Income/(loss) from continuing operations	667.2	913.9	662.3	392.4	(2,052.5)	583.3
Discontinued operations						
Income from discontinued operations			133.3			133.3
Provision for income taxes			(49.4)			(49.4)

Income from discontinued operations, net			83.9			83.9
Net income/(loss)	$ 667.2	$ 913.9	$ 746.2	$ 392.4	$ (2,052.5)	$ 667.2

HARRAH S ENTERTAINMENT, INC.

(SUCCESSOR ENTITY)

CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS

FOR THE PERIOD

JANUARY 28, 2008 THROUGH SEPTEMBER 30, 2008

(UNAUDITED)

(In millions)	HET (Parent)	Subsidiary Issuer	Guarantors	Non-Guarantors	Consolidating/ Eliminating Adjustments	Total
Cash flows (used in)/provided by operating activities	$ (13.1)	$ (495.0)	$ 850.1	$ 318.8	$	$ 660.8
Cash flows from investing activities						
Land, buildings, riverboats and equipment additions		(24.2)	(775.2)	(167.5)		(966.9)
(Decrease)/increase in construction payables		(0.6)	8.0	(5.5)		1.9
Insurance proceeds for hurricane losses from asset recovery			181.4			181.4
Payment for Merger	(17,490.2)					(17,490.2)
Investments in and advances to nonconsolidated affiliates				(5.9)		(5.9)
Proceeds from other asset sales		0.1	4.2	0.3		4.6
Other			(13.8)	(17.6)		(31.4)
Cash flows used in investing activities	(17,490.2)	(24.7)	(595.4)	(196.2)		(18,306.5)
Cash flows from financing activities						
Proceeds from issuance of long-term debt, net of issue costs		13,771.3		6,329.9		20,101.2
Repayments under lending agreements		(5,832.1)		(2.7)		(5,834.8)
Early extinguishments of debt		(1,941.5)				(1,941.5)
Premiums paid on early extinguishments of debt		(225.9)				(225.9)
Scheduled debt retirement				(6.5)		(6.5)
Equity contribution from buyout	6,007.0					6,007.0
Minority interests distributions, net of contributions				(7.6)		(7.6)
Excess tax benefit from stock equity plans	(50.5)					(50.5)
Other		(2.0)	(0.2)	(0.1)		(2.3)
Transfers from/(to) affiliates	11,597.2	(4,855.9)	(264.6)	(6,476.7)		
Cash flows provided by/(used in) financing activities	17,553.7	913.9	(264.8)	(163.7)		18,039.1
Cash flows from discontinued operations						
Cash flows from operating activities			1.6			1.6
Cash flows from investing activities						
Cash flows provided by discontinued operations			1.6			1.6

Net increase/(decrease) in cash and cash equivalents	50.4	394.2	(8.5)	(41.1)		395.0
Cash and cash equivalents, beginning of period	2.3	10.5	263.0	335.1		610.9
Cash and cash equivalents, end of period	$ 52.7	$ 404.7	$ 254.5	$ 294.0	$	$ 1,005.9

HARRAH S ENTERTAINMENT, INC.

(PREDECESSOR ENTITY)

CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS

FOR THE PERIOD

JANUARY 1, 2008 THROUGH JANUARY 27, 2008

(UNAUDITED)

(In millions)	HET (Parent)	Subsidiary Issuer	Guarantors	Non-Guarantors	Consolidating/ Eliminating Adjustments	Total
Cash flows provided by/(used in) operating activities	$ 43.9	$ (106.4)	$ (25.3)	$ 95.0	$	$ 7.2
Cash flows from investing activities						
Land, buildings, riverboats and equipment additions		(1.0)	(69.1)	(47.3)		(117.4)
Payments for businesses acquired, net of cash acquired				0.1		0.1
Proceeds from other asset sales			0.1	3.0		3.1
(Decrease)/increase in construction payables		(0.4)	2.8	(10.6)		(8.2)
Other			(1.2)	(0.5)		(1.7)
Cash flows used in investing activities		(1.4)	(67.4)	(55.3)		(124.1)
Cash flows from financing activities						
Proceeds from issuance of long-term debt, net of issue costs		11,316.3				11,316.3
Repayments under lending agreements		(11,288.6)		(0.2)		(11,288.8)
Early extinguishments of debt			(87.7)			(87.7)
Minority interests distributions, net of contributions				(1.6)		(1.6)
Proceeds from exercises of stock options	2.4					2.4
Excess tax benefit from stock equity plans	77.5					77.5
Other			(0.7)	(0.1)		(0.8)
Transfers (to)/from affiliates	(121.5)	75.4	90.5	(44.4)		
Cash flows (used in)/provided by financing activities	(41.6)	103.1	2.1	(46.3)		17.3
Cash flows from discontinued operations						
Cash flows from operating activities			0.5			0.5
Cash flows from investing activities						
Cash flows provided by discontinued operations			0.5			0.5
Net increase/(decrease) in cash and cash equivalents	2.3	(4.7)	(90.1)	(6.6)		(99.1)
Cash and cash equivalents, beginning of period		15.2	353.1	341.7		710.0
Cash and cash equivalents, end of period	$ 2.3	$ 10.5	$ 263.0	$ 335.1	$	$ 610.9

HARRAH S ENTERTAINMENT, INC.

(PREDECESSOR ENTITY)

CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2007

(UNAUDITED)

(In millions)	HET (Parent)	Subsidiary Issuer	Guarantors	Non-Guarantors	Consolidating/ Eliminating Adjustments	Total
Cash flows (used in)/provided by operating activities	$ (165.7)	$ (460.5)	$ 1,515.7	$ 295.4	$	$ 1,184.9
Cash flows from investing activities						
Land, buildings, riverboats and equipment additions		(50.1)	(548.9)	(436.8)		(1,035.8)
Insurance proceeds for hurricane losses from asset recovery			116.2			116.2
Payments for businesses acquired, net of cash acquired				(579.6)		(579.6)
Investments in and advances to nonconsolidated affiliates			(1.8)	1.0		(0.8)
Proceeds from other asset sales		89.3	4.2	2.3		95.8
(Decrease)/increase in construction payables		(2.9)	(17.1)	4.9		(15.1)
Other			(17.2)	(59.0)		(76.2)
Cash flows provided by/(used in) investing activities		36.3	(464.6)	(1,067.2)		(1,495.5)
Cash flows from financing activities						
Proceeds from issuance of long-term debt, net of issue costs		23,556.4		51.4		23,607.8
Repayments under lending agreements		(22,262.5)		(1.4)		(22,263.9)
Early extinguishment of debt				(120.1)		(120.1)
Scheduled debt retirements		(996.7)		(5.0)		(1,001.7)
Dividends paid	(224.2)					(224.2)
Proceeds from exercises of stock options	71.3					71.3
Excess tax benefit from stock equity plans	32.4					32.4
Minority interests distributions, net of contributions				(12.8)		(12.8)
Other		0.2	(1.7)	(0.1)		(1.6)
Transfers from/(to) affiliates	286.2	127.6	(1,276.2)	862.4		
Cash flows provided by/(used in) financing activities	165.7	425.0	(1,277.9)	774.4		87.2
Cash flows from discontinued operations						
Cash flows from operating activities			78.7			78.7
Cash flows from investing activities			(0.2)			(0.2)
Cash flows provided by discontinued operations			78.5			78.5
Net increase/(decrease) in cash and cash equivalents		0.8	(148.3)	2.6		(144.9)
Cash and cash equivalents, beginning of period		12.6	471.4	315.6		799.6
Cash and cash equivalents, end of period	$	$ 13.4	$ 323.1	$ 318.2	$	$ 654.7

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

The following discussion and analysis of the financial position and operating results of Harrah s Entertainment, Inc. (referred to in this discussion, together with its consolidated subsidiaries where appropriate, as Harrah s Entertainment, the Company, we, our and us) for the t quarter and first nine months of 2008 and 2007, updates, and should be read in conjunction with, Management s Discussion and Analysis of Financial Condition and Results of Operations presented in our 2007 Annual Report on Form 10-K.

ACQUISITION BY PRIVATE EQUITY FIRMS

On January 28, 2008, Harrah s Entertainment was acquired by affiliates of Apollo Global Management, LLC (Apollo) and TPG Capital, LP (TPG) in an all cash transaction, hereinafter referred to as the Merger, valued at approximately $30.7 billion, including the assumption of $12.4 billion of debt and approximately $1.0 billion of acquisition costs. Holders of Harrah s Entertainment stock received $90.00 in cash for each outstanding share of common stock. As a result of the Merger, the issued and outstanding shares of non-voting common stock and non-voting preferred stock of Harrah s Entertainment are owned by entities affiliated with Apollo/TPG and certain co-investors and members of management, and the issued and outstanding shares of voting common stock of Harrah s Entertainment are owned by Hamlet Holdings LLC, which is owned by certain individuals affiliated with Apollo/TPG. As a result of the Merger, our stock is no longer publicly traded.

OPERATING RESULTS AND DEVELOPMENT PLANS

In accordance with Generally Accepted Accounting Principles, we have separated our historical financial results for the Successor period and the Predecessor period; however, we have also combined the Successor and Predecessor periods results for the nine months ended September 30, 2008, in the presentations below because we believe that it enables a meaningful presentation and comparison of results.

Overall

Quarter Results

(In millions)	Successor Third Quarter Ended Sept. 30, 2008	Predecessor Third Quarter Ended Sept. 30, 2007	Percentage Increase/ (Decrease)
Casino revenues	$ 2,130.1	$ 2,333.6	(8.7)%
Net revenues	2,645.9	2,840.3	(6.8)%
Income from operations	349.6	577.2	(39.4)%
(Loss)/income from continuing operations	(130.4)	220.6	N/M
Net (loss)/income	(129.7)	244.4	N/M
Operating margin	13.2%	20.3%	(7.1)pts

Year-to-Date Results

(In millions)	Successor Period Jan. 28, 2008 through Sept. 30, 2008	Predecessor Period Jan. 1, 2008 through Jan. 27, 2008	Combined Nine Months Ended Sept. 30, 2008	Predecessor Nine Months Ended Sept. 30, 2007	Percentage Increase/ (Decrease)
Casino revenues	$ 5,653.2	$ 614.6	$ 6,267.8	$ 6,686.7	(6.3)%
Net revenues	7,088.5	760.1	7,848.6	8,197.7	(4.3)%
Income/(loss) from operations	1,110.5	(36.8)	1,073.7	1,506.3	(28.7)%
(Loss)/income from continuing operations	(402.6)	(101.0)	(503.6)	583.3	N/M
Net (loss)/income	(314.2)	(100.9)	(415.1)	667.2	N/M
Operating margin	15.7%	(4.8)%	13.7%	18.4%	(4.7)pts

N/M=Not Meaningful

Revenues for the third quarter of 2008 were 6.8% lower than third quarter 2007 due primarily to turbulent economic conditions in the United States that have impacted customer visitation to our casinos. Also contributing to the 2008 decline were reduced spending by visitors to Las Vegas and the closures of our Gulf Coast casinos in advance of a hurricane. Third quarter income from continuing operations was further impacted by higher interest expense due to higher debt levels.

For the nine months ended September 30, 2008, revenues were 4.3% lower than in the prior year period, driven by declines in the Las Vegas market due to lower customer spend per trip and fewer hotel rooms available at three of our properties in Las Vegas, the impact of a smoking ban in Illinois, heavy rains and flooding affecting visitor volumes at our properties in the Midwest and the temporary closure of Gulf Coast properties due to a hurricane. Income from continuing operations was also impacted by expense incurred in connection with the Merger, primarily related to the accelerated vesting of employee stock options, stock appreciation rights (SARs) and restricted stock, higher interest expense and losses on the early extinguishments of debt, partially offset by proceeds from the settlement of insurance claims related to hurricane damage in 2005.

The executive officers of our Company review operating results, assess performance and make decisions related to the allocation of resources on a property-by-property basis. We, therefore, believe that each property is an operating segment and that it is appropriate to aggregate and present the operations of our Company as one reportable segment. In order to provide more detail than would be possible on a consolidated basis, our properties have been grouped as follows to facilitate discussion of our operating results:

Las Vegas	**Atlantic City**	**Louisiana/Mississippi**	**Iowa/Missouri**
Caesars Palace	Harrah s Atlantic City	Harrah s New Orleans	Harrah s St. Louis
Bally s Las Vegas	Showboat Atlantic City	Harrah s Louisiana Downs	Harrah s North Kansas City
Flamingo Las Vegas	Bally s Atlantic City	Horseshoe Bossier City	Harrah s Council Bluffs
Harrah s Las Vegas	Caesars Atlantic City	Grand Biloxi	Horseshoe Council Bluffs/
Paris Las Vegas	Harrah s Chester[1]	Harrah s Tunica[2]	Bluffs Run
Rio		Horseshoe Tunica	
Imperial Palace		Sheraton Tunica	
Bill s Gamblin Hall			

Illinois/Indiana	**Other Nevada**	**Managed/International/Other**
Horseshoe Southern Indiana[3]	Harrah s Reno	Harrah s Ak-Chin[4]
Harrah s Joliet[1]	Harrah s Lake Tahoe	Harrah s Cherokee[4]
Harrah s Metropolis	Harveys Lake Tahoe	Harrah s Prairie Band (through 6/30/07)[4]
Horseshoe Hammond	Bill s Lake Tahoe	Harrah s Rincon[4]
	Harrah s Laughlin	Conrad Punta del Este[1]
		Caesars Windsor[5]
		London Clubs International[6]

(1) Not wholly-owned by Harrah s Entertainment.
(2) Re-branded from Grand Casino Tunica in May 2008.
(3) Re-branded from Caesars Indiana in July 2008.
(4) Managed, not owned.
(5) We have a 50 percent interest in Windsor Casino Limited, which manages this property. The province of Ontario owns the complex. The property was re-branded from Casino Windsor in June 2008.
(6) Operates 11 casino clubs in the United Kingdom, 2 in Egypt and 1 in South Africa.

Included in income from operations for each grouping are project opening costs and write-downs, reserves and recoveries. Project opening costs include costs incurred in connection with the integration of acquired properties into Harrah s Entertainment s systems and technology and costs incurred in connection with expansion and renovation projects at various properties. Write-downs, reserves and recoveries include various pretax charges to record asset impairments, contingent liability reserves, project write-offs, demolition costs, recoveries of previously recorded charges and other non-routine transactions.

Las Vegas Results

Quarter Results

(In millions)	Successor Third Quarter Ended Sept. 30, 2008	Predecessor Third Quarter Ended Sept. 30, 2007	Percentage Increase/ (Decrease)

Casino revenues	$ 429.3	$ 506.9	(15.3)%
Net revenues	796.8	900.4	(11.5)%
Income from operations	155.4	212.8	(27.0)%
Operating margin	19.5%	23.6%	(4.1)pts

Year-to-Date Results

(In millions)	Successor Period Jan. 28, 2008 through Sept. 30, 2008	Predecessor Period Jan. 1, 2008 through Jan. 27, 2008	Combined Nine Months Ended Sept. 30, 2008	Predecessor Nine Months Ended Sept. 30, 2007	Percentage Increase/ (Decrease)
Casino revenues	$ 1,186.2	$ 138.7	$ 1,324.9	$ 1,462.7	(9.4)%
Net revenues	2,279.2	253.6	2,532.8	2,721.5	(6.9)%
Income from operations	497.3	51.9	549.2	687.3	(20.1)%
Operating margin	21.8%	20.5%	21.7%	25.3%	(3.6)pts

The declines in revenues and income from operations in the third quarter 2008 reflect lower visitation and spend per trip as our customers reacted to high travel costs, volatility in the financial markets and other economic concerns.

For the first nine months of 2008, lower revenues and income from operations were driven by lower spend per trip in the market and declines in the number of hotel rooms available at Caesars Palace due to re-modeling and at Harrah s Las Vegas and Rio due to room remediation projects.

An expansion and renovation of Caesars Palace Las Vegas is underway, which is expected to cost approximately $886 million and will include a 650-room hotel tower, including 75 luxury suites, additional meeting space, a remodeled and expanded pool area and other renovations and improvements. As of September 30, 2008, $239.0 million had been spent on this project. This expansion is scheduled for completion in phases in 2009. In addition, other renovation projects are underway at Caesars Palace that will update and enhance that property.

Atlantic City Results

Quarter Results

(In millions)	Successor Third Quarter Ended Sept. 30, 2008	Predecessor Third Quarter Ended Sept. 30, 2007	Percentage Increase/ (Decrease)
Casino revenues	$ 633.4	$ 674.9	(6.1)%
Net revenues	655.1	671.5	(2.4)%
Income from operations	123.5	141.0	(12.4)%
Operating margin	18.9%	21.0%	(2.1)pts

Year-to-Date Results

(In millions)	Successor Period Jan. 28, 2008 through Sept. 30, 2008	Predecessor Period Jan. 1, 2008 through Jan. 27, 2008	Combined Nine Months Ended Sept. 30, 2008	Predecessor Nine Months Ended Sept. 30, 2007	Percentage Increase/ (Decrease)
Casino revenues	$ 1,632.9	$ 163.4	$ 1,796.3	$ 1,867.6	(3.8)%
Net revenues	1,663.2	160.8	1,824.0	1,810.2	0.8%
Income from operations	254.0	18.7	272.7	290.3	(6.1)%
Operating margin	15.3%	11.6%	15.0%	16.0%	(1.0)pts

Combined third quarter 2008 revenues and income from operations for the Atlantic City region were down from the third quarter of 2007, due to reduced visitor volume and higher costs for charter services, utilities and employee benefits. Declines were partially offset by favorable results from Harrah s Atlantic City, which benefited from the recent expansion and upgrade at that property.

For the nine months ended September 30, 2008, Atlantic City regional revenues were slightly higher than in last year s first nine months due to the inclusion of Harrah s Chester, which opened for simulcasting and live harness racing on September 10, 2006 and for slots play on January 22, 2007, and strong results from the opening of the new hotel tower and other amenities at Harrah s Atlantic City, but income from operations was 6.1% lower than in the prior year nine-month period due to higher operating costs, including utilities and employee benefits. The Atlantic City market continues to be affected by the opening of three slot competitor parlors in eastern Pennsylvania and one in Yonkers, New York, and smoking restrictions in Atlantic City.

Construction has been completed on a $528 million upgrade and expansion of Harrah s Atlantic City, which includes a new hotel tower with approximately 960 rooms, a casino expansion, a new buffet and a retail and entertainment complex. Portions of the new hotel tower opened in the first and second quarters of 2008, and the remaining phase opened in July 2008.

Louisiana/Mississippi Results

Quarter Results

(In millions)	Successor Third Quarter Ended Sept. 30, 2008	Predecessor Third Quarter Ended Sept. 30, 2007	Percentage Increase/ (Decrease)
Casino revenues	$ 344.3	$ 371.2	(7.2)%
Net revenues	368.2	391.6	(6.0)%
Income from operations	49.2	123.7	(60.2)%
Operating margin	13.4%	31.6%	(18.2)pts

Year-to-Date Results

(In millions)	Successor Period Jan. 28, 2008 through Sept. 30, 2008	Predecessor Period Jan. 1, 2008 through Jan. 27, 2008	Combined Nine Months Ended Sept. 30, 2008	Predecessor Nine Months Ended Sept. 30, 2007	Percentage Increase/ (Decrease)
Casino revenues	$ 946.3	$ 99.0	$ 1,045.3	$ 1,115.4	(6.3)%
Net revenues	1,010.8	106.1	1,116.9	1,171.1	(4.6)%
Income from operations	327.9	10.1	338.0	292.9	15.4%
Operating margin	32.4%	9.5%	30.3%	25.0%	5.3 pts

Combined third quarter 2008 revenues from our properties in Louisiana and Mississippi were lower than in third quarter 2007, driven by hurricane-related evacuations and temporary closures of our two Gulf Coast properties and lower visitor volume at our Tunica properties. Income from operations declined from the prior year period primarily due to insurance proceeds of $61.1 million in third quarter 2007 and lost revenues due to the temporary closures of the Gulf Coast properties in third quarter 2008.

Combined revenues for the nine months ended September 30, 2008, were 4.6% lower than in the nine-month period last year due to declines in visitation to the Tunica market and disruptions during the renovation at the former Grand Casino Tunica. For the nine months ended September 30, 2008 and 2007, income from operations includes insurance proceeds of $185.4 million and $116.9 million, respectively, that are in excess of the net book value of the impacted assets and costs and expenses that were reimbursed under our business interruption claims. All proceeds from claims related to the 2005 hurricanes have now been received. Insurance proceeds are included in Write-downs, reserves and recoveries in our Consolidated Condensed Statements of Operations.

In May 2008, Grand Casino Resort in Tunica, Mississippi, was re-branded to Harrah s Tunica. In connection with the re-branding, renovations to the property costing approximately $45 million were completed. In conjunction with the renovation and re-branding project, a strategic alliance with Food Network star, Paula Deen, was formed, and a new Paula Deen Buffet also opened in May 2008.

We have decided to slow construction of Margaritaville Casino & Resort in Biloxi, Mississippi, as we refine the design of that project and explore alternatives related to the project and its financing. We are adjusting our plan for development to better align with the economic environment, market conditions on the Gulf Coast and the current financing environment. We license the Margaritaville name from an entity affiliated with the singer/songwriter Jimmy Buffett. As of September 30, 2008, $159.8 million had been spent on this project.

Iowa/Missouri Results

Quarter Results

(In millions)	Successor Third Quarter	Predecessor Third Quarter	Percentage Increase/

	Ended Sept. 30, 2008	Ended Sept. 30, 2007	(Decrease)
Casino revenues	$ 184.9	$ 194.1	(4.7)%
Net revenues	198.0	206.8	(4.3)%
Income from operations	41.8	39.7	5.3%
Operating margin	21.1%	19.2%	1.9 pts

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Year-to-Date Results

(In millions)	Successor Period Jan. 28, 2008 through Sept. 30, 2008	Predecessor Period Jan. 1, 2008 through Jan. 27, 2008	Combined Nine Months Ended Sept. 30, 2008	Predecessor Nine Months Ended Sept. 30, 2007	Percentage Increase/ (Decrease)
Casino revenues	$ 503.9	$ 52.5	$ 556.4	$ 578.1	(3.8)%
Net revenues	537.3	55.8	593.1	613.8	(3.4)%
Income from operations	112.8	7.7	120.5	110.0	9.5%
Operating margin	21.0%	13.8%	20.3%	17.9%	2.4pts

Combined third quarter 2008 revenues at our Iowa and Missouri properties were lower than in last year s third quarter, driven primarily by Harrah s St. Louis, where the opening of a new facility by a competitor impacted results. Income from operations was higher than in the prior year third quarter due to cost savings and lower depreciation and amortization resulting from the purchase price allocation in connection with the Merger.

For the nine months ended September 30, 2008, combined revenues at our Iowa and Missouri properties were 3.4% lower than in the same period last year. Strong results in Iowa and North Kansas City partially offset the impact of the revenue decline in St. Louis due to increased competition.

Illinois/Indiana Results

Quarter Results

(In millions)	Successor Third Quarter Ended Sept. 30, 2008	Predecessor Third Quarter Ended Sept. 30, 2007	Percentage Increase/ (Decrease)
Casino revenues	$ 299.9	$ 341.1	(12.1)%
Net revenues	301.9	328.5	(8.1)%
Income from operations	21.5	57.7	(62.7)%
Operating margin	7.1%	17.6%	(10.5)pts

Year-to-Date Results

(In millions)	Successor Period Jan. 28, 2008 through Sept. 30, 2008	Predecessor Period Jan. 1, 2008 through Jan. 27, 2008	Combined Nine Months Ended Sept. 30, 2008	Predecessor Nine Months Ended Sept. 30, 2007	Percentage Increase/ (Decrease)
Casino revenues	$ 810.1	$ 86.9	$ 897.0	$ 1,012.6	(11.4)%
Net revenues	804.5	85.5	890.0	974.7	(8.7)%
Income from operations	91.3	8.7	100.0	158.9	(37.1)%
Operating margin	11.3%	10.2%	11.2%	16.3%	(5.1)pts

Third quarter 2008 combined revenues and income from operations were boosted by the opening of the $510 million renovation and expansion at Horseshoe Hammond in August, which includes a two-level entertainment vessel including a 108,000-square-foot casino. The strong performance from Horseshoe Hammond helped offset reduced overall customer volumes and spend per trip in the region resulting primarily from the imposition of a smoking ban in Illinois.

Combined revenues and income from operations for the nine months ended September 30, 2008, were lower than in the same period last year due to heavy rains and flooding and the smoking ban in Illinois. Horseshoe Southern Indiana, formerly Caesars Indiana, was closed for four days in March 2008 due to flooding in the area.

In June 2008, the Illinois Supreme Court overturned an earlier ruling by a State court that had declared a 3% tax that was assessed on Harrah s Joliet and three unrelated riverboats unconstitutional. Due to the uncertainty of the situation, we had continued to accrue and pay this tax while the matter was decided in the courts; therefore, this decision had no impact on the results of the operations of Harrah s Joliet.

In July 2008, Caesars Indiana was re-branded to Horseshoe Southern Indiana. The re-branding and renovation project cost approximately $53.0 million.

Other Nevada Results

Quarter Results

(In millions)	Successor Third Quarter Ended Sept. 30, 2008	Predecessor Third Quarter Ended Sept. 30, 2007	Percentage Increase/ (Decrease)
Casino revenues	$ 133.9	$ 138.9	(3.6)%
Net revenues	170.4	176.4	(3.4)%
Income from operations	33.7	36.7	(8.2)%
Operating margin	19.8%	20.8%	(1.0)pts

Year-to-Date Results

(In millions)	Successor Period Jan. 28, 2008 through Sept. 30, 2008	Predecessor Period Jan. 1, 2008 through Jan. 27, 2008	Combined Nine Months Ended Sept. 30, 2008	Predecessor Nine Months Ended Sept. 30, 2007	Percentage Increase/ (Decrease)
Casino revenues	$ 332.4	$ 30.2	$ 362.6	$ 385.0	(5.8)%
Net revenues	419.0	38.9	457.9	484.2	(5.4)%
Income from operations	59.7	0.5	60.2	79.4	(24.2)%
Operating margin	14.2%	1.3%	13.1%	16.4%	(3.3)pts

Third quarter 2008 revenues and income from operations from our Nevada properties outside of Las Vegas were lower than in third quarter 2007 due to lower customer spend per trip, the opening of an expansion at a competing property in Reno and higher costs aimed at attracting and retaining customers.

The same factors that drove declines in third quarter 2008 also drove lower revenues and income from operations for the nine months ended September 30, 2008.

Managed/International/Other

Quarter Results

(In millions)	Successor Third Quarter Ended Sept. 30, 2008	Predecessor Third Quarter Ended Sept. 30, 2007	Percentage Increase/ (Decrease)
Revenues			
Managed	$ 16.6	$ 20.6	(19.4)%
International	116.6	120.6	(3.3)%
Other	22.3	23.9	(6.7)%
Total revenues	$ 155.5	$ 165.1	(5.8)%
Income/(loss) from operations			
Managed	$ 7.5	$ 17.3	(56.6)%
International	(4.0)	(0.1)	N/M

Other		(43.3)		(13.3)	N/M
Total (loss)/income from operations	$	(39.8)	$	3.9	N/M

Year-to-Date Results

(In millions)	Successor Period Jan. 28, 2008 through Sept. 30, 2008	Predecessor Period Jan. 1, 2008 through Jan. 27, 2008	Combined Nine Months Ended Sept. 30, 2008	Predecessor Nine Months Ended Sept. 30, 2007	Percentage Increase/ (Decrease)
Revenues					
Managed	$ 45.9	$ 5.0	$ 50.9	$ 64.6	(21.2)%
International	275.9	51.2	327.1	298.5	9.6%
Other	52.7	3.2	55.9	59.1	(5.4)%
Total revenues	$ 374.5	$ 59.4	$ 433.9	$ 422.2	2.8%
Income/(loss) from operations					
Managed	$ 18.3	$ 4.0	$ 22.3	$ 53.1	(58.0)%
International	(65.2)	2.2	(63.0)	10.0	N/M
Other	(66.6)	(6.5)	(73.1)	(69.6)	(5.0)%
Total loss from operations	$ (113.5)	$ (0.3)	$ (113.8)	$ (6.5)	N/M

N/M=Not Meaningful

Managed, international and other results include income from our managed properties, results of our international properties and certain marketing and administrative expenses, including development costs, and income from our non-consolidated subsidiaries. Favorable International revenues for the nine months ended September 30, 2008, are due to inclusion of three new properties of London Clubs International Limited (London Clubs) that opened during 2007, partially offset by the impact of a new smoking ban enacted in mid-2007. Income from operations for London Clubs was further impacted by a lower table game hold percentage, higher gaming taxes imposed during 2007 and reserves for receivables due from a joint venture member that may not be collectible. As of September 30, 2008, London Clubs owns or manages eleven casinos in the United Kingdom, two in Egypt and one in South Africa. Third quarter 2008 results also included a charge of $12.6 million to recognize the remaining exposure under a lease agreement for office space no longer utilized by the Company.

Our third quarter and nine-month 2008 results from managed properties were lower than in the 2007 periods due to the termination of our contract with the Prairie Band Potawatomi Nation on June 30, 2007, the impact of the economy on our managed properties and a change in the fee structure at one of our managed properties.

Other Factors Affecting Net Income

Quarter Results

(In millions)	Successor Third Quarter Ended Sept. 30, 2008	Predecessor Third Quarter Ended Sept. 30, 2007	Percentage Increase/ (Decrease)
(Income)/expense			
Corporate expense	$ 34.7	$ 37.6	(7.7)%
Merger and integration costs	1.0	0.7	42.9%
Amortization of intangible assets	38.8	17.7	N/M

Interest expense, net	533.4	216.1	N/M
(Gains)/losses on early extinguishments of debt	(7.4)	2.0	N/M
Other income	(7.2)	(4.9)	46.9%
Effective tax rate (benefit)/provision	(27.2)%	37.7%	N/M
Minority interests	$ 7.2	$ 6.0	20.0%
Discontinued operations, net of income taxes	(0.7)	(23.8)	(97.1)%

Year-to-Date Results

(In millions)	Successor Period Jan. 28, 2008 through Sept. 30, 2008	Predecessor Period Jan. 1, 2008 through Jan. 27, 2008	Combined Nine Months Ended Sept. 30, 2008	Predecessor Nine Months Ended Sept. 30, 2007	Percentage Increase/ (Decrease)
(Income)/expense					
Corporate expense	$ 95.9	$ 8.5	$ 104.4	$ 97.7	6.9%
Merger and integration costs	23.1	125.6	148.7	8.3	N/M
Amortization of intangible assets	119.2	5.5	124.7	53.5	N/M
Interest expense, net	1,469.4	89.7	1,559.1	578.4	N/M
Losses on early extinguishments of debt	203.9		203.9	2.0	N/M
Other income	(18.7)	(1.1)	(19.8)	(28.7)	(31.0)%
Effective tax rate (benefit)/provision	(27.1)%	(20.7)%	(25.9)%	37.1%	N/M
Minority interests	$ 6.2	$ 1.6	$ 7.8	$ 17.2	(54.7)%
Discontinued operations, net of income taxes	(88.4)	(0.1)	(88.5)	(83.9)	5.5%

N/M= Not Meaningful

Corporate expense was higher in the first nine months of 2008 due to a monitoring fee paid to affiliates of Apollo/TPG in periods subsequent to the Merger and is partially offset by the continued realization of cost savings and efficiencies identified in an on-going project that began in September 2006.

2008 Merger and integration costs include costs incurred in connection with the Merger, including the expense related to the accelerated vesting of employee stock options, SARs and restricted stock.

Amortization of intangible assets was higher in the third quarter and first nine months of 2008 due to higher estimated amortization of intangible assets identified in the preliminary purchase price allocation in connection with the Merger. We perform an annual assessment of intangible assets for impairment during the fourth quarter of each year. Our annual budget and forecasting process is also completed in the fourth quarter and provides key inputs into the impairment analysis. Interim testing is performed if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. An example of an event is a significant adverse change in the business climate, which we believe has occurred during the third quarter. However, the purchase price allocation related to the Merger has not yet been completed. Given that the asset values are not yet finalized and that other key inputs that support the impairment analysis are not yet available, it was not reasonably possible to develop an estimate of any potential impairment in the third quarter. The allocation of the purchase price related to the Merger and the annual impairment analysis will be completed during fourth quarter. We believe there is a reasonable possibility that the completion of these activities will result in a non-cash, impairment charge in the fourth quarter. The amount of the charge, however, cannot be reasonably estimated until the analysis is completed.

Interest expense increased in the third quarter and first nine months of 2008 from the same periods in 2007 primarily due to increased borrowings in connection with the Merger. Also included in interest expense in the quarter and nine months ended September 30, 2008, is a credit of $14.0 million and a charge of $66.9 million, respectively, representing the changes in the fair values of our derivative instruments. In the quarter and nine months ended September 30, 2007, losses of $25.2 million and $10.8 million, respectively, were recorded for the changes in the fair value of the swap agreements. A change in interest rates on variable-rate debt will impact our financial results. For example, assuming a constant outstanding balance for our variable-rate debt, excluding $6.5 billion of variable-rate debt for which we have entered into interest rate swap agreements, for the next twelve months, a hypothetical 1% change in corresponding interest rates would change interest expense for the next twelve months by approximately $79.4 million, or $19.9 million per quarter. At September 30, 2008, our variable-rate debt, excluding $6.5 billion of variable-rate debt for which we have entered into interest rate swap agreements, represents approximately 32.8% of our total debt, while our fixed-rate debt is approximately 67.2% of our total debt.

Third quarter 2008 gains on early extinguishments of debt represent discounts related to the purchase of certain of our debt in the open market. Losses on the early extinguishments of debt in 2008 and 2007 represent the write-offs of market value premiums and unamortized deferred financing costs and premiums paid related to debt retired.

Other income includes lower interest income on the cash surrender value of life insurance policies in 2008. Other income in the nine months ended September 30, 2007, included a gain on the sale of corporate assets.

For the quarter and nine months ended September 30, 2008, tax benefits were generated by operating losses caused by higher interest expense, partially offset by non-deductible merger costs, international income taxes and state income taxes. For the quarter and nine months ended September 30, 2007, the effective tax provision rate is higher than the federal statutory rate due primarily to state income taxes.

Minority interests reflect minority owners shares of income from our majority owned subsidiaries.

Discontinued operations for the nine months ended September 30, 2008, reflects insurance proceeds of $87.3 million, after taxes, representing the final funds received that were in excess of the net book value of the impacted assets and costs and expenses that were reimbursed under our business interruption claims for Grand Casino Gulfport. For the quarter and nine months ended September 30, 2007, Discontinued operations reflected $22.5 million and $82.6 million, after taxes, respectively, that were reimbursed under our business interruption claims for Grand Casino Gulfport and Harrah s Lake Charles, both of which were sold in 2006. Pursuant to the terms of the sales agreements, we retained all insurance proceeds related to these properties.

COST SAVINGS INITIATIVES

In light of the severe economic downturn and adverse conditions in the travel and leisure industry generally, Harrah s Entertainment has undertaken a comprehensive cost reduction study that began in August 2008 examining all areas of our business, including organizational restructurings at our corporate and property operations, reduction of travel and entertainment expenses, an examination of our corporate wide marketing expenses, and headcount reductions at property operations. To date, Harrah s Entertainment has identified $398.1 million in estimated cost savings from these initiatives, of which approximately $2.6 million had been realized as of September 30, 2008. Harrah s Entertainment expects to implement most of the program directives and achieve $398.1 million in annual savings, on a run-rate basis, by the third quarter of 2009.

CAPITAL SPENDING AND DEVELOPMENT

In addition to the development and expansion projects discussed in the OPERATING RESULTS AND DEVELOPMENT PLANS section, we also perform on-going refurbishment and maintenance at our casino entertainment facilities to maintain our quality standards, and we continue to pursue development and acquisition opportunities for additional casino entertainment facilities that meet our strategic and return on investment criteria. Prior to the receipt of necessary regulatory approvals, the costs of pursuing development projects are expensed as incurred. Construction-related costs incurred after the receipt of necessary approvals are capitalized and depreciated over the estimated useful life of the resulting asset. Project opening costs are expensed as incurred.

Our planned development projects, if they go forward, will require, individually and in the aggregate, significant capital commitments and, if completed, may result in significant additional revenues. The commitment of capital, the timing of completion and the commencement of operations of casino entertainment development projects are contingent upon, among other things, negotiation of final agreements and receipt of approvals from the appropriate political and regulatory bodies. Cash needed to finance projects currently under development as well as additional projects pursued is expected to be made available from operating cash flows, established debt programs (see DEBT AND LIQUIDITY), joint venture partners, specific project financing, guarantees of third-party debt and additional debt offerings. Our capital spending for the first nine months of 2008 totaled approximately $1.12 billion. Estimated total capital expenditures for 2008 are expected to be between $1.35 billion and $1.50 billion.

DEBT AND LIQUIDITY

We generate substantial cash flows from operating activities, as reflected on the Consolidated Condensed Statements of Cash Flows. These cash flows reflect the impact on our consolidated operations of the success of our marketing programs, our strategic acquisitions and on-going cost containment focus. For the first nine months of 2008 and 2007, we reported cash flows from operating activities of $668.0 million and $1.2 billion, respectively.

We use the cash flows generated by the Company to fund reinvestment in existing properties for both refurbishment and expansion projects, pursue additional growth opportunities via strategic acquisitions of existing companies or properties and new development opportunities and to fund debt service. When necessary, we supplement the cash flows generated by our operations with funds provided by financing activities.

Our cash and cash equivalents, including funds borrowed during the quarter under our credit facilities (see Credit Agreement below), totaled approximately $1.0 billion at September 30, 2008, compared to $654.7 million at September 30, 2007.

We believe that our cash and cash equivalents balance, our cash flows from operations and the financing sources discussed herein will be sufficient to meet our normal operating requirements during the next twelve months and to fund additional investments. In addition, we may consider issuing additional debt in the future to fund potential acquisitions or growth, to refinance existing debt or to finance specific capital projects. We continue to review additional opportunities to acquire or invest in companies, properties and other investments that meet our strategic and return on investment criteria. If a material acquisition or investment is completed, our operating results and financial condition could change significantly in future periods. In connection with the Merger, we incurred substantial additional debt, which significantly changed our financial position.

A substantial portion of the financing of the Merger is comprised of bank and bond financing obtained by Harrah s Operating Company, Inc. (HOC), a wholly-owned subsidiary of Harrah s Entertainment. This financing is neither secured nor guaranteed by Harrah s Entertainment s other direct, wholly-owned subsidiaries, including certain subsidiaries that own properties that are security for $6.5 billion of commercial mortgage-backed securities (CMBS). Pro forma information pertaining solely to the consolidated financial position and results of HOC and its subsidiaries can be found in Exhibit 99 of this Form 10-Q.

Long-term debt consisted of the following:

(In millions)	**Successor At September 30, 2008**	**Predecessor At December 31, 2007**
Credit facilities		
Term loans, 5.8% at September 30, 2008, maturities to 2015	$ 7,213.8	$
6.5%-7.0%, maturities to 2014	250.0	
4.05%-6.25%, maturities to 2011		5,768.1
Subsidiary guaranteed debt		
10.75% Senior Notes due 2016, including senior interim loans of $342.6, 9.25% at September 30, 2008	5,275.0	
10.75%/11.5% Senior PIK Toggle Notes due 2018, including senior interim loans of $97.4, 10.0% at September 30, 2008	1,500.0	
Unsecured Senior Notes		
7.5%, maturity 2009	5.1	136.2
7.5%, maturity 2009	0.9	442.4
5.5%, maturity 2010	658.3	747.1
8.0%, maturity 2011	64.5	71.7
5.375%, maturity 2013	354.9	497.7
7.0%, maturity 2013	0.7	324.4
5.625%, maturity 2015	661.1	996.3
6.5%, maturity 2016	498.1	744.3
5.75%, maturity 2017	454.0	745.8
Floating Rate Contingent Convertible Senior Notes, maturity 2024	0.2	370.6
Floating Rate Notes, maturity 2008		250.0
Unsecured Senior Subordinated Notes		
8.875%, maturity 2008		409.6
7.875%, maturity 2010	345.4	394.9
8.125%, maturity 2011	297.2	380.3
Other Secured Borrowings		
CMBS financing, 5.49% at September 30, 2008, maturity 2013	6,500.0	
S. Africa, prime less 1.5%, maturity 2009	7.6	10.5
6.0%, maturity 2010	25.0	25.0
4.25% 8.5%, maturities to 2037 at September 30, 2008	2.4	4.4
7.1%, maturity 2028		87.7
Other Unsecured Borrowings		
LIBOR plus 4.5%, maturity 2010	23.5	29.1
5.3% special improvement district bonds, maturity 2037	69.7	
Other, various maturities	1.4	1.6
Capitalized Lease Obligations		

5.75% 10.0%, maturities to 2011		5.4		2.7
		24,214.2		12,440.4
Current portion of long-term debt		(84.0)		(10.8)
	$	24,130.2	$	12,429.6

In connection with the Merger, $7.7 billion, face amount, of our debt was retired, $4.6 billion, face amount, of our debt was retained and $20.5 billion, face amount, of new debt was issued, resulting in a very different debt structure for the Successor entity. The discussion that follows is intended to update the information provided in our 2007 Annual Report on Form 10-K.

At September 30, 2008, $5.1 million, face amount, of our 7.5% Senior Notes due January 15, 2009, and $0.8 million, face amount, of our 7.5% Senior Notes due September 1, 2009, are classified as long-term in our Consolidated Condensed Balance Sheet because the Company has both the intent and the ability to refinance these notes. The majority of our debt is due after 2010. Payments of short-term debt obligations and other commitments are expected to be made from operating cash flows and from borrowings under our established debt programs. Long-term obligations are expected to be paid through operating cash flows, refinancing of debt, joint venture partners or, if necessary, additional debt offerings.

We may from time to time seek to retire or purchase our outstanding debt through cash purchases and/or exchanges, in open market purchases, privately negotiated transactions or otherwise. Such repurchases or exchanges, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors. The amounts involved may be material. In August 2008, our Board of Directors authorized the Company to spend up to $80 million to retire our outstanding debt. These repurchases will be funded through available cash from operations and borrowings from our established debt programs. Such repurchases are dependent on prevailing market conditions, the Company s liquidity requirements, contractual restrictions and other factors. As of September 30, 2008, $32.3 million, face amount, of our 5.5% Senior Notes due 2010, $12.1 million, face amount, of our 7.875% Senior Subordinated Notes due 2010 and $21.7 million, face amount, of our 8.125% Senior Subordinated Notes due 2011 were retired for a total of $53.3 million. Gains totaling $7.4 million, representing discounts associated with the early retirement of debt, were recorded and are included in Income from continuing operations in our Consolidated Condensed Statements of Operations for the period ended September 30, 2008.

In July 2008, HOC made the permitted election under the Indenture governing its 10.75%/11.5% Senior Toggle Notes due 2018 and the Senior Unsecured Interim Loan Agreement dated January 28, 2008, to pay all interest due on January 28, and February 1, 2009, for the loan in kind. The Company intends to use the cash savings generated by this election for general corporate purposes, including the early retirement of other debt.

Credit Agreement

As of September 30, 2008, our senior secured credit facilities (the Credit Facilities) provide for senior secured financing of up to $9.214 billion, consisting of (i) senior secured term loan facilities in an aggregate principal amount of up to $7.214 billion maturing on January 28, 2015 and (ii) a senior secured revolving credit facility in an aggregate principal amount of $2.0 billion, maturing January 28, 2014, including both a letter of credit sub-facility and a swingline loan sub-facility. Interest on the Credit Agreement is based on our debt ratings and leverage ratio and is subject to change. In addition, we may request one or more incremental term loan facilities and/or increase commitments under our revolving facility in an aggregate amount of up to $1.75 billion, subject to certain conditions and receipt of commitments by existing or additional financial institutions or institutional lenders. As of September 30, 2008, $7.46 billion in borrowings was outstanding under the Credit Facilities with an additional $0.2 billion committed to back letters of credit. Our total borrowings outstanding at September 30, 2008, include $250 million that we borrowed on September 19, 2008, to provide us with greater financial flexibility in light of the turmoil in the financial markets. After consideration of these borrowings and letters of credit, $1.6 billion of additional borrowing capacity was available to the Company under the Credit Facilities as of September 30, 2008. As of the date of this filing, we have drawn an additional $250 million of the available borrowing capacity to further preserve our financial flexibility.

Borrowings under the Credit Facilities bear interest at a rate equal to the then-current LIBOR rate or at a rate equal to the alternate base rate, in each case plus an applicable margin. In addition, on a quarterly basis, we are required to pay each lender (i) a commitment fee in respect of any unused commitments under the revolving credit facility and (ii) a letter of credit fee in respect of the aggregate face amount of outstanding letters of credit under the revolving credit facility. As of September 30, 2008, the Credit

Facilities bore interest based upon 300 basis points over LIBOR for the term loans, 200 basis points over the alternate base rate for the revolver loan and 150 basis points over LIBOR for the swingline loan and bore a commitment fee for unborrowed amounts of 50 basis points.

The Credit Facilities require scheduled quarterly payments on the term loans in amounts equal to 0.25% of the original principal amount of the term loans for six years and three quarters, with the balance paid at maturity.

CMBS Financing

In connection with the Merger, eight of our properties (the CMBS properties) and their related assets were spun out of HOC to Harrah s Entertainment. As of the Merger date, the CMBS properties were Harrah s Las Vegas, Rio, Flamingo Las Vegas, Harrah s Atlantic City, Showboat Atlantic City, Harrah s Lake Tahoe, Harveys Lake Tahoe and Bill s Lake Tahoe. The CMBS properties borrowed $6.5 billion of mortgage loans and/or related mezzanine financing and/or real estate term loans, which are secured by the assets of the CMBS properties. On May 22, 2008, Paris Las Vegas and Harrah s Laughlin and their related operating assets were spun out of HOC to Harrah s Entertainment and Harrah s Lake Tahoe, Harveys Lake Tahoe, Bill s Lake Tahoe and Showboat Atlantic City were transferred to HOC from Harrah s Entertainment as contemplated under the debt agreements effective pursuant to the Merger.

Derivative Instruments

We account for derivative instruments in accordance with SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities, and all amendments thereto. SFAS No. 133 requires that all derivative instruments be recognized in the financial statements at fair value. Any changes in fair value are recorded in the statements of operations or in other comprehensive income/(loss), depending on whether the derivative is designated and qualifies for hedge accounting, the type of hedge transaction and the effectiveness of the hedge. The estimated fair values of our derivative instruments are based on market prices obtained from dealer quotes. Such quotes represent the estimated amounts we would receive or pay to terminate the contracts.

Our derivative instruments contain a credit risk that the counterparties may be unable to meet the terms of the agreements. We minimize that risk by evaluating the creditworthiness of our counterparties, which are limited to major banks and financial institutions, and we do not anticipate nonperformance by the counterparties.

We use interest rate swaps to manage the mix of our debt between fixed and variable rate instruments. As of September 30, 2008, we have ten interest rate swap agreements for notional amounts totaling $6.5 billion. The difference to be paid or received under the terms of the interest rate swap agreements is accrued as interest rates change and recognized as an adjustment to interest expense for the related debt. Changes in the variable interest rates to be paid or received pursuant to the terms of the interest rate swap agreements will have a corresponding effect on future cash flows. The major terms of the interest rate swap agreements are as follows:

Effective Date	Notional Amount (In millions)	Fixed Rate Paid	Variable Rate Received as of September 30, 2008	Next Reset Date	Maturity Date
April 25, 2007	$ 200	4.898%	2.800%	October 27, 2008	April 25, 2011
April 25, 2007	200	4.896%	2.800%	October 27, 2008	April 25, 2011
April 25, 2007	200	4.925%	2.800%	October 27, 2008	April 25, 2011
April 25, 2007	200	4.917%	2.800%	October 27, 2008	April 25, 2011
April 25, 2007	200	4.907%	2.800%	October 27, 2008	April 25, 2011
September 26, 2007	250	4.809%	2.800%	October 27, 2008	April 25, 2011
September 26, 2007	250	4.775%	2.800%	October 27, 2008	April 25, 2011
April 25, 2008	1,000	4.172%	2.800%	October 27, 2008	April 25, 2012
April 25, 2008	2,000	4.276%	2.800%	October 27, 2008	April 25, 2013
April 25, 2008	2,000	4.263%	2.800%	October 27, 2008	April 25, 2013

Until February 15, 2008, none of our interest rate swap agreements were designated as hedging instruments; therefore, gains or losses resulting from changes in the fair value of the swaps were recognized in earnings in the period of the change. On February 15, 2008, eight of our interest rate swap agreements for notional amounts totaling $3.5 billion were designated as hedging instruments, and on April 1, 2008, the remaining swap agreements were designated as hedging instruments. Upon designation as hedging instruments, only any measured ineffectiveness is recognized in earnings in the period of change. In the quarter and nine months

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ended September 30, 2008, a credit of $13.9 million and a net charge of $54.6 million, respectively, representing the changes in the fair values of our swap agreements are included in Interest expense in our 2008 Consolidated Condensed Statement of Operations, compared with $25.2 million and $10.8 million, respectively, for the quarter and nine months ended September 30, 2007.

Additionally, on January 28, 2008, we entered into an interest rate cap agreement to partially hedge the risk of future increases in the variable rate of the CMBS debt. The interest rate cap agreement, which was effective January 28, 2008, and terminates February 13, 2013, is for a notional amount of $6.5 billion at a LIBOR cap rate of 4.5%. The interest rate cap was designated as a hedging instrument on May 1, 2008. In the quarter and nine months ended September 30, 2008, a credit of $0.1 million and a net charge of $12.2 million, respectively, are included in Interest expense in our Consolidated Condensed Statement of Operations.

Guarantees of Third-Party Debt and Other Obligations and Commitments

The tables below summarize total material additions to or changes in our contractual obligations and other commitments, which were disclosed in Management s Discussion and Analysis of Financial Condition and Results of Operations presented in our 2007 Annual Report on Form 10-K.

Contractual Obligations[a] (In millions)	Increase/ (Decrease)	Total
Debt, including capital lease obligations	$ 12,998.3	$ 25,361.4
Estimated interest payments(b)	9,757.0	12,201.2
Operating lease obligations	(489.5)	1,957.8
Purchase order obligations	(26.3)	56.6
Guaranteed payments to State of Louisiana	15.1	149.9
Construction commitments	(457.0)	832.6
Community reinvestment	(5.6)	124.9
Entertainment obligations	17.9	150.7
Other contractual obligations	200.6	300.8

(a) In addition to the contractual obligations disclosed in this table, we have unrecognized tax benefits that, based on uncertainties associated with the items, we are unable to make reasonably reliable estimates of the period of potential cash settlements, if any, with taxing authorities.

(b) Estimated interest for variable rate debt is based on rates in effect at September 30, 2008.

Other Commitments (In millions)	Increase/ (Decrease)	Total
Guarantees of loans	$ (170.6)	$
Letters of credit	3.0	196.2
Minimum payments to tribes	(10.3)	45.0

The agreements pursuant to which we manage casinos on Indian lands contain provisions required by law that provide that a minimum monthly payment be made to the tribe. That obligation has priority over scheduled repayments of borrowings for development costs and over the management fee earned and paid to the manager. In the event that insufficient cash flow is generated by the operations to fund this payment, we must pay the shortfall to the tribe. Subject to certain limitations as to time, such advances, if any, would be repaid to us in future periods in which operations generate cash flow in excess of the required minimum payment. These commitments will terminate upon the occurrence of certain defined events, including termination of the management contract. Our aggregate monthly commitment for the minimum guaranteed payments, pursuant to these contracts for the three managed Indian-owned facilities now open, which extend for periods of up to 62 months from September 30, 2008, is $1.2 million. Each of these casinos currently generates sufficient cash flows to cover all of its obligations, including its debt service.

Competitive Pressures

Many casino operators are reinvesting in existing markets in an effort to attract new customers, thereby increasing competition in those markets. As companies have completed expansion projects, supply has sometimes grown at a faster pace than demand in certain markets and competition has increased significantly. Furthermore, several operators, including Harrah s Entertainment, have announced plans for additional developments or expansions in some markets. Additionally, the current economic climate has increased pressure on us and our competition to induce customers to visit casino properties.

Several states and Indian tribes are considering legislation enabling the development and operation of casinos or casino-like businesses in their jurisdictions.

Although, historically, the short-term effect of such competitive developments on our Company generally has been negative, we are not able to determine the long-term impact, whether favorable or unfavorable, that development and expansion trends and events will have on current or future markets. We also cannot determine the long-term impact of the current financial crisis on the economy, and casinos specifically. We believe that the geographic diversity of our operations; our focus on multi-market customer relationships; our service training, our rewards and customer loyalty programs; and our continuing efforts to establish our brands as premier brands upon which we have built strong customer loyalty have well-positioned us to face the challenges present within our industry. We utilize the unique capabilities of WINet, a sophisticated nationwide customer database, and Total Rewards, a nationwide loyalty program that allows our customers to earn cash, comps and other benefits for playing at our casinos. We believe these sophisticated marketing tools provide us with competitive advantages, particularly with players who visit more than one market.

SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES

We prepare our Consolidated Condensed Financial Statements in conformity with accounting principles generally accepted in the United States. Certain of our accounting policies, including the estimated lives assigned to our assets, the determination of bad debt, asset impairment, fair value of guarantees and self-insurance reserves, the purchase price allocations made in connection with our acquisitions/merger and the calculation of our income tax liabilities, require that we apply significant judgment in defining the appropriate assumptions for calculating financial estimates. By their nature, these judgments are subject to an inherent degree of uncertainty. Our judgments are based on our historical experience, terms of existing contracts, observance of trends in the industry, information provided by our customers and information available from other outside sources, as appropriate. There can be no assurance that actual results will not differ from our estimates. For a discussion of our significant accounting policies and estimates, please refer to Management s Discussion and Analysis of Financial Condition and Results of Operations and Notes to Consolidated Financial Statements presented in our 2007 Annual Report on Form 10-K. Except for estimates related to the fair values and lives assigned to assets in connection with the Merger, there were no newly identified significant accounting estimates in third quarter 2008, nor were there any material changes to the critical accounting policies and estimates discussed in our 2007 Annual Report.

RECENTLY ISSUED ACCOUNTING STANDARDS

The following are accounting standards adopted or issued in the third quarter of 2008 that could have an impact to our Company.

In September 2006, the FASB issued Statement of Financial Accounting Standards (SFAS) No. 157, Fair Value Measurements, which defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. SFAS No. 157 applies under other accounting pronouncements that require or permit fair value measurements, but it does not require any new fair value measurements. The provisions of SFAS No. 157 were to be effective for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. In February 2008, the FASB issued Staff Position (FSP) No. 157-2, Effective Date of FASB Statement No. 157. FSP No. 157-2 defers the effective date of Statement No. 157 to fiscal years beginning after November 15, 2008, and interim periods within those fiscal years for nonfinancial assets and nonfinancial liabilities, except for items that are recognized or disclosed at fair value in an entity s financial statements on a recurring basis (at least annually). Also in February 2008, the FASB issued FSP No. 157-1, Application of FASB Statement No. 157 to FASB Statement No. 13 and Other Accounting Pronouncements That Address Fair Value Measurements for Purposes of Lease Classification or Measurement Under Statement 13. FSP No. 157-1 excludes SFAS No. 13, Accounting for Leases, and other accounting pronouncements that address fair value measurements for purposes of lease classification or measurement under SFAS No. 13. We adopted the required provisions of SFAS No. 157 on January 1, 2008. The required provisions did not have a material impact on our financial statements.

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities-including an amendment of SFAS No. 115, which permits an entity to measure certain financial assets and financial liabilities at fair value. Entities that elect the fair value option will report unrealized gains and losses in earnings at each subsequent reporting date. SFAS No. 159 was effective as of January 1, 2008. At this time, we do not expect to adopt the fair value option for assets and liabilities; however, future events and circumstances may impact that decision.

In December 2007, the FASB issued SFAS No. 141 (Revised 2007), Business Combinations. SFAS No. 141(R) will significantly change the accounting for business combinations. Under SFAS No. 141(R), an acquiring entity will be required to recognize all the assets acquired and liabilities assumed in a transaction at the acquisition-date fair value with limited exceptions. SFAS No. 141(R) will change the accounting treatment for certain specific items, including:

Acquisition costs will be generally expensed as incurred;

Assets that an acquirer does not intend to use will be recorded at fair value reflecting the assets highest and best use;

Noncontrolling interests (formerly known as minority interests see Statement 160 discussion below) will be valued at fair value at the acquisition date;

Acquired contingent liabilities will be recorded at fair value at the acquisition date and subsequently measured at either the higher of such amount or the amount determined under existing guidance for non-acquired contingencies;

In-process research and development will be recorded at fair value as an indefinite-lived intangible asset at the acquisition date;

Restructuring costs associated with a business combination will be generally expensed subsequent to the acquisition date; and

Changes in deferred tax asset valuation allowances and income tax uncertainties after the acquisition date generally will affect income tax expense.

SFAS No. 141(R) also includes a substantial number of new disclosure requirements. SFAS No. 141(R) applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. Earlier adoption is prohibited. We are currently evaluating the impact of this statement on our financial statements.

In December 2007, the FASB also issued SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements An Amendment of Accounting Research Bulletin No. 51, the provisions of which are effective for periods beginning after December 15, 2008. This statement requires an entity to classify noncontrolling interests in subsidiaries as a separate component of equity. Additionally, transactions between an entity and noncontrolling interests are required to be treated as equity transactions. We are currently evaluating the impact of this statement on our financial statements.

In March 2008, the FASB issued SFAS No. 161, Disclosures about Derivative Instruments and Hedging Activities an amendment of FASB Statement No. 133. SFAS No. 161 requires enhanced disclosures about an entity s derivative and hedging activities. It requires disclosures that allow financial statement users to understand (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under SFAS No. 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity s financial position, financial performance, and cash flows. This Statement is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. Because SFAS No. 161 applies only to financial statement disclosures, it will not have a material impact on our consolidated financial position, results of operations and cash flows.

On April 25, 2008, the FASB issued FSP No. 142-3, Determination of the Useful Life of Intangible Assets. This Staff Position amends the list of factors an entity should consider in developing renewal or extension assumptions used in determining the useful life of recognized intangible assets under SFAS No. 142. The FSP requires entities to disclose information for recognized intangible assets that enables financial statement users to understand the extent to which expected future cash flows associated with intangible assets are affected by the entity s intent or ability to renew or extend the arrangement associated with the intangible asset. The FSP also requires the following disclosures in addition to those required by SFAS No. 142:

The entity s accounting policy on the treatment of costs incurred to renew or extend the term of a recognized intangible asset

In the period of acquisition or renewal, the weighted-average period prior to the next renewal or extension (both explicit and implicit), by major intangible asset class

For an entity that capitalizes renewal or extension costs, the total amount of costs incurred in the period to renew or extend the term of a recognized intangible asset for each period for which a statement of financial position is presented by major intangible asset class

This FSP is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods with in those fiscal years. While the guidance on determining the useful life of a recognized intangible asset must be applied prospectively only to intangible assets acquired after the FSP s effective date, the disclosure requirements of the FSP must be applied prospectively to all intangible assets recognized as of, and after, the FSP s effective date. Early adoption is prohibited. This FSP will affect intangible assets acquired by Harrah s after the effective date as well as require additional disclosures for existing intangible assets.

PRIVATE SECURITIES LITIGATION REFORM ACT

This quarterly report on Form 10-Q contains forward-looking statements intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. You can identify these statements by the fact that they do not relate strictly to historical or current facts. We have based these forward-looking statements on our current expectations about future events. Further, statements that include words such as may, will, project, might, expect, believe, anticipate, intend, could, would, estimate, continue or pursue words or expressions of similar meaning may identify forward-looking statements. These forward-looking statements are found at various places throughout this report. These forward-looking statements, including without limitation, those relating to future actions, new projects, strategies, future performance, the outcome of contingencies such as legal proceedings and future financial results, wherever they occur in this report, are necessary estimates reflecting the best judgment of our management and involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. These forward-looking statements should, therefore, be considered in light of various important factors set forth from time to time in our filings with the Securities and Exchange Commission.

Important factors that could cause actual results to differ materially from estimates or projections contained in the forward-looking statements include without limitation:

- the impact of the substantial indebtedness incurred to finance the consummation of the Merger;
- the effect of local and national economic, credit and capital market conditions on the economy in general, and on the gaming and hotel industry in particular;
- construction factors, including delays, increased costs of labor and materials, availability of labor and materials, zoning issues, environmental restrictions, soil and water conditions, weather and other hazards, site access matters and building permit issues;
- the effects of environmental and structural building conditions relating to our properties;
- our ability to timely and cost effectively integrate companies that we acquire into our operations;
- access to available and reasonable financing on a timely basis;
- changes in laws, including increased tax rates, regulations or accounting standards, third-party relations and approvals, and decisions of courts, regulators and governmental bodies;
- litigation outcomes and judicial actions, including gaming legislative action, referenda and taxation;
- the ability of our customer-tracking, customer loyalty and yield-management programs to continue to increase customer loyalty and same-store or hotel sales;
- our ability to recoup costs of capital investments through higher revenues;
- acts of war or terrorist incidents or natural disasters;

- access to insurance on reasonable terms for our assets;
- abnormal gaming holds;
- the potential difficulties in employee retention as a result of the Merger; and
- the effects of competition, including locations of competitors and operating and market competition.

You are cautioned to not place undue reliance on these forward-looking statements, which speak only as of the date of this quarterly report for Form 10-Q. We undertake no obligation to publicly update or release any revisions to these forward-looking statements to reflect events or circumstances after the date of this quarterly report on Form 10-Q or to reflect the occurrence of unanticipated events, except as required by law.

Item 3. Quantitative and Qualitative Disclosure About Market Risk

Market risk is the risk of loss arising from adverse changes in market rates and prices, such as interest rates, foreign currency exchange rates and commodity prices. Our primary exposure to market risk is interest rate risk associated with our debt. We attempt to limit our exposure to interest rate risk by managing the mix of our debt between fixed-rate and variable-rate obligations. Of our approximate $24.2 billion total debt at September 30, 2008, $7.9 billion, excluding $6.5 billion of variable-rate debt for which we have entered into interest rate swap agreements, is subject to variable interest rates.

We have hedging arrangements with respect to LIBOR borrowings for a notional amount of $6.5 billion, all of which fix the floating rates of interest to fixed rates. In addition to the swap agreements, we entered into an interest rate cap agreement for a notional amount of $6.5 billion at a LIBOR cap rate of 4.5%. Assuming a constant outstanding balance for our variable rate debt for the next twelve months, a hypothetical 1% change in interest rates would change interest expense for the next twelve months by approximately $79.4 million.

We use interest rate swaps to manage the mix of our debt between fixed and variable rate instruments. We have also utilized treasury rate locks to hedge the risk of future treasury rate increases for certain forecasted debt issuances, but we do not currently have any treasury rate lock agreements. We do not purchase or hold any derivative financial instruments for trading purposes.

Foreign currency translation gains and losses were not material to our results of operations for the third quarter and first nine months of 2008. Our only material ownership interests in businesses in foreign countries are London Clubs, Macau Orient Golf and an approximate 95% ownership of a casino in Uruguay. Therefore, we have not been subject to material foreign currency exchange rate risk from the effects that exchange rate movements of foreign currencies would have on our future operating results or cash flows. With our acquisition of London Clubs in late 2006 and development opportunities that we are pursuing in international markets, we could become subject to material foreign currency exchange rate risk in the future.

From time to time, we hold investments in various available-for-sale equity securities; however, our exposure to price risk arising from the ownership of these investments is not material to our consolidated financial position, results of operations or cash flows.

Item 4. Controls and Procedures

Our principal executive officer and principal financial officer have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)), as of September 30, 2008. Based on such evaluation, they have concluded that as of such date, our disclosure controls and procedures are effective and designed to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in applicable SEC rules and forms, and that such information is accumulated and communicated to management, including our principal executive officer and principal financial officer, to allow timely decisions regarding required disclosure.

There has been no change in our internal control over financial reporting during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 4T. Controls and Procedures

Not applicable.

PART II OTHER INFORMATION

Item 1. Legal Proceedings.

Certain of our legal proceedings are reported in our Annual Report on Form 10-K for the year ended December 31, 2007. Except as reported in our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2008 and June 30, 2008, there are no material developments to those legal proceedings.

In addition, the Company is party to ordinary and routine litigation incidental to our business. We do not expect the outcome of any pending litigation to have a material adverse effect on our consolidated financial position or results of operations.

Item 1A. Risk Factors.

The following is an update to the risk factors previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2007. For additional risk factors that could cause actual results to differ materially from those anticipated, please refer to our Annual Report on Form 10-K for the year ended December 31, 2007.

The recent downturn in the national economy, high energy and gasoline prices, the volatility and disruption of the capital and credit markets and adverse changes in the global economy could negatively impact our financial performance and our ability to access financing.

The recent severe economic downturn and adverse conditions in the local, regional, national and global markets have negatively affected our operations, and may continue to negatively affect our operations in the future. During periods of economic contraction such as the current period, our revenues may decrease while some of our costs remain fixed or even increase, resulting in decreased earnings. Gaming and other leisure activities we offer represent discretionary expenditures and participation in such activities may decline during economic downturns, during which consumers generally earn less disposable income. Even an uncertain economic outlook may adversely affect consumer spending in our gaming operations and related facilities, as consumers spend less in anticipation of a potential economic downturn. Furthermore, other uncertainties, including national and global economic conditions, terrorist attacks or other global events, could adversely affect consumer spending, increase gasoline prices and adversely affect our operations.

We use significant amounts of electricity, natural gas and other forms of energy. While we have generally not experienced any major shortages of energy, any substantial increases in the cost of electricity and natural gas in the United States could negatively impact our operating results. The extent of any impact is subject to the magnitude and duration of the energy price increases and could be material.

Also, a majority of our patrons fly or drive to our properties. Rising gasoline prices may reduce automobile travel and decrease the number of patrons at our properties. Additionally, rising oil prices and general economic conditions have caused a reduction in air travel capacity, including Las Vegas. As a result, our business, assets, financial condition and results of operations could be adversely affected by a weakening of national economic conditions, high gasoline prices and/or adverse winter weather conditions.

We are a highly leveraged company. While we intend to finance expansion and renovation projects with existing cash, cash flow from operations and borrowings under our existing debt arrangements, we may require additional financing to support our continued growth. However, due to the existing uncertainty in the capital and credit markets, our access to capital may not be available on terms acceptable to us or at all. Further, if adverse regional and national economic conditions persist or worsen, we could experience decreased revenues from our operations attributable to decreases in consumer spending levels and could fail to satisfy the financial and other restrictive covenants to which we are subject under our existing indebtedness.

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

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Submission of Matters to a Vote of Security Holders.

On October 2, 2008, Hamlet Holdings, LLC approved, by Unanimous Written Consent, an indemnification agreement to be entered into with the directors and executive officers of the Company.

Item 5. Other Information.

None.

Item 6. Exhibits.

Exhibit Number	Exhibit Description
3.1	Amended Certificate of Incorporation of Harrah s Entertainment, Inc. (Incorporated by reference to the exhibit to the Company s Registration Statement on Form S-8 filed January 31, 2008.)
3.2	Bylaws of Harrah s Entertainment, Inc., as amended on January 28, 2008. (Incorporated by reference to the exhibit to the Company s Current Report on Form 8-K, filed February 1, 2008.)
4.1	Certificate of Designation of Non-Voting Perpetual Preferred Stock of Harrah s Entertainment, Inc., dated January 28, 2008. (Incorporated by reference to the exhibit to the Company s Registration Statement on Form S-8 filed January 31, 2008.)
4.2	Indenture, dated as of December 18, 1998, among Harrah s Operating Company, Inc. as obligor, Harrah s Entertainment, Inc., as Guarantor, and IBJ Schroder Bank & Trust Company, as Trustee relating to the 7 1/2% Senior Notes Due 2009. (Incorporated by reference to the exhibit to the Registration Statement on Form S-3 of Harrah s Entertainment, Inc. and Harrah s Operating Company, Inc., File No. 333-69263, filed December 18, 1998.)
4.3	Indenture, dated as of November 9, 1999 between Park Place Entertainment Corp., as Issuer, and Norwest Bank Minnesota, N.A., as Trustee relating to the 8.5% Senior Notes due 2006 and 8.875% Senior Subordinated Notes due 2008. (Incorporated by reference to the exhibit to the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2005.)
4.4	Officers Certificate, dated as of September 12, 2000 with respect to the 8.875% Senior Subordinated Notes due 2008. (Incorporated by reference to the exhibit to Park Place Entertainment Corporation s Current Report on Form 8-K, filed September 19, 2000.)
4.5	First Supplemental Indenture, dated as of June 13, 2005, to Indenture dated as of November 9, 1999, between Harrah s Entertainment, Inc., Harrah s Operating Company, Inc., Caesars Entertainment, Inc. and Wells Fargo Bank Minnesota, National Association, as Trustee, with respect to the 8.5% Senior Notes due 2006 and the 8.875% Senior Subordinated Notes due 2008. (Incorporated by reference to the exhibit to the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2005.)
4.6	Second Supplemental Indenture, dated as of July 28, 2005, among Harrah s Entertainment, Inc., as Guarantor, Harrah s Operating Company, Inc., as Issuer, and Wells Fargo Bank, National Association, as Trustee, to the Indenture, dated as of November 9, 1999, as supplemented by certain Officers Certificates dated as of November 9, 1999 and September 12, 2000, and as further amended and supplemented by a First Supplemental Indenture, dated as of June 13, 2005, with respect to the 8.5% Senior Notes due 2006 and the 8.875% Senior Subordinated Notes due 2008. (Incorporated by reference to the exhibit to the Company s Current Report on Form 8-K, filed August 2, 2005.)

Exhibit Number	Exhibit Description
4.7	Indenture, dated as of January 29, 2001, between Harrah s Operating Company, Inc., as Issuer, Harrah s Entertainment, Inc., as Guarantor, and Bank One Trust Company, N.A., as Trustee, relating to the 8.0% Senior Notes Due 2011. (Incorporated by reference to the exhibit to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2000.)
4.8	Indenture, dated as of May 14, 2001, between Park Place Entertainment Corp., as Issuer, and Wells Fargo Bank Minnesota, National Association, as Trustee, with respect to the 8 $^{1}/8$% Senior Subordinated Notes due 2011. (Incorporated by reference to the exhibit to the Registration Statement on Form S-4 of Park Place Entertainment Corporation, File No. 333-62508, filed June 7, 2001.)
4.9	First Supplemental Indenture, dated as of June 13, 2005, to Indenture, dated as of May 14, 2001, between Harrah s Entertainment, Inc., Harrah s Operating Company, Inc., Caesars Entertainment, Inc. and Wells Fargo Bank Minnesota, National Association, as Trustee, with respect to the 8 $^{1}/8$% Senior Subordinated Notes due 2011. (Incorporated by reference to the exhibit to the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2005.)
4.10	Second Supplemental Indenture, dated as of July 28, 2005, among Harrah s Entertainment, Inc., as Guarantor, Harrah s Operating Company, Inc., as Issuer, and Wells Fargo Bank, National Association, as Trustee, to the Indenture, dated as of May 14, 2001, as amended and supplemented by a First Supplemental Indenture, dated as of June 13, 2005, with respect to the 8 $^{1}/8$% Senior Subordinated Notes due 2011. (Incorporated by reference to the exhibit to the Company s Current Report on Form 8-K, filed August 2, 2005.)
4.11	Indenture, dated as of August 22, 2001, between Park Place Entertainment Corp., as Issuer, and Wells Fargo Bank Minnesota, National Association, as Trustee, with respect to the 7.50% Senior Notes due 2009. (Incorporated by reference to the exhibit to the Registration Statement on Form S-4 of Park Place Entertainment Corporation, File No. 333-69838, filed September 21, 2001.)
4.12	First Supplemental Indenture, dated as of June 13, 2005, to Indenture, dated as of August 22, 2001, between Harrah s Entertainment, Inc., Harrah s Operating Company, Inc., Caesars Entertainment, Inc. and Wells Fargo Bank Minnesota, National Association, as Trustee, with respect to the 7.50% Senior Notes due 2009. (Incorporated by reference to the exhibit to the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2005.)
4.13	Second Supplemental Indenture, dated as of July 28, 2005, among Harrah s Entertainment, Inc., as Guarantor, Harrah s Operating Company, Inc., as Issuer, and Wells Fargo Bank, National Association, as Trustee, to the Indenture, dated as of August 22, 2001, as amended and supplemented by a First Supplemental Indenture, dated as of June 13, 2005, with respect to the 7.50% Senior Notes due 2009. (Incorporated by reference to the exhibit to the Company s Current Report on Form 8-K, filed August 2, 2005.)
4.14	Indenture, dated as of March 14, 2002, between Park Place Entertainment Corp., as Issuer, and Wells Fargo Bank Minnesota, National Association, as Trustee, with respect to the 7 $^{7}/8$% Senior Subordinated Notes due 2010. (Incorporated by reference to the exhibit to the Registration Statement on Form S-4 of Park Place Entertainment Corporation, File No. 333-86142, filed April 12, 2002.)
4.15	First Supplemental Indenture, dated as of June 13, 2005, to Indenture, dated as of March 14, 2002, between Harrah s Entertainment, Inc., Harrah s Operating Company, Inc., Caesars Entertainment, Inc. and Wells Fargo Bank Minnesota, National Association, as Trustee, with respect to the 7 $^{7}/8$% Senior Subordinated Notes due 2010. (Incorporated by reference to the exhibit to the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2005.)
4.16	Second Supplemental Indenture, dated as of July 28, 2005, among Harrah s Entertainment, Inc., as Guarantor, Harrah s Operating Company, Inc., as Issuer, and Wells Fargo Bank, National Association, as Trustee, to the Indenture, dated as of March 14, 2002, as amended and supplemented by a First Supplemental Indenture, dated as of June 13, 2005, with respect to the 7 $^{7}/8$% Senior Subordinated Notes due 2010. (Incorporated by reference to the exhibit to the Company s Current Report on Form 8-K, filed August 2, 2005.)
4.17	Indenture, dated as of April 11, 2003, between Park Place Entertainment Corp., as Issuer, and U.S. Bank National Association, as Trustee, with respect to the 7% Senior Notes due 2013. (Incorporated by reference to the exhibit to the Registration Statement on Form S-4 of Park Place Entertainment Corporation, File No. 333-104829, filed April 29, 2003.)

Exhibit Number	Exhibit Description
4.18	First Supplemental Indenture, dated as of June 13, 2005, to Indenture, dated as of April 11, 2003, between Harrah s Entertainment, Inc., Harrah s Operating Company, Inc., Caesars Entertainment, Inc. and U.S. Bank National Association, as Trustee, with respect to the 7% Senior Notes due 2013. (Incorporated by reference to the exhibit to the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2005.)
4.19	Second Supplemental Indenture, dated as of July 28, 2005, among Harrah s Entertainment, Inc., as Guarantor, Harrah s Operating Company, Inc., as Issuer, and U.S. Bank National Association, as Trustee, to the Indenture, dated as of April 11, 2003, as amended and supplemented by a First Supplemental Indenture, dated as of June 13, 2005, with respect to the 7% Senior Notes due 2013. (Incorporated by reference to the exhibit to the Company s Current Report on Form 8-K, filed August 2, 2005.)
4.20	Indenture, dated as of December 11, 2003, between Harrah s Operating Company, Inc., as Issuer, Harrah s Entertainment, Inc., as Guarantor, and U.S. Bank National Association, as Trustee, relating to the 5.375% Senior Notes due 2013. (Incorporated by reference to the exhibit to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2003.)
4.21	Indenture, dated as of June 25, 2004, between Harrah s Operating Company, Inc., as Issuer, Harrah s Entertainment, Inc., as Guarantor, and U.S. Bank National Association, as Trustee, relating to the 5.50% Senior Notes due 2010. (Incorporated by reference to the exhibit to the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2004.)
4.22	Indenture, dated as of February 9, 2005, between Harrah s Operating Company, Inc., as Issuer, Harrah s Entertainment, Inc., as Guarantor, and U.S. Bank National Association, as Trustee, relating to the Senior Floating Rate Notes due 2008. (Incorporated by reference to the exhibit to the Company s Quarterly Report on Form 10-Q for the quarter ended March 31, 2005.)
4.23	Amended and Restated Indenture, dated as of July 28, 2005, among Harrah s Entertainment, Inc., as Guarantor, Harrah s Operating Company, Inc., as Issuer, and U.S. Bank National Association, as Trustee, relating to the Floating Rate Contingent Convertible Senior Notes due 2024. (Incorporated by reference to the exhibit to the Company s Current Report on Form 8-K, filed August 2, 2005.)
4.24	First Supplemental Indenture, dated as of September 9, 2005, to Amended and Restated Indenture, dated as of July 28, 2005, among Harrah s Operating Company, Inc., as Issuer, Harrah s Entertainment, Inc. as Guarantor, and U.S. Bank National Association, as Trustee, relating to the Floating Rate Contingent Convertible Senior Notes due 2024. (Incorporated by reference to the exhibit to the Registration Statement on Form S-3/A of Harrah s Entertainment, Inc., File No. 333-127210, filed September 19, 2005.)
4.25	Second Supplemental Indenture, dated as of January 8, 2008, to Amended and Restated Indenture, dated as of July 28, 2005, among Harrah s Operating Company, Inc., as Issuer, Harrah s Entertainment, Inc. as Guarantor, and U.S. Bank National Association, as Trustee, relating to the Floating Rate Contingent Convertible Senior Notes due 2024. (Incorporated by reference to the exhibit to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2007)
4.26	Third Supplemental Indenture, dated as of January 28, 2008, to Amended and Restated Indenture, dated as of July 28, 2005, among Harrah s Operating Company, Inc., as Issuer, Harrah s Entertainment, Inc. as Guarantor, and U.S. Bank National Association, as Trustee, relating to the Floating Rate Contingent Convertible Senior Notes due 2024. (Incorporated by reference to the exhibit to the Company s Current Report on Form 8-K, filed January 28, 2008)
4.27	Indenture, dated as of May 27, 2005, between Harrah s Operating Company, Inc., as Issuer, Harrah s Entertainment, Inc., as Guarantor, and U.S. Bank National Association, as Trustee, relating to the 5.625% Senior Notes due 2015. (Incorporated by reference to the exhibit to the Company s Current Report on Form 8-K, filed June 3, 2005.)
4.28	First Supplemental Indenture, dated as of August 19, 2005, to Indenture, dated as of May 27, 2005, between Harrah s Operating Company, Inc., as Issuer, Harrah s Entertainment, Inc., as Guarantor, and U.S. Bank National Association, as Trustee, relating to the 5.625% Senior Notes due 2015. (Incorporated by reference to the exhibit to the Registration Statement on Form S-4 of Harrah s Entertainment, Inc., File No. 333-127840, filed August 25, 2005.)

Exhibit Number	Exhibit Description
4.29	Second Supplemental Indenture, dated as of September 28, 2005, to Indenture, dated as of May 27, 2005, between Harrah s Operating Company, Inc., as Issuer, Harrah s Entertainment, Inc., as Guarantor, and U.S. Bank National Association, as Trustee, relating to the 5.625% Senior Notes due 2015. (Incorporated by reference to the exhibit to the Company s Current Report on Form 8-K, filed October 3, 2005.)
4.30	Indenture dated as of September 28, 2005, among Harrah s Operating Company, Inc., as Issuer, Harrah s Entertainment, Inc., as Guarantor, and U.S. Bank National Association, as Trustee, relating to the 5.75% Senior Notes due 2017. (Incorporated by reference to the exhibit filed with the Company s Current Report on Form 8-K, filed October 3, 2005.)
4.31	Indenture, dated as of June 9, 2006, between Harrah s Operating Company, Inc., Harrah s Entertainment, Inc. and U.S. National Bank Association, as Trustee, relating to the 6.50% Senior Notes due 2016. (Incorporated by reference to the exhibit filed with the Company s Current Report on Form 8-K, filed June 14, 2006.)
4.32	Officers Certificate, dated as of June 9, 2006, pursuant to Sections 301 and 303 of the Indenture dated as of June 9, 2006 between Harrah s Operating Company, Inc., Harrah s Entertainment, Inc. and U.S. National Bank Association, as Trustee, relating to the 6.50% Senior Notes due 2016. (Incorporated by reference to the exhibit filed with the Company s Current Report on Form 8-K, filed June 14, 2006.)
4.33	Indenture, dated as of February 1, 2008, by and among Harrah s Operating Company, Inc., the Guarantors (as defined therein) and U.S. Bank National Association, as Trustee, relating to the 10.5% Senior Cash Pay Notes due 2016 and 10.5%/11.5% Senior Toggle Notes due 2018. (Incorporated by reference to the exhibit filed with the Company s Current Report on Form 8-K, filed February 4, 2008.)
4.34	First Supplemental Indenture, dated as of June 12, 2008, by and among Harrah s Operating Company, Inc., the Guarantors (as defined therein) and U.S. Bank National Association, as Trustee, relating to the 10.5% Senior Cash Pay Notes due 2016 and 10.5%/11.5% Senior Toggle Notes due 2018. (Incorporated by reference to the exhibit filed with the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.)
4.35	Registration Rights Agreement, dated as of February 1, 2008, by and among Harrah s Operating Company, Inc., the Guarantors (as defined therein), Citigroup Global Markets Inc., Banc of America Securities LLC, Credit Suisse Securities (USA), LLC, Deutsche Bank Securities, Inc., J.P. Morgan Securities Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated as representatives of Citigroup Global Markets Inc., Deutsche Bank Securities Inc., Banc of America Securities LLC, Credit Suisse Securities (USA) LLC, J.P. Morgan Securities Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Bear, Sterns & Co., Inc., Goldman, Sachs & Co., Morgan Stanley & Co. (Incorporated by reference to the exhibit filed with the Company s Current Report on Form 8-K, filed February 4, 2008.)
4.36	Stockholders Agreement, dated as of January 28, 2008, by and among Apollo Hamlet Holdings, LLC, Apollo Hamlet Holdings B, LLC, TPG Hamlet Holdings, LLC, TPG Hamlet Holdings B, LLC, Co-Invest Hamlet Holdings, Series LLC, Co-Invest Hamlet Holdings B, LLC, Hamlet Holdings LLC and Harrah s Entertainment, Inc., and, solely with respect to Sections 3.01 and 6.07, Apollo Investment Fund VI, L.P. and TPG V Hamlet AIV, L.P. (Incorporated by reference to the exhibit to the Company s Current Report on Form 8-K/A filed February 7, 2008.)
4.37	Services Agreement, dated as of January 28, 2008, by and among Harrah s Entertainment, Inc., Apollo Management VI, L.P., Apollo Alternative Assets, L.P. and TPG Capital, L.P. (Incorporated by reference to the exhibit to the Company s Current Report on Form 8-K/A filed February 7, 2008.)
4.38	Management Investor Rights Agreement, dated as of January 28, 2008, by and among Harrah s Entertainment, Inc., Apollo Hamlet Holdings, LLC, Apollo Hamlet Holdings B, LLC, TPG Hamlet Holdings, LLC, TPG Hamlet Holdings B, LLC, Hamlet Holdings LLC and the stockholders that are parties thereto (incorporated by reference to Exhibit 4.2 to Harrah s Entertainment, Inc. s Registration Statement on Form S-8 filed January 31, 2008)

Exhibit Number	Exhibit Description
10.1	Credit Agreement, dated as of January 28, 2008, by and among Hamlet Merger Inc., Harrah s Operating Company, Inc. as Borrower, the Lenders party thereto from time to time, Bank of America, N.A., as Administrative Agent and Collateral Agent, Deutsche Bank AG New York Branch, as Syndication Agent, and Citibank, N.A., Credit Suisse, Cayman Islands Branch, JPMorgan Chase Bank, N.A., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman Sachs Credit Partners L.P., Morgan Stanley Senior Funding, Inc., and Bear Sterns Corporate Lending, Inc., as Co-Documentation Agents. (Incorporated by reference to the exhibit to the Company s Current Report on Form 8-K/A filed February 7, 2008.)
10.2	Guaranty and Pledge Agreement, dated as of January 28, 2008, made by Hamlet Merger Inc. in favor of Bank of America, N.A., as Administrative Agent and Collateral Agent. (Incorporated by reference to the exhibit to the Company s Current Report on Form 8-K/A filed February 7, 2008.)
10.3	Senior Unsecured Interim Loan Agreement, dated as of January 28, 2008, by and among Harrah s Operating Company, Inc., as Borrower, the Lenders party thereto from time to time, Citibank, N.A., as Administrative Agent, Deutsche Bank AG New York Branch, as Syndication Agent, Banc of America Bridge LLC, Credit Suisse, Cayman Islands Branch, JPMorgan Chase Bank, N.A., and Merrill Lynch Capital Corporation, as Co-Documentation Agents, Citigroup Global Markets Inc., Deutsche Bank Securities, Inc., Banc of America Securities LLC, Credit Suisse Securities (USA) LLC, J.P. Morgan Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as Joint Bookrunners and Citigroup Global Markets Inc. and Deutsche Bank Securities Inc., as Joint Lead Arrangers. (Incorporated by reference to the exhibit to the Company s Current Report on Form 8-K/A filed February 7, 2008.)
10.4	Amended and Restated Loan Agreement, dated as of May 22, 2008, by and among Harrah s Las Vegas Propco, LLC, Harrah s Atlantic City Propco, LLC, Rio Propco, LLC, Flamingo Las Vegas Propco, LLC, Paris Las Vegas Propco, LLC and Harrah s Laughlin Propco, LLC, as Borrowers, and JPMorgan Chase Bank, N.A., as Lender. (Incorporated by reference to the exhibit filed with the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.)
10.5	Amended and Restated First Mezzanine Loan Agreement, dated as of May 22, 2008, by and among Harrah s Las Vegas Mezz 1, LLC, Harrah s Atlantic City Mezz 1, LLC, Rio Mezz 1, LLC, Flamingo Las Vegas Mezz 1, LLC, Paris Las Vegas Mezz 1, LLC and Harrah s Laughlin Mezz 1, LLC, as Borrowers, and JPMorgan Chase Bank, N.A., as Lender. (Incorporated by reference to the exhibit filed with the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.)
10.6	Amended and Restated Second Mezzanine Loan Agreement, dated as of May 22, 2008, by and among Harrah s Las Vegas Mezz 2, LLC, Harrah s Atlantic City Mezz 2, LLC, Rio Mezz 2, LLC, Flamingo Las Vegas Mezz 2, LLC, Paris Las Vegas Mezz 2, LLC and Harrah s Laughlin Mezz 2, LLC, as Borrowers, and JPMorgan Chase Bank, N.A., as Lender. (Incorporated by reference to the exhibit filed with the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.)
10.7	Amended and Restated Third Mezzanine Loan Agreement, dated as of May 22, 2008, by and among Harrah s Las Vegas Mezz 3, LLC, Harrah s Atlantic City Mezz 3, LLC, Rio Mezz 3, LLC, Flamingo Las Vegas Mezz 3, LLC, Paris Las Vegas Mezz 3, LLC and Harrah s Lauglin Mezz 3, LLC, as Borrowers, and JPMorgan Chase Bank, N.A., as Lender. (Incorporated by reference to the exhibit filed with the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.)
10.8	Amended and Restated Fourth Mezzanine Loan Agreement, dated as of May 22, 2008, by and among Harrah s Las Vegas Mezz 4, LLC, Harrah s Atlantic City Mezz 4, LLC, Rio Mezz 4, LLC, Flamingo Las Vegas Mezz 4, LLC, Paris Las Vegas Mezz 4, LLC and Harrah s Laughlin Mezz 4, LLC, as Borrowers, and JPMorgan Chase Bank, N.A., as Lender. (Incorporated by reference to the exhibit filed with the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.)
10.9	Amended and Restated Fifth Mezzanine Loan Agreement, dated as of May 22, 2008, by and among Harrah s Las Vegas Mezz 5, LLC, Harrah s Atlantic City Mezz 5, LLC, Rio Mezz 5, LLC, Flamingo Las Vegas Mezz 5, LLC, Paris Las Vegas 5, LLC and Harrah s Laughlin Mezz 5, LLC, as Borrowers, and JPMorgan Chase Bank, N.A., as Lender. (Incorporated by reference to the exhibit filed with the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.)
10.10	Amended and Restated Sixth Mezzanine Loan Agreement, dated as of May 22, 2008, by and among Harrah s Las Vegas Mezz 6, LLC, Harrah s Atlantic City Mezz 6, LLC, Rio Mezz 6, LLC, Flamingo Las Vegas Mezz 6, LLC, Paris Las Vegas Mezz 6, LLC and Harrah s Laughlin Mezz 6, LLC, as Borrowers, and JPMorgan Chase Bank, N.A., as Lender. (Incorporated by reference to the exhibit filed with the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.)
10.11	Amended and Restated Seventh Mezzanine Loan Agreement, dated as of May 22, 2008, by and among Harrah s Las Vegas Mezz 7, LLC, Harrah s Atlantic City Mezz 7, LLC, Rio Mezz 7, LLC, Flamingo Las Vegas Mezz 7, LLC, Paris Las Vegas Mezz 7, LLC and Harrah s Laughlin Mezz 7, LLC, as Borrowers, and JPMorgan Chase Bank, N.A., as Lender. (Incorporated by reference to the exhibit filed with the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.)
10.12	Amended and Restated Eighth Mezzanine Loan Agreement, dated as of May 22, 2008, by and among Harrah s Las Vegas Mezz 8, LLC, Harrah s Atlantic City Mezz 8, LLC, Rio Mezz 8, LLC, Flamingo Las Vegas Mezz 8, LLC, Paris Las Vegas Mezz 8, LLC and Harrah s Laughlin Mezz 8, LLC, as Borrowers, and JPMorgan Chase Bank, N.A., as Lender. (Incorporated by reference to the

exhibit filed with the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.)

Exhibit Number	Exhibit Description
10.13	Amended and Restated Ninth Mezzanine Loan Agreement, dated as of May 22, 2008, by and among Harrah s Las Vegas Mezz 9, LLC, Harrah s Atlantic City Mezz 9, LLC, Rio Mezz 9, LLC, Flamingo Las Vegas Mezz 9, LLC, Paris Las Vegas Mezz 9, LLC and Harrah s Laughlin Mezz 9, LLC, as Borrowers, and JPMorgan Chase Bank, N.A., as Lender. (Incorporated by reference to the exhibit filed with the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.)
10.14	Employment Agreement, dated as of January 28, 2008, by and between Harrah s Entertainment, Inc. and Gary W. Loveman. (Incorporated by reference to the exhibit to the Company s Current Report on Form 8-K/A filed February 7, 2008.)
10.15	Rollover Option Agreement, dated as of January 28, 2008, by and between Harrah s Entertainment, Inc. and Gary W. Loveman. (Incorporated by reference to the exhibit to the Company s Current Report on Form 8-K/A filed February 7, 2008.)
10.16	Form of Employment Agreement between Harrah s Operating Company, Inc. and Charles L. Atwood and J. Carlos Tolosa. (Incorporated by reference to the exhibit to the Company s Current Report on Form 8-K filed April 11, 2008.)
10.17	Form of Employment Agreement between Harrah s Operating Company, Inc. and Jonathan S. Halkyard and Thomas M. Jenkin. (Incorporated by reference to the exhibit to the Company s Current Report on Form 8-K filed April 11, 2008.)
10.18	Form of Severance Agreement entered into with Charles L. Atwood, Jonathan S. Halkyard, Thomas M. Jenkin and J. Carlos Tolosa. (Incorporated by reference to the exhibit to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2003.)
10.19	Form of Indemnification Agreement entered into by Harrah s Entertainment, Inc. and each of its directors and executive officers. (Incorporated by reference to the exhibit to the Company s Current Report on Form 8-K filed October 6, 2008.)
10.20	Financial Counseling Plan of Harrah s Entertainment, Inc. as amended June 1996. (Incorporated by reference to the exhibit to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 1995.)
10.21	Summary Plan Description of Executive Term Life Insurance Plan. (Incorporated by reference to the exhibit to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 1996.)
10.22	Harrah s Entertainment, Inc. 2005 Senior Executive Incentive Plan. (Incorporated by reference from Annex C to the Company s Proxy Statement, filed March 4, 2004.)
10.23	The 2001 Restatement of the Harrah s Entertainment, Inc. Savings And Retirement Plan, effective January 1, 2002. (Incorporated by reference to the exhibit to the Company s Quarterly Report on Form 10-Q for the quarter ended March 31, 2002.)
10.24	First Amendment to the 2001 Restatement of the Harrah s Entertainment, Inc. Savings and Retirement Plan effective January 1, 1997. (Incorporated by reference to the exhibit to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2006.)
10.25	Second Amendment to the 2001 Restatement of the Harrah s Entertainment, Inc. Savings and Retirement Plan effective January 1, 2002. (Incorporated by reference to the exhibit to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2006.)
10.26	Third Amendment to the 2001 Restatement of the Harrah s Entertainment, Inc. Savings and Retirement Plan effective November 24, 2003. (Incorporated by reference to the exhibit to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2006.)

Exhibit Number	Exhibit Description
10.27	Fourth Amendment to the 2001 Restatement of the Harrah s Entertainment, Inc. Savings and Retirement Plan executed December 22, 2003. (Incorporated by reference to the exhibit to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2006.)
10.28	Fifth Amendment to the 2001 Restatement of the Harrah s Entertainment, Inc. Savings and Retirement Plan effective January 1, 2005. (Incorporated by reference to the exhibit to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2006.)
10.29	Sixth Amendment to the 2001 Restatement of the Harrah s Entertainment, Inc. Savings and Retirement Plan adopted July 20, 2005. (Incorporated by reference to the exhibit to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2006.)
10.30	Seventh Amendment to the 2001 Restatement of the Harrah s Entertainment, Inc. Savings and Retirement Plan effective August 30, 2005. (Incorporated by reference to the exhibit to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2006.)
10.31	Eighth Amendment to the 2001 Restatement of the Harrah s Entertainment, Inc. Savings and Retirement Plan adopted September 20, 2006. (Incorporated by reference to the exhibit to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2006.)
10.32	Ninth Amendment to the 2001 Restatement of the Harrah s Entertainment, Inc. Savings and Retirement Plan adopted November 7, 2006. (Incorporated by reference to the exhibit to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2006.)
10.33	Tenth Amendment to the 2001 Restatement of the Harrah s Entertainment, Inc. Savings and Retirement Plan executed December 29, 2006. (Incorporated by reference to the exhibit to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2006.)
10.34	Eleventh Amendment to the 2001 Restatement of the Harrah s Entertainment, Inc. Savings and Retirement Plan executed July 11, 2008. (Incorporated by reference to the exhibit filed with the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.)
10.35	Trust Agreement dated June 20, 2001 by and between Harrah s Entertainment, Inc. and Wells Fargo Bank Minnesota, N.A. (Incorporated by reference to the exhibit to the Company s Quarterly Report on Form 10-Q for the quarter ended September 30, 2001.)
10.36	Escrow Agreement, dated February 6, 1990, by and between The Promus Companies Incorporated, certain subsidiaries thereof, and Sovran Bank, as escrow agent (Incorporated by reference to the exhibit to the Company s Annual Report on Form 10-K for the fiscal year ended December 29, 1989.)
10.37	Amendment to Escrow Agreement dated as of October 29, 1993 among The Promus Companies Incorporated, certain subsidiaries thereof, and NationsBank, formerly Sovran Bank. (Incorporated by reference to the exhibit to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 1993.)
10.38	Amendment, dated as of June 7, 1995, to Escrow Agreement among The Promus Companies Incorporated, certain subsidiaries thereof and NationsBank. (Incorporated by reference to the exhibit to the Company s Current Report on Form 8-K filed June 15, 1995.)
10.39	Amendment, dated as of July 18, 1996, to Escrow Agreement between Harrah s Entertainment, Inc. and NationsBank. (Incorporated by reference to the exhibit to the Company s Quarterly Report on Form 10-Q for the quarter ended September 30, 1996.)
10.40	Amendment, dated as of October 30, 1997, to Escrow Agreement between Harrah s Entertainment, Inc., Harrah s Operating Company, Inc. and NationsBank. (Incorporated by reference from the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 1997, filed March 10, 1998, File No. 1-10410.)
10.41	Amendment to Escrow Agreement, dated April 26, 2000, between Harrah s Entertainment, Inc. and Wells Fargo Bank Minnesota, N.A., Successor to Bank of America, N.A. (Incorporated by reference to the exhibit to the Company s Quarterly Report on Form 10-Q for the quarter ended September 30, 2000.)
10.42	Letter Agreement with Wells Fargo Bank Minnesota, N.A., dated August 31, 2000, concerning appointment as Escrow Agent under Escrow Agreement for deferred compensation plans. (Incorporated by reference to the exhibit to the Company s Quarterly Report on Form 10-Q for the quarter ended September 30, 2000.)

Exhibit Number	Exhibit Description
10.43	Harrah s Entertainment, Inc. Amended and Restated Executive Deferred Compensation Trust Agreement dated January 11, 2006 by and between Harrah s Entertainment, Inc. and Wells Fargo Bank, N.A. (Incorporated by reference to the exhibit to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2007)
10.44	Amendment to the Harrah s Entertainment, Inc. Amended and Restated Executive Deferred Compensation Trust Agreement effective January 28, 2008 by and between Harrah s Entertainment, Inc. and Wells Fargo Bank, N.A. (Incorporated by reference to the exhibit to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2007)
10.45	Amendment and Restatement of Harrah s Entertainment, Inc. Executive Deferred Compensation Plan, effective August 3, 2007. (Incorporated by reference to the exhibit to the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2007.)
10.46	Amendment and Restatement of Harrah s Entertainment, Inc. Deferred Compensation Plan, effective as of August 3, 2007. (Incorporated by reference to the exhibit to the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2007.)
10.47	Amendment and Restatement of Park Place Entertainment Corporation Executive Deferred Compensation Plan, effective as of August 3, 2007. (Incorporated by reference to the exhibit to the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2007.)
10.48	Amendment and Restatement of Harrah s Entertainment, Inc. Executive Supplemental Savings Plan, effective as of August 3, 2007. (Incorporated by reference to the exhibit to the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2007.)
10.49	Amendment and Restatement of Harrah s Entertainment, Inc. Executive Supplemental Savings Plan II, effective as of August 3, 2007. (Incorporated by reference to the exhibit to the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2007.)
10.50	Harrah s Entertainment, Inc. Management Equity Incentive Plan, effective as of February 27, 2008. (Incorporated by reference to the exhibit to the Company s Registration Statement on Form S-8 filed April 28, 2008.)
10.51	Stock Option Grant Agreement dated February 27, 2008 between Gary W. Loveman and Harrah s Entertainment, Inc. (Incorporated by reference to the exhibit filed with the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.)
10.52	Stock Option Grant Agreement dated February 27, 2008 between Charles L. Atwood and Harrah s Entertainment, Inc. (Incorporated by reference to the exhibit filed with the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.)
10.53	Stock Option Grant Agreement dated February 27, 2008 between Jonathan S. Halkyard and Harrah s Entertainment, Inc. (Incorporated by reference to the exhibit filed with the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.)
10.54	Stock Option Grant Agreement dated February 27, 2008 between J. Carlos Tolosa and Harrah s Entertainment, Inc. (Incorporated by reference to the exhibit filed with the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.)
10.55	Stock Option Grant Agreement dated February 27, 2008 between Thomas M. Jenkin and Harrah s Entertainment, Inc. (Incorporated by reference to the exhibit filed with the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.)
10.56	Form of Stock Option Grant Agreement dated July 1, 2008 between Harrah s Entertainment, Inc. and each of Jeanne P. Jackson, Lynn C. Swann and Christopher J. Williams. (Incorporated by reference to the exhibit filed with the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.)
14	Harrah s Entertainment, Inc. Code of Business Conduct and Ethics for Principal Officers, adopted February 26, 2003. (Incorporated by reference to the exhibit to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2002, filed March 10, 2003.)
*31.1	Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated November 10, 2008.
*31.2	Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated November 10, 2008.
*32.1	Certification of Principal Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated November 10, 2008.
*32.2	Certification of Principal Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated November 10, 2008.
*99	Supplemental Discussion of Pro Forma Harrah s Operating Company Results

Management contract or compensatory plan or arrangement required to be filed as an exhibit to this Form 10-Q pursuant to Item 6 of Form 10-Q.

* Filed herewith.

SIGNATURE

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

	HARRAH S ENTERTAINMENT, INC.
November 10, 2008	By: /s/ ANTHONY D. MCDUFFIE
	Anthony D. McDuffie
	Senior Vice President, Controller and Chief Accounting Officer