

SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Order Granting the Application of Host Marriott Corporation to Withdraw its Common Stock, \$.01 par value, and Purchase Share Rights for Series A Junior Participating Preferred Stock, \$.01 par value, from Listing and Registration on the Pacific Exchange, Inc. (now known as NYSE Arca, Inc.) File No. 1-14625

April 7, 2006

On March 3, 2006, Host Marriott Corporation, a Maryland corporation ("Issuer"), filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 12d2-2(d) thereunder,² to withdraw its common stock, \$.01 par value, and purchase share rights for series A junior participating preferred stock, \$.01 par value (collectively "Securities"), from listing and registration on the Pacific Exchange, Inc. ("PCX" or "Exchange").³ Notice of such application requesting comments was published in the Federal Register on March 15, 2006.⁴ No comments were received. As discussed below, the Commission is granting the application.

The Board of Directors ("Board") approved resolutions on February 9, 2006 to delist the Securities from listing and registration on the Exchange. The Issuer stated that the

¹ 15 U.S.C. 78j(d).

² 17 CFR 240.12d2-2(d).

³ On March 6, 2006, PCX filed a proposed rule change (SR-PCX-2006-24) to amend its rules to reflect the following name changes: (i) from PCX to NYSE Arca, Inc.; (ii) from PCX Equities, Inc. to NYSE Arca Equities, Inc.; (iii) from PCX Holdings, Inc. to NYSE Arca Holdings, Inc.; and (iv) from the Archipelago Exchange, L.L.C. to NYSE Arca, L.L.C. The proposed rule change became effective upon filing.

⁴ See Securities Exchange Act Release No. 53459 (March 9, 2006), 71 FR 13439.

following reasons factored into the Board's decision: (i) there is very little activity in the Securities on the Exchange; (ii) the low trading volume of the Securities on the Exchange does not justify the expense of continued listing, and such continued listing is considered by the Board to be a misuse of corporate resources; and (iii) the Securities are listed on the New York Stock Exchange, Inc. (now known as New York Stock Exchange LLC) ("NYSE")⁵ and will continue to be listed on NYSE.

The Issuer stated in its application that it has complied with applicable rules of the Exchange by complying with all applicable laws in effect in the State of Maryland, the state in which it is incorporated, and by providing the Exchange with the required documents governing the withdrawal of securities from listing and registration on the Exchange. The Issuer's application relates solely to the withdrawal of the Securities from listing on the Exchange and shall not affect their continued listing on NYSE, the Chicago Stock Exchange, Inc. ("CHX"),⁶ or their obligation to be registered under Section 12(b) of the Act.⁷

⁵ See Securities Exchange Act Release No. 53382 (February 27, 2006), 71 FR 11251 (March 6, 2006).

⁶ Notice of the Issuer's application to withdraw the Securities from listing and registration on CHX was published in the Federal Register on March 15, 2006. See Securities Exchange Act Release No. 53458 (March 9, 2006), 71 FR 13438. No comments were received on such application. The Commission is granting such application to withdraw the Securities from CHX by a separate order as discussed therein.

⁷ 15 U.S.C. 781(b).

The Commission, having considered the facts stated in the application and having due regard for the public interest and protection of investors, orders that the application be, and it hereby is, granted, effective at the opening of business on April 10, 2006.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.⁸

Nancy M. Morris
Secretary

⁸ 17 CFR 200.30-3(a)(1).