

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Form 10-Q

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

For the quarterly period ended September 30, 2014
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 No. 001-32876

Wyndham Worldwide Corporation

(Exact name of registrant as specified in its charter)

Delaware

*(State or other jurisdiction
of incorporation or organization)*

22 Sylvan Way

Parsippany, New Jersey

(Address of principal executive offices)

20-0052541

*(I.R.S. Employer
Identification No.)*

07054

(Zip Code)

(973) 753-6000

(Registrant's telephone number, including area code)

None

(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 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 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

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a 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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the last practicable date:

123,262,818 shares of common stock outstanding as of September 30, 2014.

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PART I — FINANCIAL INFORMATION

Item 1. Consolidated Financial Statements (Unaudited).

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Wyndham Worldwide Corporation
Parsippany, New Jersey 07054

We have reviewed the accompanying consolidated balance sheet of Wyndham Worldwide Corporation and subsidiaries (the "Company") as of September 30, 2014, the related consolidated statements of income and comprehensive income for the three-month and nine-month periods ended September 30, 2014 and 2013 and the related consolidated statements of cash flows and equity for the nine-month periods ended September 30, 2014 and 2013. These interim financial statements are the responsibility of the Company's management.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to such consolidated interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of the Company as of December 31, 2013, and the related consolidated statements of income, comprehensive income, equity and cash flows for the year then ended (not presented herein); and in our report dated February 14, 2014, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated balance sheet as of December 31, 2013 is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ Deloitte & Touche LLP
Parsippany, New Jersey
October 24, 2014

WYNDHAM WORLDWIDE CORPORATION
CONSOLIDATED STATEMENTS OF INCOME
(In millions, except per share amounts)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Net revenues				
Service and membership fees	\$ 717	\$ 680	\$ 1,922	\$ 1,833
Vacation ownership interest sales	415	384	1,101	995
Franchise fees	189	186	482	460
Consumer financing	108	107	319	318
Other	85	70	226	208
Net revenues	1,514	1,427	4,050	3,814
Expenses				
Operating	613	589	1,721	1,645
Cost of vacation ownership interests	49	43	129	107
Consumer financing interest	18	19	52	60
Marketing and reservation	227	213	614	570
General and administrative	188	186	564	528
Asset impairment	8	—	8	—
Depreciation and amortization	60	54	175	160
Total expenses	1,163	1,104	3,263	3,070
Operating income	351	323	787	744
Other income, net	—	(2)	(5)	(6)
Interest expense	28	31	84	97
Early extinguishment of debt	—	—	—	111
Interest income	(2)	(2)	(6)	(6)
Income before income taxes	325	296	714	548
Provision for income taxes	119	109	265	201
Net income	206	187	449	347
Net income attributable to noncontrolling interest	—	—	(1)	(1)
Net income attributable to Wyndham shareholders	\$ 206	\$ 187	\$ 448	\$ 346
Earnings per share				
Basic	\$ 1.65	\$ 1.42	\$ 3.55	\$ 2.58
Diluted	1.64	1.40	3.51	2.55
Cash dividends declared per share	\$ 0.35	\$ 0.29	\$ 1.05	\$ 0.87

See Notes to Consolidated Financial Statements.

WYNDHAM WORLDWIDE CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In millions)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Net income	\$ 206	\$ 187	\$ 449	\$ 347
Other comprehensive (loss)/income, net of tax				
Foreign currency translation adjustments	(89)	39	(66)	(28)
Unrealized gain/(loss) on cash flow hedges	1	(1)	1	1
Other comprehensive (loss)/income, net of tax	(88)	38	(65)	(27)
Comprehensive income	118	225	384	320
Net income attributable to noncontrolling interest	—	—	(1)	(1)
Comprehensive income attributable to Wyndham shareholders	<u>\$ 118</u>	<u>\$ 225</u>	<u>\$ 383</u>	<u>\$ 319</u>

See Notes to Consolidated Financial Statements.

WYNDHAM WORLDWIDE CORPORATION
CONSOLIDATED BALANCE SHEETS
(In millions, except share data)
(Unaudited)

	September 30, 2014	December 31, 2013
Assets		
Current assets:		
Cash and cash equivalents	\$ 252	\$ 194
Trade receivables, net	461	505
Vacation ownership contract receivables, net	290	305
Inventory	306	346
Prepaid expenses	143	153
Deferred income taxes	97	108
Other current assets	293	329
Total current assets	1,842	1,940
Long-term vacation ownership contract receivables, net	2,411	2,448
Non-current inventory	703	677
Property and equipment, net	1,522	1,555
Goodwill	1,571	1,590
Trademarks, net	719	723
Franchise agreements and other intangibles, net	405	429
Other non-current assets	384	379
Total assets	\$ 9,557	\$ 9,741
Liabilities and Equity		
Current liabilities:		
Securitized vacation ownership debt	\$ 192	\$ 184
Current portion of long-term debt	49	49
Accounts payable	310	360
Deferred income	460	451
Due to former Parent and subsidiaries	26	23
Accrued expenses and other current liabilities	774	723
Total current liabilities	1,811	1,790
Long-term securitized vacation ownership debt	1,749	1,726
Long-term debt	2,873	2,882
Deferred income taxes	1,185	1,173
Deferred income	201	192
Due to former Parent and subsidiaries	12	14
Other non-current liabilities	315	339
Total liabilities	8,146	8,116
Commitments and contingencies (Note 11)		
Stockholders' equity:		
Preferred stock, \$.01 par value, authorized 6,000,000 shares, none issued and outstanding	—	—
Common stock, \$.01 par value, authorized 600,000,000 shares, issued 216,856,137 shares in 2014 and 215,578,445 shares in 2013	2	2
Treasury stock, at cost — 93,666,719 shares in 2014 and 87,206,462 shares in 2013	(3,672)	(3,191)
Additional paid-in capital	3,875	3,858
Retained earnings	1,146	832
Accumulated other comprehensive income	57	122
Total stockholders' equity	1,408	1,623
Noncontrolling interest	3	2
Total equity	1,411	1,625
Total liabilities and equity	\$ 9,557	\$ 9,741

See Notes to Consolidated Financial Statements.

WYNDHAM WORLDWIDE CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)
(Unaudited)

	Nine Months Ended September 30,	
	2014	2013
Operating Activities		
Net income	\$ 449	\$ 347
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	175	160
Provision for loan losses	200	275
Deferred income taxes	24	42
Stock-based compensation	43	38
Excess tax benefits from stock-based compensation	(34)	(13)
Asset impairment	8	—
Loss on early extinguishment of debt	—	106
Non-cash interest	17	21
Net change in assets and liabilities, excluding the impact of acquisitions:		
Trade receivables	47	12
Vacation ownership contract receivables	(156)	(171)
Inventory	50	25
Prepaid expenses	8	(14)
Other current assets	13	(11)
Accounts payable, accrued expenses and other current liabilities	38	(4)
Deferred income	20	44
Other, net	(3)	1
Net cash provided by operating activities	899	858
Investing Activities		
Property and equipment additions	(149)	(153)
Net assets acquired, net of cash acquired	(18)	(128)
Development advances	(15)	(54)
Equity investments and loans	(10)	(3)
Proceeds from asset sales	5	6
Decrease in securitization restricted cash	2	19
Decrease/(increase) in escrow deposit restricted cash	1	(6)
Other, net	(1)	2
Net cash used in investing activities	(185)	(317)
Financing Activities		
Proceeds from securitized borrowings	1,412	1,203
Principal payments on securitized borrowings	(1,381)	(1,276)
Proceeds from long-term debt	67	377
Principal payments on long-term debt	(117)	(327)
Proceeds/(repayments) of commercial paper, net	28	(108)
Proceeds from note issuances	—	843
Repurchase of notes	—	(636)
Proceeds from vacation ownership inventory arrangement	—	87
Dividends to shareholders	(136)	(119)
Repurchase of common stock	(477)	(473)
Excess tax benefits from stock-based compensation	34	13
Debt issuance costs	(14)	(18)
Net share settlement of incentive equity awards	(63)	(26)
Other, net	(1)	(4)
Net cash used in financing activities	(648)	(464)
Effect of changes in exchange rates on cash and cash equivalents	(8)	(3)
Net increase in cash and cash equivalents	58	74
Cash and cash equivalents, beginning of period	194	195
Cash and cash equivalents, end of period	<u>\$ 252</u>	<u>\$ 269</u>

See Notes to Consolidated Financial Statements.

WYNDHAM WORLDWIDE CORPORATION
CONSOLIDATED STATEMENTS OF EQUITY
(In millions)
(Unaudited)

	Common Shares Outstanding	Common Stock	Treasury Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income	Non-controlling Interest	Total Equity
Balance as of December 31, 2013	128	\$ 2	\$ (3,191)	\$ 3,858	\$ 832	\$ 122	\$ 2	\$ 1,625
Net income	—	—	—	—	448	—	1	449
Other comprehensive loss	—	—	—	—	—	(65)	—	(65)
Issuance of shares for RSU vesting	1	—	—	—	—	—	—	—
Net share settlement of incentive equity awards	—	—	—	(63)	—	—	—	(63)
Change in deferred compensation	—	—	—	43	—	—	—	43
Change in deferred compensation for Board of Directors	—	—	—	1	—	—	—	1
Repurchase of common stock	(6)	—	(481)	—	—	—	—	(481)
Change in excess tax benefit on equity awards	—	—	—	34	—	—	—	34
Dividends	—	—	—	—	(134)	—	—	(134)
Other	—	—	—	2	—	—	—	2
Balance as of September 30, 2014	123	\$ 2	\$ (3,672)	\$ 3,875	\$ 1,146	\$ 57	\$ 3	\$ 1,411

	Common Shares Outstanding	Common Stock	Treasury Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income	Non-controlling Interest	Total Equity
Balance as of December 31, 2012	137	\$ 2	\$ (2,601)	\$ 3,820	\$ 558	\$ 151	\$ 1	\$ 1,931
Net income	—	—	—	—	346	—	1	347
Other comprehensive loss	—	—	—	—	—	(27)	—	(27)
Issuance of shares for RSU vesting	1	—	—	—	—	—	—	—
Net share settlement of incentive equity awards	—	—	—	(26)	—	—	—	(26)
Change in deferred compensation	—	—	—	38	—	—	—	38
Repurchase of common stock	(8)	—	(475)	—	—	—	—	(475)
Change in excess tax benefit on equity awards	—	—	—	13	—	—	—	13
Dividends	—	—	—	—	(119)	—	—	(119)
Balance as of September 30, 2013	130	\$ 2	\$ (3,076)	\$ 3,845	\$ 785	\$ 124	\$ 2	\$ 1,682

See Notes to Consolidated Financial Statements.

WYNDHAM WORLDWIDE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unless otherwise noted, all amounts are in millions, except share and per share amounts)
(Unaudited)

1. Basis of Presentation

Wyndham Worldwide Corporation (“Wyndham” or the “Company”) is a global provider of hospitality services and products. The accompanying Consolidated Financial Statements include the accounts and transactions of Wyndham, as well as the entities in which Wyndham directly or indirectly has a controlling financial interest. The accompanying Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America. All intercompany balances and transactions have been eliminated in the Consolidated Financial Statements.

In presenting the Consolidated Financial Statements, management makes estimates and assumptions that affect the amounts reported and related disclosures. Estimates, by their nature, are based on judgment and available information. Accordingly, actual results could differ from those estimates. In management’s opinion, the Consolidated Financial Statements contain all normal recurring adjustments necessary for a fair presentation of interim results reported. The results of operations reported for interim periods are not necessarily indicative of the results of operations for the entire year or any subsequent interim period. These financial statements should be read in conjunction with the Company’s 2013 Consolidated Financial Statements included in its Annual Report filed on Form 10-K with the Securities and Exchange Commission on February 14, 2014.

Business Description

The Company operates in the following business segments:

- **Lodging**—primarily franchises hotels in the upscale, upper midscale, midscale, economy and extended stay segments and provides hotel management services for full-service and select limited-service hotels.
- **Vacation Exchange and Rentals**—provides vacation exchange services and products to owners of intervals of vacation ownership interests (“VOIs”) and markets vacation rental properties primarily on behalf of independent owners.
- **Vacation Ownership**—develops, markets and sells VOIs to individual consumers, provides consumer financing in connection with the sale of VOIs and provides property management services at resorts.

Recently Issued Accounting Pronouncements

Disclosure of Uncertainties About an Entity’s Ability to Continue as a Going Concern In August 2014, the Financial Accounting Standards Board (the “FASB”) issued guidance on disclosure of uncertainties about an entity’s ability to continue as a going concern. This guidance addresses management’s responsibility in evaluating whether there is substantial doubt about a company’s ability to continue as a going concern and to provide related footnote disclosures. Management’s evaluation should be based on relevant conditions and events that are known and reasonably knowable at the date that the financial statements are issued. The guidance is effective for fiscal years ending after December 15, 2016 and for interim periods within those fiscal years, with early adoption permitted. The Company will adopt this guidance on January 1, 2015, and it believes the adoption of this guidance will not have a material impact on the Consolidated Financial Statements.

Revenue from Contracts with Customers. In May 2014, the FASB issued guidance on revenue from contracts with customers. The guidance outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. This guidance is effective for fiscal years beginning after December 15, 2016 and for interim periods within those fiscal years. The Company is currently evaluating the impact of the adoption of this guidance on the Consolidated Financial Statements.

Foreign Currency Matters. In March 2013, the FASB issued guidance on a parent’s accounting for the cumulative translation adjustment upon derecognition of a subsidiary or group of assets within a foreign entity. The guidance requires that the parent release any related cumulative translation adjustment into net income only if the sale or transfer results in the complete or substantially complete liquidation of the foreign entity in which the subsidiary or group of assets had resided. This guidance is effective prospectively for fiscal years beginning after December 15, 2013 and for interim periods within those fiscal years. The Company adopted the guidance on January 1, 2014, as required. There was no material impact on the Consolidated Financial Statements resulting from the adoption.

2. Earnings Per Share

The computation of basic and diluted earnings per share (“EPS”) is based on net income attributable to Wyndham shareholders divided by the basic weighted average number of common shares and diluted weighted average number of common shares, respectively.

The following table sets forth the computation of basic and diluted EPS (in millions, except per share data):

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2014	2013	2014	2013
Net income attributable to Wyndham shareholders	\$ 206	\$ 187	\$ 448	\$ 346
Basic weighted average shares outstanding	124	131	126	134
SSARs, RSUs and PSUs ^{(a) (b)}	2 ^(c)	2	2 ^(c)	2 ^(d)
Weighted average diluted shares outstanding	126	133	128	136
<i>Earnings per share:</i>				
Basic	\$ 1.65	\$ 1.42	\$ 3.55	\$ 2.58
Diluted	1.64	1.40	3.51	2.55
<i>Dividends:</i>				
Aggregate dividends paid to shareholders	\$ 44	\$ 39	\$ 136	\$ 119

(a) Includes unvested dilutive restricted stock units (“RSUs”) which are subject to future forfeitures.

(b) Excludes 423,000 performance vested restricted stock units (“PSUs”) for both the three and nine months ended September 30, 2014 and 828,000 for both the three and nine months ended September 30, 2013, as the Company has not met the required performance metrics.

(c) Excludes 15,000 and 10,000 stock-settled stock appreciation rights (“SSARs”) for the three and nine months ended September 30, 2014, respectively, as their inclusion would have been anti-dilutive to EPS.

(d) Excludes 69,000 SSARs for the nine months ended September 30, 2013, as their inclusion would have been anti-dilutive to EPS.

Stock Repurchase Program

The following table summarizes stock repurchase activity under the current stock repurchase program (in millions, except per share data):

	Shares	Cost	Average Price Per Share
As of December 31, 2013	62.7	\$ 2,410	\$ 38.44
For the nine months ended September 30, 2014	6.5	481	74.45
As of September 30, 2014	69.2	\$ 2,891	41.80

The Company had \$187 million of remaining availability under its program as of September 30, 2014. The total capacity of the program was increased by proceeds received from stock option exercises.

3. Acquisitions

Assets acquired and liabilities assumed in business combinations were recorded on the Consolidated Balance Sheets as of the respective acquisition dates based upon their estimated fair values at such dates. The results of operations of businesses acquired by the Company have been included in the Consolidated Statements of Income since their respective dates of acquisition. The excess of the purchase price over the estimated fair values of the underlying assets acquired and liabilities assumed was allocated to goodwill. In certain circumstances, the allocations of the excess purchase price are based upon preliminary estimates and assumptions. Accordingly, the allocations may be subject to revision when the Company receives final information, including appraisals and other analyses. Any revisions to the fair values during the allocation period will be recorded by the Company as further adjustments to the purchase price allocations. Although, in certain circumstances, the Company has substantially integrated the operations of its acquired businesses, additional future costs relating to such integration may occur. These costs may result from integrating operating systems, relocating employees, closing facilities, reducing duplicative efforts and exiting and consolidating other activities. These costs will be recorded on the Consolidated Statements of Income as expenses.

During the nine months ended September 30, 2014, the Company completed three business acquisitions for \$16 million in cash, net of cash acquired, and \$2 million of contingent consideration, related to prior year acquisitions. The preliminary purchase price allocations resulted in the recognition of \$9 million of inventory which was allocated to the Company's Vacation Ownership segment. In addition, the Company recognized \$2 million of goodwill, none of which is expected to be deductible for tax purposes, and \$3 million of definite-lived intangible assets with a weighted average life of 12 years, both of which were allocated to the Company's Vacation Exchange and Rentals segment. These acquisitions were not material to the Company's results of operations, financial position or cash flows.

4. Vacation Ownership Contract Receivables

The Company generates vacation ownership contract receivables by extending financing to the purchasers of its VOIs. Current and long-term vacation ownership contract receivables, net consisted of:

	September 30, 2014	December 31, 2013
<i>Current vacation ownership contract receivables:</i>		
Securitized	\$ 223	\$ 222
Non-securitized	126	140
	349	362
Less: Allowance for loan losses	59	57
Current vacation ownership contract receivables, net	\$ 290	\$ 305
<i>Long-term vacation ownership contract receivables:</i>		
Securitized	\$ 1,996	\$ 1,982
Non-securitized	939	975
	2,935	2,957
Less: Allowance for loan losses	524	509
Long-term vacation ownership contract receivables, net	\$ 2,411	\$ 2,448

During the three and nine months ended September 30, 2014, the Company's securitized vacation ownership contract receivables generated interest income of \$74 million and \$217 million, respectively. During the three and nine months ended September 30, 2013, such amounts were \$73 million and \$226 million, respectively. Such interest income is included in consumer financing revenues on the Consolidated Statements of Income.

Principal payments that are contractually due on the Company's vacation ownership contract receivables during the next twelve months are classified as current on the Consolidated Balance Sheets. During the nine months ended September 30, 2014 and 2013, the Company originated vacation ownership contract receivables of \$754 million and \$785 million, respectively, and received principal collections of \$598 million and \$614 million, respectively. The weighted average interest rate on outstanding vacation ownership contract receivables was 13.6% and 13.5% as of September 30, 2014 and December 31, 2013, respectively.

The activity in the allowance for loan losses on vacation ownership contract receivables was as follows:

	Amount
Allowance for loan losses as of December 31, 2013	\$ 566
Provision for loan losses	200
Contract receivables write-offs, net	(183)
Allowance for loan losses as of September 30, 2014	<u>\$ 583</u>
	Amount
Allowance for loan losses as of December 31, 2012	\$ 497
Provision for loan losses	275
Contract receivables write-offs, net	(211)
Allowance for loan losses as of September 30, 2013	<u>\$ 561</u>

In accordance with the guidance for accounting for real estate timesharing transactions, the Company recorded a provision for loan losses of \$70 million and \$200 million as a reduction of net revenues during the three and nine months ended September 30, 2014, respectively, and \$102 million and \$275 million during the three and nine months ended September 30, 2013, respectively.

Credit Quality for Financed Receivables and the Allowance for Credit Losses

The basis of the differentiation within the identified class of financed VOI contract receivables is the consumer's FICO score. A FICO score is a branded version of a consumer credit score widely used within the U.S. by the largest banks and lending institutions. FICO scores range from 300 – 850 and are calculated based on information obtained from one or more of the three major U.S. credit reporting agencies that compile and report on a consumer's credit history. The Company updates its records for all active VOI contract receivables with a balance due on a rolling monthly basis to ensure that all VOI contract receivables are scored at least every six months. The Company groups all VOI contract receivables into five different categories: FICO scores ranging from 700 to 850, 600 to 699, Below 600, No Score (primarily comprised of consumers for whom a score is not readily available, including consumers declining access to FICO scores and non U.S. residents) and Asia Pacific (comprised of receivables in the Company's Wyndham Vacation Resort Asia Pacific business for which scores are not readily available).

The following table details an aged analysis of financing receivables using the most recently updated FICO scores (based on the policy described above):

	As of September 30, 2014					
	700+	600-699	<600	No Score	Asia Pacific	Total
Current	\$ 1,538	\$ 1,043	\$ 195	\$ 112	\$ 279	\$ 3,167
31 - 60 days	11	22	16	3	3	55
61 - 90 days	6	11	12	2	1	32
91 - 120 days	5	10	11	2	2	30
Total	<u>\$ 1,560</u>	<u>\$ 1,086</u>	<u>\$ 234</u>	<u>\$ 119</u>	<u>\$ 285</u>	<u>\$ 3,284</u>
	As of December 31, 2013					
	700+	600-699	<600	No Score	Asia Pacific	Total
Current	\$ 1,515	\$ 1,060	\$ 224	\$ 108	\$ 280	\$ 3,187
31 - 60 days	10	24	20	4	4	62
61 - 90 days	7	13	13	2	2	37
91 - 120 days	5	11	13	3	1	33
Total	<u>\$ 1,537</u>	<u>\$ 1,108</u>	<u>\$ 270</u>	<u>\$ 117</u>	<u>\$ 287</u>	<u>\$ 3,319</u>

The Company ceases to accrue interest on VOI contract receivables once the contract has remained delinquent for greater than 90 days. At greater than 120 days, the VOI contract receivable is written off to the allowance for loan losses. In accordance with its policy, the Company assesses the allowance for loan losses using a static pool methodology and thus does not assess individual loans for impairment separate from the pool.

5. Inventory

Inventory consisted of:

	September 30, 2014	December 31, 2013
Land held for VOI development	\$ 133	\$ 102
VOI construction in process	118	84
Inventory sold subject to conditional repurchase ^(*)	93	123
Completed VOI inventory	371	422
Estimated recoveries	233	227
Exchange and rentals vacation credits and other	61	65
Total inventory	1,009	1,023
Less: Current portion	306	346
Non-current inventory	\$ 703	\$ 677

(*) As of September 30, 2014, included \$85 million of VOI construction in process and \$8 million of land held for VOI development. As of December 31, 2013, included \$85 million of VOI construction in process and \$38 million of land held for VOI development.

Inventory that the Company expects to sell within the next twelve months is classified as current on the Consolidated Balance Sheets. During 2014, the Company transferred \$18 million from property and equipment to VOI inventory.

Inventory Sale Transactions

During 2013, the Company sold real property located in Las Vegas, Nevada and Avon, Colorado to a third-party developer, consisting of \$123 million of vacation ownership inventory and \$3 million property and equipment. Total consideration was \$126 million, of which \$96 million was cash and \$30 million was a note receivable. The Company recognized no gain or loss on these transactions.

In accordance with the agreements with the third party developer, the Company has conditional rights and a conditional obligation to repurchase the completed properties from the developer subject to the properties conforming to the Company's vacation ownership resort standards and provided that the third-party developer has not sold the properties to another party. Under the sale of real estate accounting guidance, the conditional rights and obligation of the Company constitute continuing involvement and thus the Company was unable to account for these transactions as a sale.

During September 2014, the Company reacquired a portion of the real property located in Las Vegas, Nevada from the third-party developer for \$30 million in exchange for cancellation of the \$30 million note receivable. In addition, the Company received \$1 million of accrued interest on such note. The Company recognized no gain or loss on this transaction.

In connection with such transactions, the Company had outstanding obligations of \$103 million as of September 30, 2014, of which \$27 million was included within accrued expenses and other current liabilities and \$76 million was included within other non-current liabilities on the Consolidated Balance Sheet. As of December 31, 2013, the Company had outstanding obligations of \$129 million, of which \$47 million was included within accrued expenses and other current liabilities and \$82 million was included within other non-current liabilities on the Consolidated Balance Sheet. As of December 31, 2013, the Company had a \$30 million note receivable which was included within other current assets on the Consolidated Balance Sheet and accrued interest at 3% per annum (see Note 11 - Commitments and Contingencies for more detailed information).

6. Long-Term Debt and Borrowing Arrangements

The Company's indebtedness consisted of:

	September 30, 2014	December 31, 2013
<i>Securitized vacation ownership debt:</i> ^(a)		
Term notes	\$ 1,670	\$ 1,648
Bank conduit facility	271	262
Total securitized vacation ownership debt	1,941	1,910
Less: Current portion of securitized vacation ownership debt	192	184
Long-term securitized vacation ownership debt	\$ 1,749	\$ 1,726
<i>Long-term debt:</i> ^(b)		
Revolving credit facility (due July 2018)	\$ 18	\$ 23
Commercial paper	237	210
\$315 million 6.00% senior unsecured notes (due December 2016) ^(c)	317	318
\$300 million 2.95% senior unsecured notes (due March 2017)	299	298
\$14 million 5.75% senior unsecured notes (due February 2018)	14	14
\$450 million 2.50% senior unsecured notes (due March 2018)	448	447
\$40 million 7.375% senior unsecured notes (due March 2020)	40	40
\$250 million 5.625% senior unsecured notes (due March 2021)	247	246
\$650 million 4.25% senior unsecured notes (due March 2022) ^(d)	646	643
\$400 million 3.90% senior unsecured notes (due March 2023) ^(e)	401	387
Capital leases	175	191
Other	80	114
Total long-term debt	2,922	2,931
Less: Current portion of long-term debt	49	49
Long-term debt	\$ 2,873	\$ 2,882

(a) Represents non-recourse debt that is securitized through bankruptcy-remote special purpose entities ("SPEs"), the creditors of which have no recourse to the Company for principal and interest. These outstanding borrowings are collateralized by \$2,326 million and \$2,314 million of underlying gross vacation ownership contract receivables and related assets as of September 30, 2014 and December 31, 2013, respectively.

(b) The carrying amounts of the senior unsecured notes are net of unamortized discount of \$15 million and \$17 million as of September 30, 2014 and December 31, 2013, respectively.

(c) Includes \$2 million and \$3 million of unamortized gains from the settlement of a derivative as of September 30, 2014 and December 31, 2013, respectively.

(d) Includes a \$1 million increase and \$2 million decrease in the carrying value resulting from a fair value hedge derivative as of September 30, 2014 and December 31, 2013, respectively.

(e) Includes a \$4 million increase and \$10 million decrease in the carrying value resulting from a fair value hedge derivative as of September 30, 2014 and December 31, 2013, respectively.

Debt Issuances

Sierra Timeshare 2014-1 Receivables Funding, LLC. During March 2014, the Company closed a series of term notes payable, Sierra Timeshare 2014-1 Receivables Funding, LLC, with an initial principal amount of \$425 million, which are secured by vacation ownership contract receivables and bear interest at a weighted average coupon rate of 2.15%. The advance rate for this transaction was 88%. As of September 30, 2014, the Company had \$315 million of outstanding borrowings under these term notes.

Sierra Timeshare 2014-2 Receivables Funding, LLC. During July 2014, the Company closed a series of term notes payable, Sierra Timeshare 2014-2 Receivables Funding LLC, with an initial principal amount of \$350 million, which are secured by vacation ownership contract receivables and bear interest at a weighted average coupon rate of 2.12%. The advance rate for this transaction was 91%. As of September 30, 2014, the Company had \$319 million of outstanding borrowings under these term notes.

Sierra Timeshare Conduit Receivables Funding II, LLC. During August 2014, the Company renewed its securitized timeshare receivables conduit facility for a two-year period through August 2016. The facility has a total capacity of \$650 million and bears interest at variable rates based on commercial paper rates and LIBOR rates plus a spread.

Commercial Paper

The Company maintains U.S. and European commercial paper programs with a total capacity of \$750 million and \$500 million, respectively. As of September 30, 2014, the Company had outstanding borrowings of \$237 million at a weighted average interest rate of 0.59%, all of which was under its U.S. commercial paper program. As of December 31, 2013, the Company had \$210 million of outstanding borrowings at a weighted average interest rate of 0.74% under its commercial paper programs. The Company considers outstanding borrowings under its commercial paper programs to be a reduction of available capacity on its revolving credit facility.

Fair Value Hedges

The Company has fixed to variable interest rate swap agreements on its 3.90% and 4.25% senior unsecured notes with notional amounts of \$400 million and \$100 million, respectively. The fixed interest rates on these notes were effectively modified to a variable LIBOR-based index. As of September 30, 2014, the variable interest rates on the notional portion of the 3.90% and 4.25% senior unsecured notes were 2.38% and 2.29% respectively. The Company had a \$6 million asset and a \$12 million liability recorded as of September 30, 2014 and December 31, 2013, respectively, which represented the aggregate fair value of these interest rate swap agreements.

Early Extinguishment of Debt

During the first quarter of 2013, the Company repurchased a portion of its 5.75% and 7.375% senior unsecured notes totaling \$446 million through tender offers, repurchased \$42 million of its 6.00% senior unsecured notes on the open market and executed a redemption option for the remaining \$43 million outstanding on its 9.875% senior unsecured notes. As a result, the Company repurchased a total of \$531 million of its outstanding senior unsecured notes and incurred expenses of \$111 million, of which \$106 million was cash and \$5 million was non-cash, during the nine months ended September 30, 2013, which are included within early extinguishment of debt on the Consolidated Statement of Income.

Maturities and Capacity

The Company's outstanding debt as of September 30, 2014 matures as follows:

	Securitized Vacation Ownership Debt	Long-Term Debt	Total
Within 1 year	\$ 192	\$ 49	\$ 241
Between 1 and 2 years	210	45	255
Between 2 and 3 years	407	648	1,055
Between 3 and 4 years	184	731	915
Between 4 and 5 years	183	14	197
Thereafter	765	1,435	2,200
	<u>\$ 1,941</u>	<u>\$ 2,922</u>	<u>\$ 4,863</u>

Debt maturities of the securitized vacation ownership debt are based on the contractual payment terms of the underlying vacation ownership contract receivables. As such, actual maturities may differ as a result of prepayments by the vacation ownership contract receivable obligors.

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As of September 30, 2014, available capacity under the Company's borrowing arrangements was as follows:

	Securitized Bank Conduit Facility ^(a)	Revolving Credit Facility
Total Capacity	\$ 650	\$ 1,500
Less: Outstanding Borrowings	271	18
Letters of credit	—	2
Commercial paper borrowings	—	237 ^(b)
Available Capacity	<u>\$ 379</u>	<u>\$ 1,243</u>

^(a) The capacity of this facility is subject to the Company's ability to provide additional assets to collateralize additional securitized borrowings.

^(b) The Company considers outstanding borrowings under its commercial paper programs to be a reduction of the available capacity of its revolving credit facility.

Interest Expense

The Company incurred non-securitized interest expense of \$28 million and \$84 million during the three and nine months ended September 30, 2014, respectively. Such amounts consist primarily of interest on long-term debt, partially offset by \$2 million and \$4 million of capitalized interest and \$1 million and \$2 million of gains resulting from the ineffectiveness of the fair value hedges for the three and nine months ended September 30, 2014, respectively. Such amounts are included within interest expense on the Consolidated Statements of Income. Cash paid related to interest on the Company's non-securitized debt was \$98 million during the nine months ended September 30, 2014.

The Company incurred non-securitized interest expense of \$31 million and \$97 million during the three and nine months ended September 30, 2013, respectively. Such amounts consist primarily of interest on long-term debt, partially offset by \$1 million and \$3 million of capitalized interest for the three and nine months ended September 30, 2013, respectively, and \$1 million of gains resulting from the ineffectiveness of the fair value hedges for both the three and nine months ended September 30, 2013. Such amounts are included within interest expense on the Consolidated Statements of Income. Cash paid related to interest on the Company's non-securitized debt was \$112 million during the nine months ended September 30, 2013.

Interest expense incurred in connection with the Company's securitized vacation ownership debt during the three and nine months ended September 30, 2014 was \$18 million and \$52 million, respectively, and \$19 million and \$60 million during the three and nine months ended September 30, 2013, respectively, and is recorded within consumer financing interest on the Consolidated Statements of Income. Cash paid related to such interest was \$39 million and \$47 million during the nine months ended September 30, 2014 and 2013, respectively.

7. Variable Interest Entities

In accordance with the applicable accounting guidance for the consolidation of a variable interest entity ("VIE"), the Company analyzes its variable interests, including loans, guarantees, SPEs and equity investments to determine if an entity in which the Company has a variable interest is a VIE. If the entity is considered to be a VIE, the Company determines whether it would be considered the entity's primary beneficiary. The Company consolidates into its financial statements those VIEs for which it has determined that it is the primary beneficiary.

Vacation Ownership Contract Receivables Securitizations

The Company pools qualifying vacation ownership contract receivables and sells them to bankruptcy-remote entities. Vacation ownership contract receivables qualify for securitization based primarily on the credit strength of the VOI purchaser to whom financing has been extended. Vacation ownership contract receivables are securitized through bankruptcy-remote SPEs that are consolidated within the Consolidated Financial Statements. As a result, the Company does not recognize gains or losses resulting from these securitizations at the time of sale to the SPEs. Interest income is recognized when earned over the contractual life of the vacation ownership contract receivables. The Company services the securitized vacation ownership contract receivables pursuant to servicing agreements negotiated on an arms-length basis based on market conditions. The activities of these SPEs are limited to (i) purchasing vacation ownership contract receivables from the Company's vacation ownership subsidiaries; (ii) issuing debt securities and/or borrowing under a conduit facility to fund such purchases; and (iii) entering into derivatives to hedge interest rate exposure. The bankruptcy-remote SPEs are legally separate from the Company. The receivables held by the bankruptcy-remote SPEs are not available to creditors of the Company and legally are not assets of the Company. Additionally, the creditors of these SPEs have no recourse to the Company for principal and interest.

The assets and liabilities of these vacation ownership SPEs are as follows:

	September 30, 2014	December 31, 2013
Securitized contract receivables, gross ^(a)	\$ 2,219	\$ 2,204
Securitized restricted cash ^(b)	89	92
Interest receivables on securitized contract receivables ^(c)	16	17
Other assets ^(d)	2	1
Total SPE assets ^(e)	2,326	2,314
Securitized term notes ^(f)	1,670	1,648
Securitized conduit facilities ^(f)	271	262
Other liabilities ^(g)	1	2
Total SPE liabilities	1,942	1,912
SPE assets in excess of SPE liabilities	\$ 384	\$ 402

^(a) Included in current (\$223 million and \$222 million as of September 30, 2014 and December 31, 2013, respectively) and non-current (\$1,996 million and \$1,982 million as of September 30, 2014 and December 31, 2013, respectively) vacation ownership contract receivables on the Consolidated Balance Sheets.

^(b) Included in other current assets (\$66 million and \$64 million as of September 30, 2014 and December 31, 2013, respectively) and other non-current assets (\$23 million and \$28 million as of September 30, 2014 and December 31, 2013, respectively) on the Consolidated Balance Sheets.

^(c) Included in trade receivables, net on the Consolidated Balance Sheets.

^(d) Includes interest rate derivative contracts and related assets; included in other non-current assets on the Consolidated Balance Sheets.

^(e) Excludes deferred financing costs of \$28 million as of both September 30, 2014 and December 31, 2013, related to securitized debt.

^(f) Included in current (\$192 million and \$184 million as of September 30, 2014 and December 31, 2013, respectively) and long-term (\$1,749 million and \$1,726 million as of September 30, 2014 and December 31, 2013, respectively) securitized vacation ownership debt on the Consolidated Balance Sheets.

^(g) Primarily includes accrued interest on securitized debt of \$1 million and \$2 million as of September 30, 2014 and December 31, 2013, respectively, which is included in accrued expenses and other current liabilities on the Consolidated Balance Sheets.

In addition, the Company has vacation ownership contract receivables that have not been securitized through bankruptcy-remote SPEs. Such gross receivables were \$1,065 million and \$1,115 million as of September 30, 2014 and December 31, 2013, respectively. A summary of total vacation ownership receivables and other securitized assets, net of securitized liabilities and the allowance for loan losses, is as follows:

	September 30, 2014	December 31, 2013
SPE assets in excess of SPE liabilities	\$ 384	\$ 402
Non-securitized contract receivables	1,065	1,115
Less: Allowance for loan losses	583	566
Total, net	\$ 866	\$ 951

In addition to restricted cash related to securitizations, the Company had \$61 million and \$57 million of restricted cash related to escrow deposits as of September 30, 2014 and December 31, 2013, respectively, which are recorded within other current assets on the Consolidated Balance Sheets.

Midtown 45, NYC Property

During January 2013, the Company entered into an agreement with a third party partner whereby the partner acquired the Midtown 45 property in New York City through an SPE. The Company is managing and operating the property for rental purposes while the Company converts it into VOI inventory. The SPE financed the acquisition and planned renovations with a \$115 million four-year mortgage note and \$9 million of mandatorily redeemable equity provided by related parties of such partner. At the time of the agreement, the Company committed to purchase such VOI inventory from the SPE over a four year period in the amount of \$146 million, of which \$124 million will be used to repay the four-year mortgage note and the mandatorily redeemable equity of the SPE. The Company is considered to be the primary beneficiary of the SPE and therefore the Company consolidated the SPE within its financial statements.

The assets and liabilities of the SPE are as follows:

	September 30, 2014	December 31, 2013
Cash	\$ —	\$ 4
Property and equipment, net	66	111
Total SPE assets	66	115
Accrued expenses and other current liabilities	1	2
Long-term debt (*)	77	107
Total SPE liabilities	78	109
SPE (deficit)/equity	\$ (12)	\$ 6

(*) As of September 30, 2014, included \$71 million for a four-year mortgage note and \$6 million of mandatorily redeemable equity, of which \$31 million was included in current portion of long-term debt on the Consolidated Balance Sheet. As of December 31, 2013, included \$99 million for a four-year mortgage note and \$8 million of mandatorily redeemable equity, of which \$30 million was included in current portion of long-term debt on the Consolidated Balance Sheet.

During 2014, the Company purchased \$51 million of property and equipment from the SPE.

8. Fair Value

The following table presents information about the Company's financial assets and liabilities that are measured at fair value on a recurring basis and indicates the fair value hierarchy of the valuation techniques utilized by the Company to determine such fair values. Financial assets and liabilities carried at fair value are classified and disclosed in one of the following three categories:

Level 1: Quoted prices for identical instruments in active markets.

Level 2: Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value driver is observable.

Level 3: Unobservable inputs used when little or no market data is available.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement falls has been determined based on the lowest level input (closest to Level 3) that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

The following table summarizes information regarding assets and liabilities that are measured at fair value on a recurring basis:

	As of September 30, 2014			As of December 31, 2013		
	Fair Value	Level 2	Level 3	Fair Value	Level 2	Level 3
Assets						
Derivatives: ^(a)						
Interest rate contracts	\$ 7	\$ 7	\$ —	\$ 5	\$ 5	\$ —
Foreign exchange contracts	2	2	—	2	2	—
Securities available-for-sale ^(b)	—	—	—	6	—	6
Total assets	\$ 9	\$ 9	\$ —	\$ 13	\$ 7	\$ 6
Liabilities						
Derivatives: ^(c)						
Interest rate contracts	\$ 1	\$ 1	\$ —	\$ 13	\$ 13	\$ —
Foreign exchange contracts	7	7	—	2	2	—
Total liabilities	\$ 8	\$ 8	\$ —	\$ 15	\$ 15	\$ —

^(a) Included in other current assets (\$2 million and \$6 million as of September 30, 2014 and December 31, 2013, respectively) and other non-current assets (\$7 million and \$1 million as of September 30, 2014 and December 31, 2013, respectively) on the Consolidated Balance Sheets; carrying value is equal to estimated fair value.

^(b) Included in other non-current assets on the Consolidated Balance Sheet.

^(c) Included in accrued expenses and other current liabilities (\$7 million and \$2 million as of September 30, 2014 and December 31, 2013, respectively) and other non-current liabilities (\$1 million and \$13 million as of September 30, 2014 and December 31, 2013, respectively) on the Consolidated Balance Sheets; carrying value is equal to estimated fair value.

The Company's derivative instruments primarily consist of pay-fixed/receive-variable interest rate swaps, pay-variable/receive-fixed interest rate swaps, interest rate caps, foreign exchange forward contracts and foreign exchange average rate forward contracts. For assets and liabilities that are measured using quoted prices in active markets, the fair value is the published market price per unit multiplied by the number of units held without consideration of transaction costs. Assets and liabilities that are measured using other significant observable inputs are valued by reference to similar assets and liabilities. For these items, a significant portion of fair value is derived by reference to quoted prices of similar assets and liabilities in active markets. For assets and liabilities that are measured using significant unobservable inputs, fair value is primarily derived using a fair value model, such as a discounted cash flow model.

The fair value of financial instruments is generally determined by reference to market values resulting from trading on a national securities exchange or in an over-the-counter market. In cases where quoted market prices are not available, fair value is based on estimates using present value or other valuation techniques, as appropriate. The carrying amounts of cash and cash equivalents, restricted cash, trade receivables, accounts payable and accrued expenses and other current liabilities approximate fair value due to the short-term maturities of these assets and liabilities. The carrying amounts and estimated fair values of all other financial instruments are as follows:

	September 30, 2014		December 31, 2013	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Assets				
Vacation ownership contract receivables, net	\$ 2,701	\$ 3,298	\$ 2,753	\$ 3,326
Debt				
Total debt	4,863	4,950	4,841	4,928

The Company estimates the fair value of its vacation ownership contract receivables using a discounted cash flow model which it believes is comparable to the model that an independent third party would use in the current market. The model uses Level 3 inputs consisting of default rates, prepayment rates, coupon rates and loan terms for the contract receivables portfolio as key drivers of risk and relative value that, when applied in combination with pricing parameters, determines the fair value of the underlying contract receivables.

The Company estimates the fair value of its securitized vacation ownership debt by obtaining Level 2 inputs comprised of indicative bids from investment banks that actively issue and facilitate the secondary market for timeshare securities. The Company estimates the fair value of its other long-term debt, excluding capital leases, using Level 2 inputs based on indicative bids from investment banks and determines the fair value of its senior notes using quoted market prices (such senior notes are not actively traded).

9. Derivative Instruments and Hedging Activities

Foreign Currency Risk

The Company uses freestanding foreign currency forward contracts and foreign currency forward contracts designated as cash flow hedges to manage its exposure to changes in foreign currency exchange rates associated with its foreign currency denominated receivables, forecasted earnings of foreign subsidiaries and forecasted foreign currency denominated vendor payments. Gains and losses relating to freestanding foreign currency contracts are included in operating expenses on the Company's Consolidated Statements of Income and are substantially offset by the earnings effect from the underlying items that were economically hedged. The freestanding foreign currency contracts resulted in losses of \$12 million and \$11 million during the three and nine months ended September 30, 2014, respectively, and gains of \$8 million and \$6 million during the three and nine months ended September 30, 2013, respectively. The amount of gains or losses relating to contracts designated as cash flow hedges that the Company expects to reclassify from accumulated other comprehensive income ("AOCI") to earnings over the next 12 months is not material.

Interest Rate Risk

A portion of the debt used to finance the Company's operations is exposed to interest rate fluctuations. The Company uses various hedging strategies and derivative financial instruments to create a desired mix of fixed and floating rate assets and liabilities. Derivative instruments currently used in these hedging strategies include swaps and interest rate caps. The derivatives used to manage the risk associated with the Company's floating rate debt include freestanding derivatives and derivatives designated as cash flow hedges. The Company also uses swaps to convert specific fixed-rate debt into variable-rate debt (i.e., fair value hedges) to manage the overall interest cost. For relationships designated as fair value hedges, changes in the fair value of the derivatives are recorded in income with offsetting adjustments to the carrying amount of the hedged debt. The amount of gains or losses that the Company expects to reclassify from AOCI to earnings during the next 12 months is not material. The impact of the freestanding derivatives was not material to the Company's Consolidated Statements of Income during both the three and nine months ended September 30, 2014 and 2013.

Gains or losses recognized in AOCI for both the three and nine months ended September 30, 2014 and 2013 were not material.

10. Income Taxes

The Company files income tax returns in the U.S. federal jurisdiction and various states and foreign jurisdictions. The Company is no longer subject to U.S. federal income tax examinations for years prior to 2011. In addition, with few exceptions, the Company is no longer subject to state and local, or non-U.S. income tax examinations for years prior to 2006.

The Company made cash income tax payments, net of refunds, of \$187 million and \$134 million during the nine months ended September 30, 2014 and 2013, respectively.

11. Commitments and Contingencies

The Company is involved in claims, legal and regulatory proceedings and governmental inquiries related to the Company's business.

Wyndham Worldwide Corporation Litigation

The Company is involved in claims, legal and regulatory proceedings and governmental inquiries arising in the ordinary course of its business including but not limited to: for its lodging business-breach of contract, fraud and bad faith claims between franchisors and franchisees in connection with franchise agreements and with owners in connection with management contracts, negligence, breach of contract, fraud, employment, consumer protection and other statutory claims asserted in connection with alleged acts or occurrences at owned, franchised or managed properties or in relation to guest reservations and bookings; for its vacation exchange and rentals business-breach of contract, fraud and bad faith claims by affiliates and customers in connection with their respective agreements, negligence, breach of contract, fraud, consumer protection and other statutory claims asserted by members and guests for alleged injuries sustained at affiliated resorts and vacation rental properties and consumer protection and other statutory claims asserted by consumers; for its vacation ownership business-breach of contract, bad faith, conflict of interest, fraud, consumer protection and other statutory claims by property owners' associations, owners and prospective owners in connection with the sale or use of VOIs or land, or the management of vacation ownership resorts, construction defect claims relating to vacation ownership units or resorts, and negligence, breach of contract, fraud, consumer protection and other statutory claims by guests for alleged injuries sustained at vacation ownership units or resorts; and for each of its businesses, bankruptcy proceedings involving efforts to collect receivables from a debtor in bankruptcy, employment matters which may include claims of retaliation, discrimination, harassment and wage and hour claims, claims of infringement upon third parties' intellectual property rights, claims relating to information security, privacy and consumer protection, tax claims and environmental claims.

On June 26, 2012, the U.S. Federal Trade Commission ("FTC") filed a lawsuit in Federal District Court for the District of Arizona against the Company and its subsidiaries, Wyndham Hotel Group, LLC ("WHG"), Wyndham Hotels & Resorts Inc. ("WHR") and Wyndham Hotel Management Inc. ("WHM"), alleging unfairness and deception-based violations of Section 5 of the FTC Act in connection with three prior data breach incidents involving a group of Wyndham brand hotels. The Company, WHG, WHR and WHM dispute the allegations in the lawsuit and are defending this lawsuit vigorously. The Company does not believe that the data breach incidents were material, nor does it expect that the outcome of the FTC litigation will have a material effect on the Company's results of operations, financial position or cash flows. On March 26, 2013, the Company's, WHG's, WHR's and WHM's motion to transfer venue of the lawsuit from Arizona to the Federal District Court for the District of New Jersey was granted. WHR's motion to dismiss the lawsuit was denied on April 7, 2014. The Court granted WHR's motion to certify its order denying WHR's motion to dismiss for interlocutory appeal on June 23, 2014. The motion to dismiss filed by the Company, WHG and WHM was denied on June 23, 2014. On July 29, 2014, the Third Circuit Court of Appeals granted WHR's request to file an interlocutory appeal of the District Court's denial of its motion to dismiss. WHR filed its brief in support of its interlocutory appeal on October 6, 2014. The Company is unable at this time to estimate any loss or range of reasonably possible loss.

The Company records an accrual for legal contingencies when it determines, after consultation with outside counsel, that it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. In making such determinations, the Company evaluates, among other things, the degree of probability of an unfavorable outcome and, when it is probable that a liability has been incurred, the Company's ability to make a reasonable estimate of loss. The Company reviews these accruals each reporting period and makes revisions based on changes in facts and circumstances including changes to its strategy in dealing with these matters.

The Company believes that it has adequately accrued for such matters with reserves of \$24 million and \$22 million as of September 30, 2014 and December 31, 2013, respectively. Such reserves are exclusive of matters relating to the Company's separation from Cendant ("Separation"). For matters not requiring accrual, the Company believes that such matters will not have a material effect on its results of operations, financial position or cash flows based on information currently available. However, litigation is inherently unpredictable and, although the Company believes that its accruals are adequate and/or that it has valid defenses in these matters, unfavorable results could occur. As such, an adverse outcome from such proceedings for which claims are awarded in excess of the amounts accrued, if any, could be material to the Company with respect to earnings and/or cash flows in any given reporting period. As of September 30, 2014, the potential exposure resulting from adverse outcomes of such legal proceedings could, in the aggregate, range up to \$28 million in excess of recorded accruals. However, the Company does not believe that the impact of such litigation should result in a material liability to the Company in relation to its consolidated financial position or liquidity.

Other Guarantees/Indemnifications

Lodging

From time to time, the Company may enter into a hotel management agreement that provides the hotel owner with a guarantee of a certain level of profitability based upon various metrics. Under such an agreement, the Company would be required to compensate such hotel owner for any profitability shortfall over the life of the management agreement up to a specified aggregate amount. For certain agreements, the Company may be able to recapture all or a portion of the shortfall payments in the event that future operating results exceed targets. The terms of such guarantees generally range from 7 to 10 years and certain agreements may provide for early termination provisions under certain circumstances. As of September 30, 2014, the maximum potential amount of future payments that may be made under these guarantees was \$136 million with a combined annual cap of \$39 million. The Company had an additional guarantee of \$30 million with a \$3 million cap for 2014 with no annual cap thereafter.

In connection with such performance guarantees, as of September 30, 2014, the Company maintained a liability of \$35 million, of which \$4 million was included in accrued expenses and other current liabilities and \$31 million was included in other non-current liabilities on its Consolidated Balance Sheet. As of September 30, 2014, the Company also had a corresponding \$40 million asset related to these guarantees, of which \$4 million was included in other current assets and \$36 million was included in other non-current assets on its Consolidated Balance Sheet. As of December 31, 2013, the Company maintained a liability of \$45 million, of which \$8 million was included in accrued expenses and other current liabilities and \$37 million was included in other non-current liabilities on its Consolidated Balance Sheet. As of December 31, 2013, the Company also had a corresponding \$43 million asset related to the guarantees, of which \$4 million was included in other current assets and \$39 million was included in other non-current assets on its Consolidated Balance Sheet. Such assets are being amortized on a straight-line basis over the life of the agreements. The amortization expense for the performance guarantees noted above was \$1 million and \$3 million for the three and nine months ended September 30, 2014, respectively, and \$1 million and \$2 million for the three and nine months ended September 30, 2013, respectively.

For guarantees subject to recapture provisions, the Company had a receivable of \$31 million as of September 30, 2014, of which \$6 million was included in other current assets and \$25 million was included in other non-current assets on the Company's Consolidated Balance Sheet. As of December 31, 2013, the Company had a receivable of \$24 million which was included in other non-current assets on the Company's Consolidated Balance Sheet. Such receivables were the result of payments made to date which are subject to recapture and which the Company believes will be recoverable from future operating performance.

Vacation Ownership

The Company guarantees its vacation ownership subsidiary's obligations to repurchase completed property in Las Vegas, Nevada and Avon, Colorado from a third party developer subject to the properties meeting the Company's vacation ownership resort standards and provided that the third party developer has not sold the properties to another party. The maximum potential future payments that the Company could be required to make under these commitments were \$365 million as of September 30, 2014.

The Company entered into a management agreement that provides a guarantee of a certain level of profitability based upon various metrics. As of September 30, 2014, the maximum potential amount of future payments that may be made under this guarantee was \$11 million with an annual cap of \$1 million.

Cendant Litigation

Under the Separation agreement, the Company agreed to be responsible for 37.5% of certain of Cendant's contingent and other corporate liabilities and associated costs, including certain contingent litigation. Since the Separation, Cendant settled the majority of the lawsuits pending on the date of the Separation. See also Note 16 - Separation Adjustments and Transactions with Former Parent and Subsidiaries regarding contingent litigation liabilities resulting from the Separation.

12. Accumulated Other Comprehensive Income

The components of AOCI are as follows:

	Foreign Currency Translation Adjustments	Unrealized Gains/(Losses) on Cash Flow Hedges	Defined Benefit Pension Plans	AOCI
Pretax				
Balance, December 31, 2013	\$ 111	\$ (8)	\$ (4)	\$ 99
Period change	(67)	2	—	(65)
Balance, September 30, 2014	\$ 44	\$ (6)	\$ (4)	\$ 34

	Foreign Currency Translation Adjustments	Unrealized Gains/(Losses) on Cash Flow Hedges	Defined Benefit Pension Plans	AOCI
Tax				
Balance, December 31, 2013	\$ 18	\$ 4	\$ 1	\$ 23
Period change	1	(1)	—	—
Balance, September 30, 2014	\$ 19	\$ 3	\$ 1	\$ 23

	Foreign Currency Translation Adjustments	Unrealized Gains/(Losses) on Cash Flow Hedges	Defined Benefit Pension Plans	AOCI
Net of Tax				
Balance, December 31, 2013	\$ 129	\$ (4)	\$ (3)	\$ 122
Period change	(66)	1	—	(65)
Balance, September 30, 2014	\$ 63	\$ (3)	\$ (3)	\$ 57

Currency translation adjustments exclude income taxes related to investments in foreign subsidiaries where the Company intends to reinvest the undistributed earnings indefinitely in those foreign operations.

13. Stock-Based Compensation

The Company has a stock-based compensation plan available to grant RSUs, SSARs, PSUs and other stock or cash-based awards to key employees, non-employee directors, advisors and consultants. Under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan, as amended, a maximum of 36.7 million shares of common stock may be awarded. As of September 30, 2014, 16.6 million shares remained available.

Incentive Equity Awards Granted by the Company

The activity related to incentive equity awards granted by the Company for the nine months ended September 30, 2014 consisted of the following:

	RSUs		PSUs		SSARs	
	Number of RSUs	Weighted Average Grant Price	Number of PSUs	Weighted Average Grant Price	Number of SSARs	Weighted Average Exercise Price
Balance as of December 31, 2013	2.6	\$ 43.11	0.8	\$ 43.36	1.1	\$ 21.43
Granted ^(a)	0.7	72.94	0.2	72.97	0.1	72.97
Vested/exercised	(1.2)	36.76	(0.3)	30.61	(0.5)	3.69
Balance as of September 30, 2014	2.1 ^{(b)(c)}	56.45	0.7 ^(d)	57.99	0.7 ^{(b)(e)}	40.09

^(a) Primarily represents awards granted by the Company on February 27, 2014.

^(b) Aggregate unrecognized compensation expense related to RSUs and SSARs was \$95 million as of September 30, 2014, which is expected to be recognized over a weighted average period of 2.7 years.

^(c) Approximately 2.0 million RSUs outstanding as of September 30, 2014 are expected to vest over time.

^(d) Maximum aggregate unrecognized compensation expense was \$23 million as of September 30, 2014.

^(e) Approximately 487,000 SSARs are exercisable as of September 30, 2014. The Company assumes that all unvested SSARs are expected to vest over time. SSARs outstanding as of September 30, 2014 had an intrinsic value of \$30 million and have a weighted average remaining contractual life of 2.8 years.

On February 27, 2014, the Company granted incentive equity awards totaling \$54 million to key employees and senior officers of Wyndham in the form of RSUs and SSARs. These awards will vest ratably over a period of four years. In addition, on February 27, 2014, the Company approved a grant of incentive equity awards totaling \$14 million to key employees and senior officers of Wyndham in the form of PSUs. These awards cliff vest on the third anniversary of the grant date, contingent upon the Company achieving certain performance metrics.

The fair value of SSARs granted by the Company on February 27, 2014 was estimated on the date of the grant using the Black-Scholes option-pricing model with the relevant weighted average assumptions outlined in the table below. Expected volatility is based on both historical and implied volatilities of the Company's stock over the estimated expected life of the SSARs. The expected life represents the period of time the SSARs are expected to be outstanding and is based on historical experience given consideration to the contractual terms and vesting periods of the SSARs. The risk free interest rate is based on yields on U.S. Treasury strips with a maturity similar to the estimated expected life of the SSARs. The projected dividend yield was based on the Company's anticipated annual dividend divided by the price of the Company's stock on the date of the grant.

	SSARs Issued on February 27, 2014	
Grant date fair value	\$	20.36
Grant date strike price	\$	72.97
Expected volatility		35.86%
Expected life		5.1 years
Risk free interest rate		1.54%
Projected dividend yield		1.92%

Stock-Based Compensation Expense

The Company recorded stock-based compensation expense of \$13 million and \$43 million during the three and nine months ended September 30, 2014, respectively, and \$13 million and \$38 million during the three and nine months ended September 30, 2013, respectively, related to the incentive equity awards granted to key employees and senior officers by the Company. The Company recognized a net tax benefit of \$5 million and \$17 million during the three and nine months ended September 30, 2014, respectively, and \$5 million and \$15 million during the three and nine months ended September 30, 2013, respectively, for stock-based compensation arrangements on the Consolidated Statements of Income. During the nine months ended September 30, 2014, the Company increased its pool of excess tax benefits available to absorb tax deficiencies (“APIC Pool”) by \$34 million due to the vesting of RSUs, PSUs and SSARS. As of September 30, 2014, the Company’s APIC Pool balance was \$112 million.

The Company paid \$63 million and \$26 million of taxes for the net share settlement of incentive equity awards during the nine months ended September 30, 2014 and 2013, respectively. Such amounts are included within financing activities on the Consolidated Statements of Cash Flows.

14. Segment Information

The reportable segments presented below represent the Company’s operating segments for which separate financial information is available and which is utilized on a regular basis by its chief operating decision maker to assess performance and to allocate resources. In identifying its reportable segments, the Company also considers the nature of services provided by its operating segments. Management evaluates the operating results of each of its reportable segments based upon net revenues and “EBITDA”, which is defined as net income before depreciation and amortization, interest expense (excluding consumer financing interest), early extinguishment of debt, interest income (excluding consumer financing interest) and income taxes, each of which is presented on the Consolidated Statements of Income. The Company’s presentation of EBITDA may not be comparable to similarly-titled measures used by other companies.

	Three Months Ended September 30,			
	2014		2013	
	Net Revenues	EBITDA	Net Revenues	EBITDA
Lodging ^(a)	\$ 315	\$ 100	\$ 297	\$ 95
Vacation Exchange and Rentals	512	159	470	141
Vacation Ownership	704	188	677	176
Total Reportable Segments	1,531	447	1,444	412
Corporate and Other ^(b)	(17)	(36)	(17)	(33)
Total Company	\$ 1,514	\$ 411	\$ 1,427	\$ 379

Reconciliation of EBITDA to Net income attributable to Wyndham shareholders

	Three Months Ended September 30,	
	2014	2013
EBITDA	\$ 411	\$ 379
Depreciation and amortization	60	54
Interest expense	28	31
Interest income	(2)	(2)
Income before income taxes	325	296
Provision for income taxes	119	109
Net income attributable to Wyndham shareholders	\$ 206	\$ 187

^(a) Includes \$11 million of intersegment trademark fees during both the three months ended September 30, 2014 and 2013, which are offset in expenses primarily at the Company’s Vacation Ownership segment and are eliminated in Corporate and Other. Additionally, includes \$2 million and \$3 million of hotel management reimbursable revenues for the three months ended September 30, 2014 and 2013, respectively, which are charged to the Company’s Vacation Ownership segment and are eliminated in Corporate and Other.

^(b) Includes the elimination of transactions between segments.

Nine Months Ended September 30,

	2014		2013	
	Net Revenues	EBITDA	Net Revenues	EBITDA
Lodging ^(a)	\$ 835	\$ 250	\$ 782	\$ 232
Vacation Exchange and Rentals	1,293	333	1,220	320
Vacation Ownership	1,970	488	1,856	447
Total Reportable Segments	4,098	1,071	3,858	999
Corporate and Other ^(b)	(48)	(104)	(44)	(89)
Total Company	<u>\$ 4,050</u>	<u>\$ 967</u>	<u>\$ 3,814</u>	<u>\$ 910</u>

Reconciliation of EBITDA to Net income attributable to Wyndham shareholders

	Nine Months Ended September 30,	
	2014	2013
EBITDA	\$ 967	\$ 910
Depreciation and amortization	175	160
Interest expense	84	97
Early extinguishment of debt	—	111
Interest income	(6)	(6)
Income before income taxes	714	548
Provision for income taxes	265	201
Net income	449	347
Net income attributable to noncontrolling interest	(1)	(1)
Net income attributable to Wyndham shareholders	<u>\$ 448</u>	<u>\$ 346</u>

^(a) Includes \$31 million and \$29 million of intersegment trademark fees during the nine months ended September 30, 2014 and 2013, respectively, which are offset in expenses primarily at the Company's Vacation Ownership segment and are eliminated in Corporate and Other. Additionally, includes \$6 million and \$4 million of hotel management reimbursable revenues during the nine months ended September 30, 2014 and 2013, respectively, which are charged to the Company's Vacation Ownership segment and are eliminated in Corporate and Other.

^(b) Includes the elimination of transactions between segments.

15. Restructuring and Impairment

Restructuring

During the fourth quarter of 2013, the Company committed to an organizational realignment initiative at its lodging business, primarily focused on optimizing its marketing structure. During the nine months ended September 30, 2014, the Company reduced its liability with \$5 million of cash payments and reversed \$1 million of previously recorded contract termination costs. The remaining liability of \$1 million as of September 30, 2014 is expected to be paid in cash primarily by the end of 2014.

In addition to the restructuring plan implemented during 2013, the Company has a remaining liability of \$4 million as of September 30, 2014 for prior restructuring plans.

The activity associated with the Company's restructuring plans is summarized by category as follows:

	Liability as of			Liability as of
	December 31, 2013	Cash Payments	Other	September 30, 2014
Personnel-related	\$ 6	\$ (5)	\$ —	\$ 1
Facility-related	4	—	—	4
Contract terminations	1	—	(1) (*)	—
	<u>\$ 11</u>	<u>\$ (5)</u>	<u>\$ (1)</u>	<u>\$ 5</u>

(*) Represents a reversal of previously recorded expenses at the Company's lodging business.

Impairment

During the third quarter of 2014, the Company recorded an \$8 million non-cash impairment charge at its lodging business related to the write-down of an investment in a joint venture. The impairment was the result of the joint venture's recurring losses and negative operating cash flows. Such charge is recorded within asset impairment on the Consolidated Statements of Income.

16. Separation Adjustments and Transactions with Former Parent and Subsidiaries

Transfer of Cendant Corporate Liabilities and Issuance of Guarantees to Cendant and Affiliates

Pursuant to the Separation and Distribution Agreement, upon the distribution of the Company's common stock to Cendant shareholders, the Company entered into certain guarantee commitments with Cendant (pursuant to the assumption of certain liabilities and the obligation to indemnify Cendant and Realogy and travel distribution services ("Travelport") for such liabilities) and guarantee commitments related to deferred compensation arrangements with each of Cendant and Realogy. These guarantee arrangements primarily relate to certain contingent litigation liabilities, contingent tax liabilities, and Cendant contingent and other corporate liabilities, of which the Company assumed and is responsible for 37.5% while Realogy is responsible for the remaining 62.5%. The remaining amount of liabilities which were assumed by the Company in connection with the Separation was \$40 million and \$39 million as of September 30, 2014 and December 31, 2013, respectively. These amounts were comprised of certain Cendant corporate liabilities which were recorded on the books of Cendant as well as additional liabilities which were established for guarantees issued at the date of Separation, related to certain unresolved contingent matters and certain others that could arise during the guarantee period. Regarding the guarantees, if any of the companies responsible for all or a portion of such liabilities were to default in its payment of costs or expenses related to any such liability, the Company would be responsible for a portion of the defaulting party or parties' obligation(s). The Company also provided a default guarantee related to certain deferred compensation arrangements related to certain current and former senior officers and directors of Cendant, Realogy and Travelport. These arrangements were valued upon the Separation in accordance with the guidance for guarantees and recorded as liabilities on the Consolidated Balance Sheets. To the extent such recorded liabilities are not adequate to cover the ultimate payment amounts, such excess will be reflected as an expense to the results of operations in future periods.

As a result of the sale of Realogy on April 10, 2007, Realogy was required to post a letter of credit in an amount acceptable to the Company and Avis Budget Group (formerly known as Cendant) to satisfy its obligations for the Cendant legacy contingent liabilities. As of September 30, 2014, the letter of credit was \$53 million.

As of September 30, 2014, the \$40 million of Separation related liabilities is comprised of \$36 million for tax liabilities, \$1 million for liabilities of previously sold businesses of Cendant, \$1 million for other contingent and corporate liabilities and \$2 million of liabilities where the calculated guarantee amount exceeded the contingent liability assumed at the Separation Date. In connection with these liabilities, \$26 million is included within current due to former Parent and subsidiaries and \$12 million is included within long-term due to former Parent and subsidiaries as of September 30, 2014 on the Consolidated Balance Sheet. The Company will indemnify Cendant for these contingent liabilities and therefore any payments made to the third party would be through the former Parent. The \$2 million relating to guarantees is included within other current liabilities as of September 30, 2014 on the Consolidated Balance Sheet. The actual timing of payments relating to these liabilities is dependent on a variety of factors beyond the Company's control. In addition, the Company had \$1 million of receivables due from former Parent and subsidiaries primarily relating to income taxes, as of both September 30, 2014 and December 31, 2013, which is included within other current assets on the Consolidated Balance Sheets.

**17. Subsequent
Events**

Securitization Term Transaction

On October 15, 2014, the Company closed a securitization facility, Premium Yield Facility 2014-A LLC, in the initial principal amount of \$204 million, utilizing previously non-securitized vacation ownership contract receivables at an advance rate of 58%. These borrowings bear interest at a coupon rate of 3.00% and are secured by vacation ownership contract receivables.

Repurchase Authorization

On October 22, 2014, the Company's Board of Directors increased the authorization for the Company's stock repurchase program by \$1.0 billion.

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

FORWARD-LOOKING STATEMENTS

This report includes “forward-looking” statements, as that term is defined by the Securities and Exchange Commission (“SEC”) in its rules, regulations and releases. Forward-looking statements are any statements other than statements of historical fact, including statements regarding our expectations, beliefs, hopes, intentions or strategies regarding the future. In some cases, forward-looking statements can be identified by the use of words such as “may,” “expects,” “should,” “believes,” “plans,” “anticipates,” “estimates,” “predicts,” “potential,” “continue,” or other words of similar meaning. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those discussed in, or implied by, the forward-looking statements. Factors that might cause such a difference include, but are not limited to, general economic conditions, our financial and business prospects, our capital requirements, our financing prospects, our relationships with associates, and those disclosed as risks under “Risk Factors” in Part II, Item 1A of this report. We caution readers that any such statements are based on currently available operational, financial and competitive information, and they should not place undue reliance on these forward-looking statements, which reflect management’s opinion only as of the date on which they were made. Except as required by law, we disclaim any obligation to review or update these forward-looking statements to reflect events or circumstances as they occur.

BUSINESS AND OVERVIEW

We are a global provider of hospitality services and products and operate our business in the following three segments:

- **Lodging**—primarily franchises hotels in the upscale, upper midscale, midscale, economy and extended stay segments and provides hotel management services for full-service and select limited-service hotels.
- **Vacation Exchange and Rentals**—provides vacation exchange services and products to owners of intervals of vacation ownership interests (“VOIs”) and markets vacation rental properties primarily on behalf of independent owners.
- **Vacation Ownership**—develops, markets and sells VOIs to individual consumers, provides consumer financing in connection with the sale of VOIs and provides property management services at resorts.

RESULTS OF OPERATIONS

Discussed below are our key operating statistics, consolidated results of operations and the results of operations for each of our reportable segments. The reportable segments presented below represent our operating segments for which discrete financial information is available and which is utilized on a regular basis by our chief operating decision maker to assess performance and to allocate resources. In identifying our reportable segments, we also consider the nature of services provided by our operating segments. Management evaluates the operating results of each of our reportable segments based upon net revenues and “EBITDA” (a non-GAAP measure), which is defined as net income before depreciation and amortization, interest expense (excluding consumer financing interest), early extinguishment of debt, interest income (excluding consumer financing interest) and income taxes. Our presentation of EBITDA may not be comparable to similarly-titled measures used by other companies.

OPERATING STATISTICS

The table below presents our operating statistics for the three months ended September 30, 2014 and 2013. These operating statistics are the drivers of our revenue and therefore provide an enhanced understanding of our businesses. Refer to the Results of Operations section for a discussion as to how these operating statistics affected our business for the periods presented.

	Three Months Ended September 30,		
	2014	2013	% Change
Lodging			
Number of rooms ^(a)	655,300	638,300	2.7
RevPAR ^(b)	\$ 43.71	\$ 41.78	4.6
Vacation Exchange and Rentals			
Average number of members (in 000s) ^(c)	3,777	3,711	1.8
Exchange revenue per member ^(d)	\$ 171.77	\$ 169.95	1.1
Vacation rental transactions (in 000s) ^{(e) (f)}	455	433	5.1
Average net price per vacation rental ^{(f) (g)}	\$ 727.40	\$ 677.81	7.3
Vacation Ownership			
Gross VOI sales (in 000s) ^{(h) (i)}	\$ 513,000	\$ 536,000	(4.3)
Tours (in 000s) ⁽ⁱ⁾	225	225	—
Volume Per Guest (“VPG”) ^(k)	\$ 2,158	\$ 2,278	(5.3)

- (a) Represents the number of rooms at lodging properties at the end of the period which are under franchise and/or management agreements, or are company owned.
- (b) Represents revenue per available room and is calculated by multiplying the percentage of available rooms occupied during the period by the average rate charged for renting a lodging room for one day.
- (c) Represents members in our vacation exchange programs who paid annual membership dues as of the end of the period or who are within the allowed grace period.
- (d) Represents total annualized revenues generated from fees associated with memberships, exchange transactions, member-related rentals and other servicing for the period divided by the average number of vacation exchange members during the period.
- (e) Represents the number of transactions that are generated during the period in connection with customers booking their vacation rental stays through us. One rental transaction is recorded for each standard one-week rental.
- (f) Includes the impact from acquisitions from the acquisition dates forward. Therefore, such operating statistics for 2014 are not presented on a comparable basis to the 2013 operating statistics.
- (g) Represents the net rental price generated from renting vacation properties to customers and other related rental servicing fees during the period divided by the number of vacation rental transactions during the period.
- (h) Represents total sales of VOIs, including sales under the Wyndham Asset Affiliation Model (“WAAM”) Fee-for-Service, before the net effect of percentage-of-completion (“POC”) accounting and loan loss provisions. We believe that Gross VOI sales provide an enhanced understanding of the performance of our vacation ownership business because it directly measures the sales volume of this business during a given reporting period.
- (i) The following table provides a reconciliation of Gross VOI sales to vacation ownership interest sales for the three months ended September 30 (in millions):

	2014	2013
Gross VOI sales	\$ 513	\$ 536
Less: WAAM Fee-for-Service sales ⁽¹⁾	27	51
Gross VOI sales, net of WAAM Fee-for-Service sales ⁽²⁾	486	486
Less: Loan loss provision	70	102
Less: Impact of POC accounting	1	—
Vacation ownership interest sales	\$ 415	\$ 384

- (1) Represents total sales of VOIs through our WAAM Fee-for-Service sales model designed to offer turn-key solutions for developers or banks in possession of newly developed inventory, which we will sell for a commission fee through our extensive sales and marketing channels. WAAM Fee-for-Service commission revenues were \$18 million and \$33 million for the three months ended September 30, 2014 and 2013, respectively.
- (2) Amounts may not foot due to rounding.
- (i) Represents the number of tours taken by guests in our efforts to sell VOIs.

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- (k) VPG is calculated by dividing Gross VOI sales (excluding tele-sales upgrades, which are non-tour upgrade sales) by the number of tours. Tele-sales upgrades were \$27 million and \$22 million during the three months ended September 30, 2014 and 2013, respectively. We have excluded non-tour upgrade sales in the calculation of VPG because non-tour upgrade sales are generated by a different marketing channel. We believe that VPG provides an enhanced understanding of the performance of our vacation ownership business because it directly measures the efficiency of this business's tour selling efforts during a given reporting period.

THREE MONTHS ENDED SEPTEMBER 30, 2014 VS. THREE MONTHS ENDED SEPTEMBER 30, 2013

Our consolidated results are as follows:

	Three Months Ended September 30,		
	2014	2013	Favorable/(Unfavorable)
Net revenues	\$ 1,514	\$ 1,427	\$ 87
Expenses	1,163	1,104	(59)
Operating income	351	323	28
Other income, net	—	(2)	(2)
Interest expense	28	31	3
Interest income	(2)	(2)	—
Income before income taxes	325	296	29
Provision for income taxes	119	109	(10)
Net income attributable to Wyndham shareholders	\$ 206	\$ 187	\$ 19

Net revenues increased \$87 million (6.1%) for the three months ended September 30, 2014 compared with the same period last year primarily resulting from:

- a \$31 million increase at our exchange and rentals business resulting primarily from stronger volume and yield on rental transactions;
- \$27 million of higher revenues at our vacation ownership business primarily resulting from higher net VOI sales due to a lower loan loss provision partially offset by lower commission revenues on gross VOI sales under WAAM Fee-for-Service;
- an \$18 million increase at our lodging business primarily from higher royalty, marketing and reservation (inclusive of Wyndham Rewards) revenues and higher ancillary services fees; and
- \$11 million of favorable foreign currency translation.

Expenses increased \$59 million (5.3%) for the three months ended September 30, 2014 compared with the same period last year primarily reflecting:

- \$40 million of higher expenses from operations primarily related to the revenue increases;
- an \$8 million non-cash impairment charge related to the write-down of an investment in a joint venture at our lodging business;
- a \$6 million increase in depreciation and amortization resulting from property and equipment additions; and
- \$5 million of higher expenses from foreign currency translation.

Interest expense decreased \$3 million for the three months ended September 30, 2014 compared to the prior year primarily due to the impact of the interest rate swaps entered into during the third quarter of 2013.

As a result of these items, net income attributable to Wyndham shareholders increased \$19 million (10.2%) as compared to the third quarter of 2013.

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Following is a discussion of the results of each of our segments and Corporate and Other for the three months ended September 30, 2014 compared to September 30, 2013:

	Net Revenues			EBITDA		
	2014	2013	% Change	2014	2013	% Change
Lodging	\$ 315	\$ 297	6.1	\$ 100 ^(b)	\$ 95	5.3
Vacation Exchange and Rentals	512	470	8.9	159	141	12.8
Vacation Ownership	704	677	4.0	188	176	6.8
Total Reportable Segments	1,531	1,444	6.0	447	412	8.5
Corporate and Other ^(a)	(17)	(17)	—	(36)	(33) ^(c)	(9.1)
Total Company	\$ 1,514	\$ 1,427	6.1	\$ 411	\$ 379	8.4

Reconciliation of EBITDA to Net income attributable to Wyndham shareholders

	2014	2013
EBITDA	\$ 411	\$ 379
Depreciation and amortization	60	54
Interest expense	28	31
Interest income	(2)	(2)
Income before income taxes	325	296
Provision for income taxes	119	109
Net income attributable to Wyndham shareholders	\$ 206	\$ 187

^(a) Includes the elimination of transactions between segments.

^(b) Includes an \$8 million write-down of an investment in a joint venture, partially offset by a \$1 million reversal of a portion of a restructuring reserve established during the fourth quarter of 2013.

^(c) Includes \$1 million of a net benefit related to the resolution of and adjustment to certain contingent liabilities and assets resulting from our separation from Cendant.

Lodging

Net revenues increased \$18 million (6.1%) and EBITDA increased \$5 million (5.3%) during the three months ended September 30, 2014 compared with the same period during 2013. EBITDA was unfavorably impacted by an \$8 million non-cash impairment charge related to the write-down of an investment in a joint venture during the third quarter of 2014.

Net revenues reflect a \$17 million increase in royalty, marketing and reservation fees (inclusive of Wyndham Rewards) primarily due to (i) a 4.6% increase in global RevPAR resulting primarily from an 8.4% increase in domestic RevPAR, partially offset by a 3.5% decrease in international RevPAR and (ii) a 2.7% increase in system size. Such increases in royalty, marketing and reservation revenues were partially offset by the absence of \$11 million of fees charged for the global conference held during the third quarter of 2013, which were fully offset in expenses. Other franchise and ancillary services increased \$10 million primarily from our co-branded credit card program resulting from the impact of a new agreement executed during the third quarter of 2014 as well as growth in such program.

The increase in net revenues also reflects \$3 million of higher reimbursable revenues in our hotel management business which had no impact on EBITDA.

EBITDA was unfavorably impacted by \$19 million of higher marketing, reservation and Wyndham Rewards expenses primarily resulting from (i) the impact of the marketing and reservation revenue increases as we are obligated to spend such revenues on behalf of our franchisees and (ii) the timing of marketing spend. Such increase in marketing expenses were partially offset by the absence of costs associated with the global conference during the third quarter of 2013.

In addition, EBITDA reflects \$4 million of expense reductions primarily related to lower bad debts and the reversal of a portion of a restructuring charge incurred during 2013.

As of September 30 2014, we had approximately 7,590 properties and 655,300 rooms in our system. Additionally, our hotel development pipeline included over 960 hotels and over 116,000 rooms, of which 57% were international and 66% were new construction as of September 30, 2014.

Vacation Exchange and Rentals

Net revenues and EBITDA increased \$42 million (8.9%) and \$18 million (12.8%), respectively, during the third quarter of 2014 compared with the third quarter of 2013. Foreign currency translation favorably impacted net revenues and EBITDA by \$11 million and \$6 million, respectively.

Our acquisition of a vacation rental business contributed \$5 million of incremental revenues (inclusive of \$1 million of ancillary revenues) and \$3 million of incremental EBITDA during the third quarter of 2014.

Net revenues generated from rental transactions and related services increased \$38 million. Excluding a favorable foreign currency translation impact of \$11 million and \$4 million of incremental vacation rental revenues from acquisitions, net revenues generated from rental transactions and related services increased \$23 million due to (i) a 3.8% increase in average net price per vacation rental driven by higher yield at our U.K.-based James Villa Holidays and our Netherlands-based Landal GreenParks businesses, partially offset by lower yield at our Denmark-based Novasol business and (ii) a 3.6% increase in rental transaction volume primarily at Novasol, Wyndham Vacation Rentals U.K. and Landal GreenParks.

Exchange and related service revenues, which principally consist of fees generated from memberships, exchange transactions, member-related rentals and other member servicing, increased \$4 million. The average number of members increased 1.8% principally resulting from improved retention and growth in new members in North America and Latin America. In addition, exchange revenue per member increased 1.1% primarily resulting from higher exchange yield in North America, incremental revenues from new affiliate club servicing programs and growth in new products, partially offset by a decline in Venezuela resulting from macroeconomic factors and the impact of growth in club memberships in North America where there is a lower propensity to transact.

In addition, EBITDA was unfavorably impacted by (i) \$15 million of higher costs resulting from revenue increases in our vacation rental businesses and (ii) a \$2 million foreign exchange loss related to Venezuela. Such decreases in EBITDA were partially offset by a \$2 million favorable impact from foreign exchange transactions and foreign exchange contracts.

Vacation Ownership

Net revenues and EBITDA increased \$27 million (4.0%) and \$12 million (6.8%), respectively, during the three months ended September 30, 2014 compared with the same period in 2013.

Gross VOI sales decreased \$23 million (4.3%) compared to the same period last year primarily due to a 5.3% decrease in VPG resulting from an increase in the percentage of new owner tours which generally have a lower VPG than tours to existing owners. Tours remained flat compared to the prior year.

Net VOI revenue increased \$31 million (8.1%) compared to the same period last year reflecting a \$32 million decrease in our provision for loan losses due to favorable default trends resulting from a tightening of our credit standards.

Commission revenues generated by WAAM Fee-for-Service decreased \$15 million compared to the prior year as a result of a \$24 million reduction in gross VOI sales under WAAM Fee-for-Service. EBITDA generated from WAAM Fee-for-Service decreased \$7 million compared to the prior year primarily due to the decline in gross VOI sales under WAAM Fee-for-Service as we shift our focus towards WAAM Just-in-Time inventory.

Consumer financing revenues were flat compared to the prior year. Higher weighted average interest rates earned on contract receivables were offset by a lower average portfolio balance. EBITDA increased \$2 million reflecting lower interest expense as a result of a reduction in the weighted average interest rate on our securitized debt to 3.7% from 4.2%. As a result, our net interest income margin increased to 83% compared to 82% during 2013.

Property management revenues increased \$7 million primarily resulting from higher reimbursable revenues and management fees. EBITDA increased \$4 million due to the increase in management fees and lower operating expenses.

In addition, EBITDA was unfavorably impacted by (i) \$20 million of higher sales and marketing expenses primarily due to an increase in costs to generate tours for new owners and (ii) a \$6 million increase in the cost of VOI sales due to the impact on estimated inventory recoveries resulting from a reduction in the provision for loan losses.

Such decreases to EBITDA were partially offset by a \$6 million reduction in expenses primarily due to lower maintenance fees for unsold inventory and a decrease in legal fees.

Corporate and Other

Corporate and Other revenues, which represents the elimination of intersegment revenues charged principally between our vacation ownership and lodging businesses, remained flat during the three months ended September 30, 2014 compared to 2013.

Corporate expenses (excluding intercompany expense eliminations) increased \$3 million during the three months ended September 30, 2014 compared to the prior year primarily due to information technology costs and professional fees.

NINE MONTHS ENDED SEPTEMBER 30, 2014 VS. NINE MONTHS ENDED SEPTEMBER 30, 2013

Our consolidated results are as follows:

	Nine Months Ended September 30,		
	2014	2013	Favorable/(Unfavorable)
Net revenues	\$ 4,050	\$ 3,814	\$ 236
Expenses	3,263	3,070	(193)
Operating income	787	744	43
Other income, net	(5)	(6)	(1)
Interest expense	84	97	13
Early extinguishment of debt	—	111	111
Interest income	(6)	(6)	—
Income before income taxes	714	548	166
Provision for income taxes	265	201	(64)
Net income	449	347	102
Net income attributable to noncontrolling interest	(1)	(1)	—
Net income attributable to Wyndham shareholders	\$ 448	\$ 346	\$ 102

Net revenues increased \$236 million (6.2%) for the nine months ended September 30, 2014 compared with the same period last year primarily resulting from:

- \$114 million of higher revenues at our vacation ownership business resulting primarily from higher net VOI sales;
- a \$49 million increase at our lodging business (excluding \$4 million of intersegment revenues) primarily from higher royalty and marketing and reservation (inclusive of Wyndham Rewards) revenues and higher reimbursable revenues in our hotel management business;
- a \$48 million increase at our exchange and rentals business resulting primarily from stronger volume and yield on rental transactions;
- and
- \$25 million of favorable foreign currency translation.

Expenses increased \$193 million (6.3%) for the nine months ended September 30, 2014 compared with the same period last year primarily reflecting:

- \$126 million of higher expenses from operations primarily related to the revenue increases;
- \$18 million of higher expenses from foreign currency translation;
- a \$15 million increase in depreciation and amortization resulting from property and equipment additions;
- a \$12 million increase in legal expenses primarily related to the absence of an \$11 million favorable impact from the settlement and partial insurance reimbursement of a lawsuit in our vacation ownership business during the first quarter of 2013;
- a \$10 million foreign exchange loss related to the devaluation of the official exchange rate of Venezuela during the first quarter of 2014;
- an \$8 million non-cash impairment charge related to the write-down of an investment in a joint venture at our lodging business;
- and
- \$6 million of expense related to an allowance recorded on an indemnification receivable that was established as a result of the Shell acquisition.

Interest expense decreased \$13 million for the nine months ended September 30, 2014 compared to the prior year primarily due to the impact of the interest rate swaps entered into during the third quarter of 2013.

During 2013, we incurred \$111 million of expenses for the early repurchase of a portion of our 5.75%, 7.375% and 6.00% senior unsecured notes and the remaining portion of our 9.875% senior unsecured notes.

As a result of these items, net income attributable to Wyndham shareholders increased \$102 million (29.5%) as compared to the nine months ended September 30, 2013.

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Following is a discussion of the results of each of our segments and Corporate and Other for the nine months ended September 30, 2014 compared to September 30, 2013:

	Net Revenues			EBITDA		
	2014	2013	% Change	2014	2013	% Change
Lodging	\$ 835	\$ 782	6.8	\$ 250 ^(b)	\$ 232	7.8
Vacation Exchange and Rentals	1,293	1,220	6.0	333 ^(c)	320	4.1
Vacation Ownership	1,970	1,856	6.1	488	447 ^(f)	9.2
Total Reportable Segments	4,098	3,858	6.2	1,071	999	7.2
Corporate and Other ^(a)	(48)	(44)	(9.1)	(104) ^(d)	(89) ^(g)	(16.9)
Total Company	\$ 4,050	\$ 3,814	6.2	\$ 967	\$ 910	6.3

Reconciliation of EBITDA to Net income attributable to Wyndham shareholders

	2014	2013
EBITDA	\$ 967	\$ 910
Depreciation and amortization	175	160
Interest expense	84 ^(e)	97
Early extinguishment of debt	—	111 ^(h)
Interest income	(6)	(6)
Income before income taxes	714	548
Provision for income taxes	265	201
Net income	449	347
Net income attributable to noncontrolling interest	(1)	(1)
Net income attributable to Wyndham shareholders	\$ 448	\$ 346

(a) Includes the elimination of transactions between segments.

(b) Includes (i) an \$8 million write-down of an investment in a joint venture and (ii) \$4 million of costs associated with an executive's departure from the Company, partially offset by a \$1 million reversal of a portion of a restructuring reserve established during the fourth quarter of 2013.

(c) Includes \$10 million of foreign currency loss related to the devaluation of the official exchange rate of Venezuela, partially offset by a \$2 million benefit resulting from the reversal of a reserve for value-added taxes established during 2011.

(d) Includes \$1 million of a net expense from the resolution of and adjustment to certain contingent liabilities and assets resulting from our separation from Cendant.

(e) Includes \$2 million of the reversal of a reserve for value-added taxes established during 2011.

(f) Includes \$2 million of costs incurred in connection with the acquisition of the Midtown 45 property in New York City through the consolidation of a special purpose entity ("SPE"), which is being converted to WAAM Just-in-Time inventory.

(g) Includes \$1 million of a net expense related to the resolution of and adjustment to certain contingent liabilities and assets resulting from our separation from Cendant.

(h) Represents costs incurred for the early repurchase of a portion of our 5.75%, 7.375% and 6.00% senior unsecured notes and the remaining portion of our 9.875% senior unsecured notes.

Lodging

Net revenues increased \$53 million (6.8%) and EBITDA increased \$18 million (7.8%) during the nine months ended September 30, 2014 compared with the same period during 2013. EBITDA was unfavorably impacted by an \$8 million non-cash impairment charge related to the write-down of an investment in a joint venture and \$4 million of termination costs associated with the departure of an executive from the Company.

Net revenues reflect a \$39 million increase in royalty, marketing and reservation fees (inclusive of Wyndham Rewards) primarily due to (i) a 4.8% increase in global RevPAR resulting primarily from an 8.3% increase in domestic RevPAR, partially offset by a 3.2% decrease in international RevPAR and (ii) a 2.7% increase in system size. Such increases in royalty, marketing and reservation revenues were partially offset by the absence of \$11 million of fees charged for the global conference held

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during the third quarter of 2013, which were fully offset in expenses. Other franchise and ancillary services increased \$11 million primarily from our co-branded credit card program resulting from the impact of a new agreement executed during the third quarter of 2014 as well as growth in such program.

The increase in net revenues also reflects \$16 million of higher reimbursable revenues (inclusive of \$2 million of intersegment revenues) in our hotel management business which had no impact on EBITDA. Such increase was primarily the result of new management agreements executed during 2014 and the second half of 2013.

Net revenues and EBITDA decreased \$4 million and \$3 million, respectively, from our owned hotels compared to the same period last year due to the impact of renovations at the Wyndham Grand Rio Mar.

EBITDA was unfavorably impacted by \$28 million of higher marketing, reservation and Wyndham Rewards expenses primarily resulting from (i) the impact of the marketing and reservation revenue increases as we are obligated to spend such revenues on behalf of our franchisees and (ii) the timing of marketing spend. Such increase in marketing expenses were partially offset by the absence of costs associated with the global conference during the third quarter of 2013.

In addition, EBITDA reflects \$9 million of lower expenses primarily associated with ancillary services and bad debts.

Vacation Exchange and Rentals

Net revenues and EBITDA increased \$73 million (6.0%) and \$13 million (4.1%), respectively, during the nine months ended September 30, 2014 compared with the same period during 2013. Foreign currency translation favorably impacted net revenues and EBITDA by \$25 million and \$7 million, respectively. EBITDA also reflects a \$10 million foreign exchange loss related to the devaluation of the official exchange rate of Venezuela during the first quarter of 2014, partially offset by a \$2 million benefit resulting from the reversal of a reserve for value-added taxes established during 2011.

Our acquisition of a vacation rental business contributed \$8 million of incremental revenues (inclusive of \$1 million of ancillary revenues) and \$3 million of incremental EBITDA during the nine months ended September 30, 2014.

Net revenues generated from rental transactions and related services increased \$73 million. Excluding a favorable foreign currency translation impact of \$29 million and \$7 million of incremental vacation rental revenues from acquisitions, net revenues generated from rental transactions and related services increased \$37 million due to (i) a 3.2% increase in rental transaction volume primarily at our Denmark-based Novasol and Netherlands-based Landal GreenParks businesses and (ii) a 2.5% increase in average net price per vacation rental driven by strength in higher priced accommodations at Landal GreenParks and our U.K.-based James Villa Holidays business, partially offset by lower yield at Novasol.

Exchange and related service revenues, which principally consist of fees generated from memberships, exchange transactions, member-related rentals and other member servicing, decreased \$2 million. Excluding an unfavorable foreign currency translation impact of \$3 million, exchange and related service revenues increased \$1 million primarily due to a 1.7% increase in the average number of members principally resulting from improved retention and growth in new members in North America and Latin America. Such impact was partially offset by a 1.5% reduction in exchange revenue per member primarily resulting from a decline in Venezuela and Brazil resulting from macroeconomic factors, as well as the impact of growth in club memberships in North America where there is a lower propensity to transact, partially offset by higher exchange yield in North America.

In addition, EBITDA was unfavorably impacted by \$28 million of higher costs resulting from revenue increases in our vacation rentals businesses, partially offset by a \$2 million decrease in foreign exchange losses related to Venezuela.

Vacation Ownership

Net revenues and EBITDA increased \$114 million (6.1%) and \$41 million (9.2%), respectively, during the nine months ended September 30, 2014 compared with the same period of 2013.

Gross VOI sales increased \$18 million resulting from a 1.5% increase in tours. VPG was flat compared to the prior period. The increase in tour flow reflected our continual focus on marketing programs directed toward new owner generation.

Net VOI revenue increased \$106 million (10.7%) primarily reflecting a \$76 million decrease in our provision for loan losses due to favorable default trends resulting from a tightening of our credit standards.

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Commission revenues generated by WAAM Fee-for-Service decreased \$5 million compared to the prior year as a \$20 million reduction in gross VOI sales under WAAM Fee-for-Service was partially offset by higher commission rates earned on such VOI sales. The decrease in gross VOI sales under WAAM Fee-for-Service reflects our shift in focus towards WAAM Just-in-Time inventory. EBITDA increased \$2 million primarily due to \$7 million of lower sales expenses.

Consumer financing revenues increased \$1 million due to a higher weighted average interest rates earned on contract receivables partially offset by a lower average portfolio balance. EBITDA increased \$8 million primarily reflecting lower interest expense as a result of a reduction in the weighted average interest rate on our securitized debt to 3.7% from 4.3%. As a result, our net interest income margin increased to 84% compared to 81% during 2013.

Property management revenues increased \$8 million primarily resulting from higher reimbursable revenues. EBITDA increased \$4 million due to lower operating expenses.

In addition, EBITDA was unfavorably impacted by:

- \$54 million of higher sales and marketing expenses primarily due to an increase in costs for tours targeting new owner generation;
- a \$22 million increase in the cost of VOI sales primarily due to the impact on estimated inventory recoveries resulting from a reduction in the provision for loan losses;
- \$12 million of higher legal expenses primarily due to the absence of an \$11 million favorable impact from the reversal of a litigation reserve and receipt of an insurance reimbursement related to the settlement of a lawsuit during the first quarter of 2013; and
- a \$6 million expense related to a reserve recorded on an indemnification receivable established in 2012 as a result of the Shell acquisition.

Such decreases in EBITDA were partially offset by \$11 million of lower operating expenses primarily due to a reduction in maintenance fees for unsold inventory.

Corporate and Other

Corporate and Other revenues, which represents the elimination of intersegment revenues charged principally between our vacation ownership and lodging businesses, decreased \$4 million during the nine months ended September 30, 2014 compared to 2013.

Corporate expenses (excluding intercompany expense eliminations) increased \$15 million during the nine months ended September 30, 2014 compared to the prior year primarily due to higher professional fees, employee related costs and information technology expenses.

RESTRUCTURING PLANS

During the fourth quarter of 2013, we committed to an organizational realignment initiative at our lodging business, primarily focused on optimizing our marketing structure. During the nine months ended September 30, 2014, we reduced our liability with \$5 million of cash payments and reversed \$1 million of previously recorded contract termination costs. The remaining liability of \$1 million as of September 30, 2014 is expected to be paid in cash primarily by the end of 2014.

In addition to the restructuring plan implemented during 2013, we have a remaining liability of \$4 million as of September 30, 2014 for prior restructuring plans.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES**FINANCIAL CONDITION**

	September 30, 2014	December 31, 2013	Change
Total assets	\$ 9,557	\$ 9,741	\$ (184)
Total liabilities	8,146	8,116	30
Total equity	1,411	1,625	(214)

Total assets decreased \$184 million from December 31, 2013 to September 30, 2014 primarily due to:

- a \$52 million decrease in vacation ownership contract receivables primarily due to principal collections and loan loss provisions exceeding net loan originations;
- a \$47 million decrease in goodwill and other intangibles primarily related to the impact of foreign currency translation at our vacation exchange and rentals business and the impact of current year amortization;
- a \$44 million decrease in trade receivables principally due to collections on advanced bookings resulting from seasonality at our vacation rentals business; and
- a \$36 million decrease in other current assets primarily related to the reacquired portion of real property located in Las Vegas, Nevada from the third-party developer.

Total liabilities increased \$30 million from December 31, 2013 to September 30, 2014 primarily due to a \$51 million increase in accrued expenses and other current liabilities principally resulting from (i) the timing of marketing spend at our lodging business and (ii) an increase in income taxes payable due to the timing of payments, partially offset by a reduction in an obligation related to the repurchase of real property located in Las Vegas, Nevada from a third party developer. In addition, liabilities reflect a \$31 million increase in our securitized debt.

Such increases were partially offset by a \$50 million decrease in accounts payable primarily resulting from lower homeowner liabilities at our vacation rentals businesses due to seasonality.

Total equity decreased \$214 million from December 31, 2013 to September 30, 2014 primarily due to:

- \$481 million of stock repurchases;
- \$134 million of dividends; and
- \$66 million of foreign currency translation adjustments.

Such decreases in equity were partially offset by \$448 million of net income attributable to Wyndham shareholders.

LIQUIDITY AND CAPITAL RESOURCES

Currently, our financing needs are supported by cash generated from operations and borrowings under our revolving credit facility and commercial paper programs as well as issuance of long-term unsecured debt. In addition, certain funding requirements of our vacation ownership business are met through the utilization of our bank conduit facility and the issuance of securitized debt to finance vacation ownership contract receivables. We believe that our net cash from operations, cash and cash equivalents, access to our revolving credit facility, commercial paper programs and continued access to the securitization and debt markets provide us with sufficient liquidity to meet our ongoing needs.

Our five-year revolving credit facility, which expires in July 2018, has a total capacity of \$1.5 billion and available capacity of \$1.2 billion, net of letters of credit and commercial paper borrowings, as of September 30, 2014. We consider outstanding borrowings under our commercial paper programs to be a reduction of the available capacity on our revolving credit facility.

We maintain U.S. and European commercial paper programs under which we may issue unsecured commercial paper notes up to a maximum amount of \$750 million and \$500 million, respectively. As of September 30, 2014, we had \$237 million of outstanding commercial paper borrowings, all under the U.S. program.

Our two-year securitized vacation ownership bank conduit facility has a total capacity of \$650 million and available capacity of \$379 million as of September 30, 2014. During August 2014, we renewed this facility for a two-year term that expires in August 2016.

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On October 15, 2014, we closed a securitization facility, Premium Yield Facility 2014-A LLC, in the initial principal amount of \$204 million, utilizing previously non-securitized vacation ownership contract receivables at an advance rate of 58%. These borrowings bear interest at a coupon rate of 3.00% and are secured by vacation ownership contract receivables. We primarily utilized the proceeds to pay down a portion of outstanding borrowings under our U.S. commercial paper program.

We may, from time to time, depending on market conditions and other factors, repurchase our outstanding indebtedness, whether or not such indebtedness trades above or below its face amount, for cash and/or in exchange for other securities or other consideration, in each case in open market purchases and/or privately negotiated transactions.

CASH FLOW

During the nine months ended September 30, 2014 and 2013, the net change in cash and cash equivalents was \$58 million and \$74 million, respectively. The following table summarizes such changes:

	Nine Months Ended September 30,		
	2014	2013	Change
Cash provided by/(used in)			
Operating activities	\$ 899	\$ 858	\$ 41
Investing activities	(185)	(317)	132
Financing activities	(648)	(464)	(184)
Effects of changes in exchange rates on cash and cash equivalents	(8)	(3)	(5)
Net change in cash and cash equivalents	\$ 58	\$ 74	\$ (16)

Operating Activities

Net cash provided from operations increased \$41 million primarily due to favorable working capital utilization.

Investing Activities

Net cash used in investing activities decreased by \$132 million, which principally reflects \$110 million of lower acquisition payments and \$39 million of lower development advance payments at our lodging business.

Financing Activities

Net cash used in financing activities increased by \$184 million, which principally reflects (i) \$171 million of lower net borrowings of non-securitized debt and (ii) the absence of \$87 million of cash received in connection with the sale of vacation ownership inventory in 2013, which is subject to conditional repurchase, partially offset by \$104 million of higher net borrowings on securitized vacation ownership debt.

Capital Deployment

We focus on optimizing cash flow and seek to deploy capital for the highest possible returns. Ultimately, our business objective is to grow our business while transforming our cash and earnings profile by managing our cash streams to derive a greater proportion of EBITDA from our fee-for-service businesses. We intend to continue to invest in select capital and technological improvements across our business. We may also seek to acquire additional franchise agreements, hotel/property management contracts and exclusive agreements for vacation rental properties on a strategic and selective basis as well as grow the business through merger and acquisition activities. In addition, we intend to return cash to shareholders through the repurchase of common stock and payment of dividends.

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We expect to generate annual net cash provided by operating activities less property and equipment additions (which we also refer to as capital expenditures) of approximately \$750 million in 2014. During 2014, we anticipate net cash provided by operating activities of approximately \$1.0 billion and net cash used on capital expenditures of \$235 million to \$245 million. Net cash provided by operating activities less capital expenditures amounted to \$770 million during 2013, which was comprised of net cash provided by operating activities of \$1,008 million less capital expenditures of \$238 million. The decrease in the 2014 expected net cash provided by operating activities less capital expenditures of approximately \$20 million is related to the higher anticipated spending on cash taxes partially offset by better operating performance and working capital utilization during 2014. We believe net cash provided by operating activities less capital expenditures is a useful operating performance measure to evaluate the ability of our operations to generate cash for uses other than capital expenditures and, after debt service and other obligations, our ability to grow our business through acquisitions, development advances, and equity investments, as well as our ability to return cash to shareholders through dividends and share repurchases.

During the nine months ended September 30, 2014, we spent \$88 million on vacation ownership development projects (inventory). We believe that our vacation ownership business currently has adequate finished inventory on our balance sheet to support vacation ownership sales for at least the next year. During 2014, we anticipate spending approximately \$165 million to \$175 million on vacation ownership development projects. The average inventory spend on vacation ownership development projects for the five year period 2013 through 2017 is expected to be approximately \$200 million annually. After factoring in the anticipated additional average annual spending, we expect to have adequate inventory to support vacation ownership sales through at least the next four to five years.

We spent \$149 million on capital expenditures during the nine months ended September 30, 2014, primarily on information technology enhancement projects throughout the company and renovations of bungalows at our Landal GreenParks business.

In an effort to support growth in our lodging business, we will continue to provide development advances which may include agreements with multi-unit owners. We will also continue to provide other forms of financial support.

In connection with our focus on optimizing cash flow, we are expanding our approach to our asset-light efforts in vacation ownership by seeking opportunities with financial partners whereby they make strategic investments to develop assets on our behalf. We refer to this as WAAM Just-in-Time. The partner may invest in new ground-up development projects or purchase from us, for cash, existing in-process inventory which currently resides on our balance sheet. The partner will complete the development of the project and we may purchase finished inventory at a future date as needed or as obligated under the agreement.

We expect that the majority of the expenditures that will be required to pursue our capital spending programs, strategic investments and vacation ownership development projects will be financed with cash flow generated through operations. Additional expenditures are financed with general unsecured corporate borrowings, including through the use of available capacity under our revolving credit facility and commercial paper programs.

Stock Repurchase Program

On August 20, 2007, our Board of Directors (the "Board") authorized a stock repurchase program that enables us to purchase our common stock. The Board has since authorized six increases to the repurchase program, most recently on October 22, 2014 for \$1.0 billion, bringing the total authorization under our current program to \$4.0 billion.

Under our current stock repurchase program, we repurchased 6.5 million shares at an average price of \$74.45 for a cost of \$481 million during the nine months ended September 30, 2014. From August 20, 2007 through September 30, 2014, we repurchased 69.2 million shares at an average price of \$41.80 for a cost of \$2.9 billion and repurchase capacity increased \$78 million from proceeds received from stock option exercises.

As of September 30, 2014, we have repurchased under our current and prior stock repurchase programs, a total of 94.3 million shares at an average price of \$39.27 for a cost of \$3.7 billion since our separation from Cendant ("Separation").

During the period October 1, 2014 through October 23, 2014, we repurchased an additional 0.6 million shares at an average price of \$77.43 for a cost of \$50 million. We currently have \$1.1 billion of remaining availability in our program. The amount and timing of specific repurchases are subject to market conditions, applicable legal requirements and other factors. Repurchases may be conducted in the open market or in privately negotiated transactions.

Dividend Policy

During each of the quarterly periods ended March 31, June 30 and September 30, 2014, we paid cash dividends of \$0.35 per share (\$136 million in aggregate). During each of the quarterly periods ended March 31, June 30 and September 30, 2013, we paid cash dividends of \$0.29 per share (\$119 million in the aggregate).

Our ongoing dividend policy for the future is to grow our dividend at least at the rate of growth of our earnings. The declaration and payment of future dividends to holders of our common stock are at the discretion of our Board and depend upon many factors, including our financial condition, earnings, capital requirements of our business, covenants associated with certain debt obligations, legal requirements, regulatory constraints, industry practice and other factors that our Board deems relevant. There is no assurance that a payment of a dividend will occur in the future.

Financial Obligations

Long-Term Debt Covenants

The revolving credit facility is subject to covenants including the maintenance of specific financial ratios. The financial ratio covenants consist of a minimum consolidated interest coverage ratio of at least 2.5 to 1.0 as of the measurement date and a maximum consolidated leverage ratio not to exceed 4.0 to 1.0 as of the measurement date (provided that the consolidated leverage ratio may be increased for a limited period to 5.0 to 1.0 in connection with a material acquisition). The consolidated interest coverage ratio is calculated by dividing consolidated EBITDA (as defined in the credit agreement) by consolidated interest expense (as defined in the credit agreement), both as measured on a trailing 12 month basis preceding the measurement date. As of September 30, 2014, our consolidated interest coverage ratio was 11.0 times. Consolidated interest expense excludes, among other things, interest expense on any securitization indebtedness (as defined in the credit agreement). The consolidated leverage ratio is calculated by dividing consolidated total indebtedness (as defined in the credit agreement and which excludes, among other things, securitization indebtedness) as of the measurement date by consolidated EBITDA as measured on a trailing 12 month basis preceding the measurement date. As of September 30, 2014, our consolidated leverage ratio was 2.3 times. Covenants in this credit facility also include limitations on indebtedness of material subsidiaries; liens; mergers, consolidations, liquidations and dissolutions; and the sale of all or substantially all of our assets. Events of default in this credit facility include failure to pay interest, principal and fees when due; breach of a covenant or warranty; acceleration of or failure to pay other debt in excess of \$50 million (excluding securitization indebtedness); insolvency matters; and a change of control.

All of our senior unsecured notes contain various covenants including limitations on liens, limitations on potential sale and leaseback transactions and change of control restrictions. In addition, there are limitations on mergers, consolidations and potential sale of all or substantially all of our assets. Events of default in the notes include failure to pay interest and principal when due, breach of a covenant or warranty, acceleration of other debt in excess of \$50 million and insolvency matters.

As of September 30, 2014, we were in compliance with all of the financial covenants described above.

Each of our non-recourse, securitized term notes and the bank conduit facility contain various triggers relating to the performance of the applicable loan pools. If the vacation ownership contract receivables pool that collateralizes one of our securitization notes fails to perform within the parameters established by the contractual triggers (such as higher default or delinquency rates), there are provisions pursuant to which the cash flows for that pool will be maintained in the securitization as extra collateral for the note holders or applied to accelerate the repayment of outstanding principal to the note holders. As of September 30, 2014, all of our securitized loan pools were in compliance with applicable contractual triggers.

LIQUIDITY

Our vacation ownership business finances certain of its receivables through (i) an asset-backed bank conduit facility and (ii) periodically accessing the capital markets by issuing asset-backed securities. None of the currently outstanding asset-backed securities contain any recourse provisions to us other than interest rate risk related to swap counterparties (solely to the extent that the amount outstanding on our notes differs from the forecasted amortization schedule at the time of issuance).

We believe that our bank conduit facility, with a term through August 2016 and capacity of \$650 million, combined with our ability to issue term asset-backed securities, should provide sufficient liquidity for our expected sales pace and we expect to have available liquidity to finance the sale of VOIs.

As of September 30, 2014, we had \$379 million of availability under our asset-backed bank conduit facility. Any disruption to the asset-backed market could adversely impact our ability to obtain such financings.

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We maintain commercial paper programs under which we may issue unsecured commercial paper notes up to a maximum amount of \$1.25 billion. We allocate a portion of our available capacity under our revolving credit facility to repay outstanding commercial paper borrowings in the event that the commercial paper market is not available to us for any reason when outstanding borrowings mature. As of September 30, 2014, we had \$237 million of outstanding borrowings and the total available capacity was \$1.0 billion under these programs.

We primarily utilize surety bonds at our vacation ownership business for sales and development transactions in order to meet regulatory requirements of certain states. In the ordinary course of our business, we have assembled commitments from thirteen surety providers in the amount of \$1.2 billion, of which we had \$389 million outstanding as of September 30, 2014. The availability, terms and conditions and pricing of such bonding capacity are dependent on, among other things, continued financial strength and stability of the insurance company affiliates providing the bonding capacity, general availability of such capacity and our corporate credit rating. If bonding capacity is unavailable, or alternatively, if the terms and conditions and pricing of such bonding capacity are unacceptable to us, our vacation ownership business could be negatively impacted.

Our liquidity position may also be negatively affected by unfavorable conditions in the capital markets in which we operate or if our vacation ownership contract receivables portfolios do not meet specified portfolio credit parameters. Our liquidity as it relates to our vacation ownership contract receivables securitization program could be adversely affected if we were to fail to renew or replace our conduit facility on its expiration date, or if a particular receivables pool were to fail to meet certain ratios, which could occur in certain instances if the default rates or other credit metrics of the underlying vacation ownership contract receivables deteriorate. Our ability to sell securities backed by our vacation ownership contract receivables depends on the continued ability and willingness of capital market participants to invest in such securities.

Our senior unsecured debt is rated Baa3 with a “stable outlook” by Moody’s Investors Service and BBB- with a “stable outlook” by both Standard and Poor’s and Fitch Rating Agency. A security rating is not a recommendation to buy, sell or hold securities and is subject to revision or withdrawal by the assigning rating organization. Reference in this report to any such credit rating is intended for the limited purpose of discussing or referring to aspects of our liquidity and of our costs of funds. Any reference to a credit rating is not intended to be any guarantee or assurance of, nor should there be any undue reliance upon, any credit rating or change in credit rating, nor is any such reference intended as any inference concerning future performance, future liquidity or any future credit rating.

SEASONALITY

We experience seasonal fluctuations in our net revenues and net income from our franchise and management fees, commission income earned from renting vacation properties, annual subscription fees or annual membership dues, as applicable, exchange and member-related transaction fees and sales of VOIs. Revenues from franchise and management fees are generally higher in the second and third quarters than in the first or fourth quarters because of increased leisure travel during the spring and summer months. Revenues from vacation rentals are generally highest in the third quarter when vacation arrivals are highest, combined with a compressed booking window. Revenues from vacation exchange fees are generally highest in the first quarter which is generally when members of our vacation exchange business plan and book their vacations for the year. Revenues from sales of VOIs are generally higher in the third quarter than in other quarters. The seasonality of our business may cause fluctuations in our quarterly operating results. As we expand into new markets and geographical locations, we may experience increased or different seasonality dynamics that create fluctuations in operating results different from the fluctuations we have experienced in the past.

COMMITMENTS AND CONTINGENCIES

We are involved in claims, legal and regulatory proceedings and governmental inquiries related to our business. Litigation is inherently unpredictable and, although we believe that our accruals are adequate and/or that we have valid defenses in these matters, unfavorable results could occur. As such, an adverse outcome from such proceedings for which claims are awarded in excess of the amounts accrued, if any, could be material to us with respect to earnings or cash flows in any given reporting period. As of September 30, 2014, the potential exposure resulting from adverse outcomes of such legal proceedings could, in the aggregate, range up to \$28 million in excess of recorded accruals. However, we do not believe that the impact of such litigation should result in a material liability to us in relation to our consolidated financial position or liquidity.

CONTRACTUAL OBLIGATIONS

The following table summarizes our future contractual obligations for the twelve month periods set forth below:

	10/1/14 - 9/30/15	10/1/15 - 9/30/16	10/1/16 - 9/30/17	10/1/17 - 9/30/18	10/1/18 - 9/30/19	Thereafter	Total
Securitized debt ^(a)	\$ 192	\$ 210	\$ 407	\$ 184	\$ 183	\$ 765	\$ 1,941
Long-term debt ^(b)	49	45	648	731	14	1,435	2,922
Interest on debt ^(c)	155	152	127	109	88	197	828
Operating leases	87	65	54	48	40	211	505
Other purchase commitments	203	84	41	22	6	17	373
Inventory sold subject to conditional repurchase ^(d)	71	38	41	44	47	124	365
Separation liabilities ^(e)	28	12	—	—	—	—	40
Total ^{(f) (g)}	\$ 785	\$ 606	\$ 1,318	\$ 1,138	\$ 378	\$ 2,749	\$ 6,974

(a) Represents debt that is securitized through bankruptcy-remote SPEs, the creditors to which have no recourse to us for principal and interest.

(b) Includes an \$86 million purchase commitment for WAAM Just-in-Time inventory from an SPE, which is consolidated in our financial statements, of which \$77 million is included in long-term debt.

(c) Includes interest on both securitized and long-term debt; estimated using the stated interest rates on our long-term debt and the swapped interest rates on our securitized debt.

(d) Represents obligations to repurchase completed vacation ownership property from a third-party developer (See Note 11 – Commitments and Contingencies for further detail).

(e) Represents liabilities which we assumed and are responsible for pursuant to our Separation (See Note 16 – Separation Adjustments and Transactions with Former Parent and Subsidiaries for further details.)

(f) Excludes \$38 million of our liability for unrecognized tax benefits associated with the guidance for uncertainty in income taxes since it is not reasonably estimable to determine the periods in which such liability would be settled with the respective tax authorities.

(g) Excludes other guarantees at our lodging business as it is not reasonably estimable to determine the periods in which such commitments would be settled (See Note 11 – Commitments and Contingencies for further details).

CRITICAL ACCOUNTING POLICIES

In presenting our financial statements in conformity with generally accepted accounting principles, we are required to make estimates and assumptions that affect the amounts reported therein. Several of the estimates and assumptions we are required to make relate to matters that are inherently uncertain as they pertain to future events. However, events that are outside of our control cannot be predicted and, as such, they cannot be contemplated in evaluating such estimates and assumptions. If there is a significant unfavorable change to current conditions, it could result in a material impact to our consolidated results of operations, financial position and liquidity. We believe that the estimates and assumptions we used when preparing our financial statements were the most appropriate at that time. These Consolidated Financial Statements should be read in conjunction with the audited Consolidated Financial Statements included in the Annual Report filed on Form 10-K with the SEC on February 14, 2014, which includes a description of our critical accounting policies that involve subjective and complex judgments that could potentially affect reported results. While there have been no material changes to our critical accounting policies as to the methodologies or assumptions we apply under them, we continue to monitor such methodologies and assumptions.

Item 3. Quantitative and Qualitative Disclosures About Market Risks.

We assess our market risks based on changes in interest and foreign currency exchange rates utilizing a sensitivity analysis that measures the potential impact in earnings, fair values and cash flows based on a hypothetical 10% change (increase and decrease) in interest and foreign currency exchange rates. We used September 30, 2014 market rates to perform a sensitivity analysis separately for each of our market risk exposures. The estimates assume instantaneous, parallel shifts in interest rate yield curves and exchange rates. We have determined, through such analyses, that the impact of a 10% change in interest and foreign currency exchange rates and its effect on our prices, earnings, fair values and cash flows would not be material.

Item 4. Controls and Procedures.

- (a) *Disclosure Controls and Procedures.* As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our principal executive and principal financial officers, of the effectiveness of the design and operation of our disclosure controls and procedures (as such term is defined in Rule 13(a)-15(e) of the Securities Exchange Act of 1934 (the "Exchange Act")). Based on such evaluation, our principal executive and principal financial officers concluded that our disclosure controls and procedures were effective and operating to provide reasonable assurance that information required to be disclosed by us in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC, and to provide reasonable assurance that such information is accumulated and communicated to our management, including our principal executive and principal financial officers, as appropriate, to allow timely decisions regarding required disclosure.
- (b) *Internal Control Over Financial Reporting.* There have been no changes in our internal control over financial reporting (as such term is defined in Rule 13a-15(f) under the Exchange Act) during the period to which this report relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

On May 14, 2013, the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") issued an updated version of its Internal Control - Integrated Framework ("2013 Framework"). Originally issued in 1992 ("1992 Framework"), the framework helps organizations design, implement and evaluate the effectiveness of internal control concepts and simplify their use and application. The 1992 Framework remains available during the transition period, which extends to December 15, 2014, after which time COSO will consider it as superseded by the 2013 Framework. As of September 30, 2014, we continue to utilize the 1992 Framework during our transition to the 2013 Framework by the end of 2014.

PART II – OTHER INFORMATION**Item 1. Legal Proceedings.**

We are involved in various claims and lawsuits, none of which, in the opinion of management, is expected to have a material adverse effect on our results of operations or financial condition. See Note 11 to the Consolidated Financial Statements for a description of claims and legal actions applicable to our business.

Item 1A. Risk Factors.

The discussion of our business and operations should be read together with the risk factors contained in Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2013, filed with the Securities and Exchange Commission, which describe various risks and uncertainties to which we are or may become subject. These risks and uncertainties have the potential to affect our business, financial condition, results of operations, cash flows, strategies or prospects in a material and adverse manner. As of September 30, 2014, there have been no material changes to the risk factors set forth in our Annual Report on Form 10-K for the year ended December 31, 2013.

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

(c) Below is a summary of our Wyndham common stock repurchases by month for the quarter ended September 30, 2014:

ISSUER PURCHASES OF EQUITY SECURITIES

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plan	Approximate Dollar Value of Shares that May Yet Be Purchased Under Plan
July 1-31, 2014	652,400	\$ 76.62	652,400	\$ 298,269,077
August 1-31, 2014	740,000	\$ 78.32	740,000	\$ 240,314,357
September 1-30, 2014 (*)	655,200	\$ 81.39	655,200	\$ 186,989,129
Total	2,047,600	\$ 78.76	2,047,600	\$ 186,989,129

(*)Includes 73,400 shares purchased for which the trade date occurred during September 2014 while settlement occurred during October 2014.

On August 20, 2007, our Board of Directors authorized a stock repurchase program that enables us to purchase our common stock. The Board has since increased the program six times, most recently on October 22, 2014 for \$1.0 billion, bringing the total authorization under the program to \$4.0 billion.

During the period October 1, 2014 through October 23, 2014, we repurchased an additional 0.6 million shares at an average price of \$77.43. We currently have \$1.1 billion of remaining availability in our program. The amount and timing of specific repurchases are subject to market conditions, applicable legal requirements and other factors. Repurchases may be conducted in the open market or in privately negotiated transactions.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

The exhibit index appears on the page immediately following the signature page of this report.

SIGNATURES

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.

WYNDHAM WORLDWIDE CORPORATION

Date: October 24, 2014

By: _____
/s/ Thomas G. Conforti
Thomas G. Conforti
Chief Financial Officer

Date: October 24, 2014

By: _____
/s/ Nicola Rossi
Nicola Rossi
Chief Accounting Officer

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
3.1	Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.2 to the Registrant's Form 8-K filed May 10, 2012)
3.2	Amended and Restated By-Laws (incorporated by reference to Exhibit 3.3 to the Registrant's Form 8-K filed May 10, 2012)
10.1*	Fifth Amendment, dated as of August 28, 2014, to the Amended and Restated Indenture and Servicing Agreement, dated as of October 1, 2010, by and among Sierra Timeshare Conduit Receivables Funding II, LLC, as Issuer, Wyndham Consumer Finance, Inc., as Servicer, Wells Fargo Bank, National Association, as Trustee and U.S. Bank National Association, as Collateral Agent
12*	Computation of Ratio of Earnings to Fixed Charges
15*	Letter re: Unaudited Interim Financial Information
31.1*	Certification of Chairman and Chief Executive Officer Pursuant to Rule 13a-14(a) Under the Securities Exchange Act of 1934
31.2*	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) Under the Securities Exchange Act of 1934
32**	Certification of Chairman and Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

* Filed with this report

** Furnished with this report

FIFTH AMENDMENT

Dated as of August 28, 2014

to

AMENDED AND RESTATED INDENTURE
AND SERVICING AGREEMENT

Dated as of October 1, 2010

by and among

SIERRA TIMESHARE CONDUIT RECEIVABLES FUNDING II, LLC,

as Issuer

and

WYNDHAM CONSUMER FINANCE, INC.,

as Servicer

and

WELLS FARGO BANK, NATIONAL ASSOCIATION,

as Trustee

and

U.S. BANK NATIONAL ASSOCIATION,

as Collateral Agent

FIFTH AMENDMENT

to

AMENDED AND RESTATED INDENTURE AND SERVICING AGREEMENT

THIS FIFTH AMENDMENT dated as of August 28, 2014 (this “Amendment”) amends that **AMENDED AND RESTATED INDENTURE AND SERVICING AGREEMENT** dated as of October 1, 2010, as amended by that First Amendment dated as of June 28, 2011, that Second Amendment dated as of May 17, 2012, that Third Amendment dated as of August 30, 2012, and that Fourth Amendment dated as of August 29, 2013 (the Amended and Restated Indenture and Servicing Agreement together with the First Amendment, the Second Amendment, the Third Amendment, and the Fourth Amendment thereto, the “Original Indenture”) and both this Amendment and the Original Indenture are by and among **SIERRA TIMESHARE CONDUIT RECEIVABLES FUNDING II, LLC**, a limited liability company organized under the laws of the State of Delaware, as issuer, **WYNDHAM CONSUMER FINANCE, INC.**, a Delaware corporation, as servicer, **WELLS FARGO BANK, NATIONAL ASSOCIATION**, a national banking association, as trustee and **U.S. BANK NATIONAL ASSOCIATION**, a national banking association, as collateral agent.

RECITALS

WHEREAS, the Issuer, the Servicer, the Trustee and the Collateral Agent desire to amend the Original Indenture as provided herein.

WHEREAS, in accordance with (x) Section 15.1(b) of the Original Indenture, upon the Amendment Effective Date (as defined herein) the Required Facility Investors have consented to such amendment of the Original Indenture, (y) Section 15.1(g) of the Original Indenture, each Funding Agent and each Non-Conduit Committed Purchaser has consented to such amendment of the Original Indenture and (z) Section 15.16 of the Original Indenture, the Deal Agent has consented to such amendment of the Original Indenture.

WHEREAS, capitalized terms used in this Amendment and not otherwise defined herein or amended hereby shall have the meanings assigned to such terms in the Original Indenture.

NOW THEREFORE, in consideration of the mutual agreements herein contained, each party agrees as follows for the benefit of the other parties and for the benefit of the Noteholders.

SECTION 1. Amendment to Definitions. The definition of each of the following terms contained in Section 1.1 of the Original Indenture is hereby amended and restated to read in its entirety as follows:

“Maturity Date” shall mean the August 2032 Payment Date.

“Non-WorldMark Loan Excess Amount” shall mean, on any date, the amount by which (i) the sum of the Loan Balances on such date for all Wyndham Loans exceeds (ii) 75% of the Adjusted Loan Balance on such date.

“WorldMark Loan FICO Score 650 Excess Amount” shall mean, on any date, the amount by which (i) the sum of Loan Balances on such date for all Pledged Loans that are WorldMark Loans that have a FICO Score of 650 or less exceeds (ii) 22% of the WorldMark Adjusted Loan Balance on such date.

“WorldMark Loan FICO Score 750 Excess Amount” shall mean, on any date, the amount by which (i) the sum of Loan Balances on such date for all Pledged Loans that are WorldMark Loans that have a FICO Score of 750 or less exceeds (ii) the sum of (A) 74% of the WorldMark Adjusted Loan Balance on such date, (B) the WorldMark Loan FICO Score 650 Excess Amount on such date and (C) the WorldMark Loan FICO Score 700 Excess Amount on such date.

“WorldMark Loan FICO Score 800 Excess Amount” shall mean, on any date, the amount by which (i) the sum of Loan Balances on such date for all Pledged Loans that are WorldMark Loans that have a FICO Score of 800 or less exceeds (ii) the sum of (A) 96% of the WorldMark Adjusted Loan Balance on such date, (B) the WorldMark Loan FICO Score 650 Excess Amount on such date, (C) the WorldMark Loan FICO Score 700 Excess Amount on such date and (D) the WorldMark Loan FICO Score 750 Excess Amount on such date.

“Wyndham Loan FICO Score 700 Excess Amount” shall mean, on any date, the amount by which (i) the sum of Loan Balances on such date for all Pledged Loans that are Wyndham Loans that have a FICO Score of 700 or less exceeds (ii) the sum of (A) 39.5% of the Wyndham Adjusted Loan Balance on such date and (B) the Wyndham Loan FICO Score 650 Excess Amount on such date.

“Wyndham Loan FICO Score 750 Excess Amount” shall mean, on any date, the amount by which (i) the sum of Loan Balances on such date for all Pledged Loans that are Wyndham Loans that have a FICO Score of 750 or less exceeds (ii) the sum of (A) 68.5% of the Wyndham Adjusted Loan Balance on such date, (B) the Wyndham Loan FICO Score 650 Excess Amount on such date and (C) the Wyndham Loan FICO Score 700 Excess Amount on such date.

“Wyndham Loan FICO Score 800 Excess Amount” shall mean, on any date, the amount by which (i) the sum of Loan Balances on such date for all Pledged Loans that are Wyndham Loans that have a FICO Score of 800 or less exceeds (ii) the sum of (A) 95% of the Wyndham Adjusted Loan Balance on such date, (B) the Wyndham Loan FICO Score 650 Excess Amount on such date, (C) the Wyndham Loan FICO Score 700 Excess Amount on such date and (D) the Wyndham Loan FICO Score 750 Excess Amount on such date.

SECTION 2. Amendment to Exhibit E. Exhibit E to the Original Indenture is hereby amended by amending and restating the second address under the heading “Lockbox Addresses:” to read in its entirety as follows:

Sierra Timeshare Conduit Receivables Funding II, LLC, PO Box #742780, Los Angeles, CA 90074-2780.

SECTION 3. No Other Amendments. Except as expressly amended, modified and supplemented hereby, the provisions of the Original Indenture are and shall remain in full force and effect.

SECTION 4. Governing Law. This Amendment is governed by and shall be construed in accordance with the laws of the State of New York and the obligations, rights and remedies of the parties hereunder shall be determined in accordance with such laws.

SECTION 5. Counterparts. This Amendment may be executed in two or more counterparts (and by different parties on separate counterparts), each of which shall be an original, but all of which together shall constitute one and the same instrument.

SECTION 6. Headings. The headings herein are for purposes of reference only and shall not otherwise affect the meaning or interpretation of any provision hereof.

SECTION 7. Effectiveness. This Amendment shall be effective upon the date (the “Amendment Effective Date”) that is the later of (i) the date hereof and (ii) the first date on which each of the following conditions precedent shall have been satisfied:

- (a) This Amendment shall have been executed and delivered by each of the parties hereto;
- (b) The Trustee shall have received the written consent of the Required Facility Investors, each Funding Agent, each Non-Conduit Committed Purchaser and the Deal Agent to this Amendment;
- (c) The Trustee shall have received any Opinions of Counsel required by the Trustee to be delivered to the Trustee; and
- (d) The Fifth Amendment to the Note Purchase Agreement dated as of August 28, 2014 shall have been executed and delivered by each party thereto.

IN WITNESS WHEREOF, Issuer, the Servicer, the Trustee and the Collateral Agent have caused this Indenture to be duly executed by their respective officers as of the day and year first above written.

SIERRA TIMESHARE CONDUIT RECEIVABLES FUNDING II, LLC,
as Issuer

By: /s/ Mark A. Johnson
Name: Mark A. Johnson
Title: President

WYNDHAM CONSUMER FINANCE, INC.,
as Servicer

By: /s/ Mark A. Johnson
Name: Mark A. Johnson
Title: President

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Trustee

By: /s/ Jennifer C. Westberg
Name: Jennifer C. Westberg
Title: Vice President

U.S. BANK NATIONAL ASSOCIATION, as
as Collateral Agent

By: /s/ Tamara Schultz-Fugh
Name: Tamara Schultz-Fugh
Title: Vice President

WYNDHAM WORLDWIDE CORPORATION
COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES
(Dollars in millions)

	Nine Months Ended September 30,	
	2014	2013
Earnings available to cover fixed charges:		
Income before income taxes	\$ 714	\$ 548
Less: Income from equity investees	1	2
	713	546
Plus: Fixed charges	161	180
Amortization of capitalized interest	3	2
Less: Capitalized interest	4	3
Net income attributable to noncontrolling interest	1	1
Earnings available to cover fixed charges	<u>\$ 872</u>	<u>\$ 724</u>
Fixed charges ^(a):		
Interest	\$ 136	\$ 157
Capitalized interest	4	3
Interest portion of rental expense	21	20
Total fixed charges	<u>\$ 161</u>	<u>\$ 180</u>
Ratio of earnings to fixed charges	<u>5.42x</u>	<u>4.02x</u>

^(a) Consists of interest expense on all indebtedness (including costs related to the amortization of deferred financing costs), capitalized interest and the portion of operating lease rental expense that is representative of the interest factor.

* * *

October 24, 2014

Wyndham Worldwide Corporation
22 Sylvan Way
Parsippany, New Jersey 07054

We have reviewed, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the unaudited consolidated interim financial information of Wyndham Worldwide Corporation and subsidiaries for the three and nine month periods ended September 30, 2014 and 2013, as indicated in our report dated October 24, 2014; because we did not perform an audit, we expressed no opinion on that information.

We are aware that our report referred to above, which is included in your Quarterly Report on Form 10-Q for the quarter ended September 30, 2014, is incorporated by reference in Registration Statement No. 333-136090 on Form S-8 and Registration Statement No. 333-179710 on Form S-3.

We also are aware that the aforementioned report, pursuant to Rule 436(c) under the Securities Act of 1933, is not considered a part of the Registration Statement prepared or certified by an accountant or a report prepared or certified by an accountant within the meaning of Sections 7 and 11 of that Act.

/s/ Deloitte & Touche LLP
Parsippany, New Jersey

* * *

CERTIFICATION

I, Stephen P. Holmes, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Wyndham Worldwide Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 24, 2014

/s/ STEPHEN P. HOLMES

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

CERTIFICATION

I, Thomas G. Conforti, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Wyndham Worldwide Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 24, 2014

/S/ THOMAS G. CONFORTI
CHIEF FINANCIAL OFFICER

**CERTIFICATION OF CHAIRMAN AND CEO AND CFO PURSUANT TO
18 U.S.C. SECTION 1350**

In connection with the Quarterly Report of Wyndham Worldwide Corporation (the "Company") on Form 10-Q for the period ended September 30, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Stephen P. Holmes, as Chairman and Chief Executive Officer of the Company, and Thomas G. Conforti, as Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

- (1.) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934;
and
- (2.) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/S/ STEPHEN P. HOLMES

STEPHEN P. HOLMES
CHAIRMAN AND CHIEF EXECUTIVE OFFICER
OCTOBER 24, 2014

/S/ THOMAS G. CONFORTI

THOMAS G. CONFORTI
CHIEF FINANCIAL OFFICER
OCTOBER 24, 2014