

Exhibit 1

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Attorneys for Defendants

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF ARIZONA**

Federal Trade Commission,

Plaintiff,

vs.

Wyndham Worldwide Corporation, et.
al.,

Defendants.

Case No. CV 12-1365-PHX-PGR

**DECLARATION OF K. WINN
ALLEN IN SUPPORT OF
MOTION TO DISMISS BY
DEFENDANT WYNDHAM
HOTELS AND RESORTS, LLC**

1 I, K. Winn Allen, hereby declare:

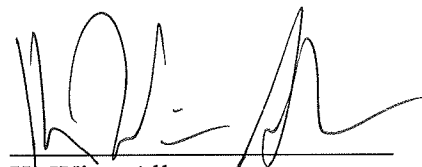
2 1. I am an attorney admitted *pro hac vice* to appear in this action and an
3 associate at Kirkland & Ellis LLP, attorneys for Defendants in the above-captioned case. I
4 submit this declaration in connection with the Motion to Dismiss filed by Defendant
5 Wyndham Hotels & Resorts, LLC (“WHR”).

6 2. Exhibit A to this declaration is a true and correct copy of the WHR “Privacy
7 Policy,” as it appears on WHR’s website. The Privacy Policy is publicly available at
8 <http://www.wyndham.com/terms-policy/privacy-policy>.

9 I HEREBY CERTIFY under penalty of perjury that the foregoing is true and correct.

10 Executed on this 27th day of August, 2012.

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K Winn Allen

Exhibit A

Reservations : 877-999-3223 Contact Us Help E-mail Offers

Wyndham Rewards® [learn more](#) [Sign in | Join](#)
 ByRequest benefits exclusively at Wyndham Hotels and Resorts.



View or cancel existing reservations Reservations by telephone Best Rate Guarantee

[Privacy Policy](#)

PRIVACY POLICY

Introduction

**WYNDHAM HOTEL GROUP, LLC
 CUSTOMER PRIVACY POLICY
 AND INFORMATION PRACTICES STATEMENT
 Revised May 2008**

Wyndham Hotel Group, LLC, ('WHG'), a subsidiary of Wyndham Worldwide Corporation ('WWC'), is the parent company of Wyndham Hotels and Resorts, LLC., Days Inns Worldwide, Inc., Howard Johnson International, Inc., Ramada Worldwide Inc., Super 8 Worldwide, Inc., Travelodge Hotels, Inc., Wingate Inns International, Inc., AmeriHost Franchise Systems, Inc., Knights Franchise Systems, Inc., and Baymont Franchise Systems, Inc. (collectively, the 'Franchisors') which license the Wyndham®, Days Inn®, Howard Johnson®, Ramada®, Super 8®, Travelodge®, Wingate® by Wyndham, AmeriHost Inn®, Knights Inn®, and Baymont Inn & Suites® hotel systems (collectively, the 'Brands') to independently owned hotels ('Franchisees'). Travel Rewards, Inc., the sponsor of the Wyndham RewardsSM guest loyalty program, is also a wholly owned subsidiary of WHG. Wyndham Hotels and Resorts, LLC, one of the Franchisors, is the sponsor of the Wyndham ByRequest® guest loyalty program. In this Privacy Policy WHG, the Franchisors, Wyndham Vacation Resorts, each of their affiliates, the Brands, Wyndham Rewards and Wyndham ByRequest, may be referred to collectively, as 'Wyndham', 'we', 'us' or 'our.' Wyndham Rewards, Wyndham ByRequest, and any successor or additional guest loyalty programs may collectively be referred to as 'Loyalty Programs.'

We recognize the importance of protecting the privacy of individual-specific (personally identifiable) information collected about guests, callers to our central reservation centers, visitors to our Web sites, and members participating in our Loyalty Programs (collectively 'Customers'). Examples of individual-specific information ('Information') are described in the Section, "What is Individual Specific Information?" We have adopted this Customer Privacy Policy to guide how we utilize Information about our Customers. This Policy will evolve and change as we continue to study privacy issues.

Application

This policy applies to residents of the United States, hotels of our Brands located in the United States, and Loyalty Program activities in the United States only. We do not accept the jurisdiction of any other laws over the above. This policy also applies only to our Customers. We have a separate policy governing any internet sites or extranet sites accessible only to the Franchisees and/ or Brands

Purpose

Our purpose in establishing this policy is to balance our legitimate business interests in collecting and using Information with our Customers' reasonable expectations of privacy. Our intent is to bring you offers and discounts that we believe are relevant to your interests. We believe that our Customers benefit from promotional activity based on Customer Information employed to market goods and services offered by and through us and our other affiliates and business units. For more information on our affiliates, check the WWC corporate Web site, www.wyndhamworldwide.com

Security

We collect Information only in a manner deemed reasonably necessary to serve our legitimate business purposes and comply with our legal obligations. We safeguard our Customers' personally identifiable information by using industry standard practices. Although "guaranteed security" does not exist either on or off the Internet, we make commercially reasonable efforts to make our collection of such Information consistent with all applicable laws and regulations. Currently, our Web sites utilize a variety of different security measures designed to protect personally identifiable information from unauthorized access by users both inside and outside of our company, including the use of 128-bit encryption based on a Class 3 Digital Certificate issued by Verisign Inc. This allows for utilization of Secure Sockets Layer, which is a method for encrypting data. This protects confidential information - such as credit card numbers, online forms, and financial data - from loss, misuse, interception and hacking. We take commercially reasonable efforts to create and maintain "fire walls" and other appropriate safeguards to ensure that to the extent we control the Information, the Information is used only as authorized by us and consistent with this Policy, and that the Information is not improperly altered or destroyed. Our privacy protection practices help us to maintain accurate, timely, complete and relevant information for our business purposes. Our communication system, software and database practices have been designed to aid us in supporting authenticity, integrity and confidentiality. Although we use commercially reasonable efforts to maintain data security when data is transmitted through third party communication service providers, we do not warrant the security of data during such transmission. Third party Web sites that are accessed through links, banners and other means of electronic connection on our Web sites have separate privacy and data collection practices, and security measures. We have no control over these third party Web sites and no responsibility or liability for the practices, policies and security measures implemented by third parties on their Web sites. These third party Web sites have content, advertising, banners, links, sponsors, partners and connections over which we have no control and no responsibility. We encourage you to contact these third parties to ask questions about their terms of use, privacy practices, policies and security measures before disclosing personal information on linked Web sites. We do not endorse or approve the content, terms of use, privacy policy, advertising or sponsors of any linked Web site. Please click on this link [Feedback/Opt out](#) to give us your feedback about this Policy or opt out of further communications from us.

The Internet

On our Web sites we do not collect personally identifiable information from Customers unless they provide it to us voluntarily and knowingly. When you reserve a room with us we will capture information such as name, address, telephone number, e-mail address, and credit card number to process your reservation. The primary purpose of capturing your e-mail address when you make a reservation with us is to send you a reservation confirmation. The confirmation may contain additional offers that we believe may be of interest to you, based on the information you provide to us. If you have consented to be put on our e-mail lists, we may contact you via e-mail from time to time. You will always be provided with a way to opt-out of future e-mailings. However we will continue to send e-mails to confirm your reservations. Like many other Internet sites, we automatically collect certain non-personal information regarding our Customers, such as software client information (for example, IP addresses, browser versions and operating systems) and aggregate information (for example, number of pages accessed) in order to analyze Web traffic and usage trends, and to enable us to tailor content and services to provide a better fit to our Customers' needs. Information of this nature does not pertain to your specific identity and is not associated with your personal information. Our Web sites have hyperlinks that connect the Customer to other Web sites, some of which are not affiliated with or controlled by us. Once you leave our Web sites, each new Web site you visit may have its own privacy policy and terms of use. Your interaction with these sites will not be governed by this policy or the terms of use of our Web sites. Access to and use of such linked Web sites through links provided on this Web site is governed by the privacy policies and terms of use and policies of those Web sites.

Cookies

We may place a "cookie" on your web browser. A cookie is a very small text file that is sent to a Customer's browser from a web server and stored on the Customer's computer hard drive. It assigns the computer a unique identifier. The cookie stores information on your hard drive so we can communicate with you more efficiently, respond to you based on prior sessions at which you provided information about you or your preferences to us and understand what you prefer to view on our Web sites. We do not use cookies to store passwords or credit card information. Cookies do not tell us your individual identity unless you have chosen to provide it to us. Your browser may be set to allow you to be notified when a cookie is to be placed on your browser, decline the cookie or delete cookies that have been placed on your browser. Some functions of our Web sites may not work or may work slowly if a cookie is refused. Our Web site uses third party service providers to serve and host our advertisements. These third parties may place cookies on your computer if you click on or access the advertising. The third party cookies are used to track whether the site was accessed from the advertisement. The cookies generated from the advertisements do not contain personally identifiable information. We do not control these cookies and they may not follow the rules we have set for our own cookies. We and our third party ad server also use invisible pixels, sometimes called web beacons, on our Web site to count how many people visit certain web pages. Information collected from invisible pixels is used and reported in the aggregate without the use of a Customer's personally identifiable information. This information may be used to improve marketing programs and content and to target our Internet advertisements on our site and other Web sites. For more information about our third party ad server, or to learn your choices about not having this non-personal information used to serve ads to you, [please read a brief overview of our third party ad server's Privacy Policy](#).

The Information We Collect.

If you make a reservation through our central reservation center or a Brand Web site or if you join one of our Loyalty Programs, we will collect and store your name, address and other basic information about you for the purpose of reserving the hotel accommodations or making the Loyalty Program benefits available to you. If you make a hotel reservation directly with a Brand Franchisee, state law in many states requires the hotel operator to collect and retain your name, address, telephone number and other basic information solicited on the hotel registration card and make it available to law enforcement officers. Our hotel operators send this information, as well as e-mail address and transaction detail (what goods and services were charged on the hotel bill) to our enterprise data warehouse or other data storage facility for collection and storage (the "Data Warehouse"). In addition, we obtain personally identifiable information from third party sources that are obligated to comply with applicable privacy laws and append it to the information maintained in the Data Warehouse about you. Credit card numbers used for payment or guarantee are automatically encrypted in our Data Warehouse so that they cannot be easily accessed. We do not collect Social Security or driver's license numbers from Customers.

Feedback/Opt out.

We offer Customers the opportunity to "opt-out" of communications. A customer may elect to opt out of receiving communications by following the directions posted on the e-mail communication or by visiting the Brand or the Loyalty Program Web site, by contacting the Customer Care Department of the Brand that was patronized, or by contacting the Wyndham Rewards® Member Services Department. However, we will continue to send e-mails to confirm your reservations. Customers can elect to opt out from any of the following: (1) Mail - e-mail (excluding confirmation e-mails) and direct mail; (2) Phone - telephone and fax solicitation; or (3) Contact - all communications including e-mail, direct mail, fax and telephone. We maintain telephone "do not call" lists as mandated by law. We incorporate into our Data Warehouse "do not call" and "do not mail" lists maintained by other organizations. We process requests to be placed on do not mail, do not phone and do not contact lists within 60 days after receipt, or such shorter time as may be required by law. Any Customer may opt out of receiving communications by contacting us using the following methods:

By e-mail, [click here](#) to opt out.

By phone -

- 888-564-4487 for AmeriHost Inn;
- 877-212-2733 for Days Inn;
- 877-222-3297 for Howard Johnson;
- 877-225-5637 for Knights Inn;
- 877-227-3557 for Ramada Inn;
- 877-244-7633 for Super 8;
- 877-321-7653 for Travelodge;
- 877-333-6683 for Wyndham by Wyndham;

- 800-870-3936 for Baymont Inn;
- 866-850-3070 for Wyndham Hotels and Resorts;
- 866-996-7937 for Wyndham Rewards or Wyndham ByRequest;
- 888-877-0675 for Microtel Inn & Suites;
- 888-297-2778 for Hawthorn Suites;

By mail - Opt Out/ Privacy, Hotel Group Wyndham Hotel Group, LLC 22 Sylvan Way Parsippany, NJ 07054

We also invite your feedback and comments on this Policy. Please contact us at the e-mail address or telephone number above or by writing to us at:

Privacy Policy Inquiry,
Wyndham Hotel Group,
22 Sylvan Way,
Parsippany, NJ 07054.

Reservations

When a Customer calls our reservation centers or contacts us via the Internet, fax or other means about hotel reservations, we need certain information such as name, address and telephone number to respond to the inquiry and to make the reservation. This information is sent to the hotel where the reservation is also recorded. A credit card number is necessary to guarantee the reservation past a certain time. The franchisee will charge the credit card account of a Customer who fails to arrive and fails to cancel the reservation in a timely manner. Franchisees may impose other conditions on the reservation such as minimum length of stay, advance deposit and other terms of the contract. A Customer should always ask for and record a confirmation number when making, changing or canceling a reservation. Information collected as part of the reservation process is used as this Policy describes whether or not the Customer actually utilizes the hotel reservation. The Franchisor may, but is under no obligation to, contact Customers with reservations to inform them about changes in the status of the hotel for which the reservations are made and may suggest alternative accommodations.

e-mail

We will ask Customers to submit their e-mail address when they make a hotel reservation with us or enroll in a Loyalty Program. The primary purpose for capturing your e-mail addresses when you make a reservation with us is to send you a reservation confirmation. Our confirmations may contain additional offers based on information you provide and your destination. The primary purpose for capturing your e-mail address when you enroll in a Loyalty Program is to send you on-line account statements. Whether Customers provide their e-mail address to us in order to make a hotel reservation or to enroll in a Loyalty Program, they may consent to receive e-mail offers from or through us, the Brands and our other affiliates. We may also collect Customer e-mail addresses and share them with our third party service providers for purposes of conducting consumer research and surveys as more fully described below. Customers will always have the ability to opt-out of future e-mail communications; however, we will continue to send e-mails to confirm your reservations. It is our intent to only send e-mail communications (other than confirmation e-mails and e-surveys) to Customers who have consented to receive them and/or to Customers who have permitted third parties to share the Customer's e-mail address for purposes of receiving promotional e-mails. At any time a Customer may opt-out of receiving e-mail communications by notifying us as provided in the Feedback/Opt-Out section above. We currently use third party e-mail service providers to send e-mails. This service provider is prohibited from using our Customer's e-mail address for any purpose other than to send Brand related e-mail.

SWEEPSTAKES / CONTESTS:

Occasionally we run sweepstakes and contests. We ask Customers who enter in the sweepstakes or contest to provide contact information (like an e-mail address). If a Customer participates in a sweepstakes or contest, his/her contact information may be used to reach him/her about the sweepstakes or contest, and for other promotional, marketing and business purposes. All sweepstakes/contests entry forms will provide a way for participants to opt-out of any communication from the sweepstakes/contest's administrator that is

not related to awarding prizes for the sweepstakes/contest.

DIRECT MAIL / OUTBOUND TELEMARKETING:

Customers who supply us with Information, or whose Information we obtain from third parties, may receive periodic mailings or phone calls from us with information on our products and services or upcoming special offers/events. We offer our Customers the option to decline these communications. Customers may contact us to opt-out of such communications by notifying us as provided in the Feedback/Opt-Out section above.

RESEARCH/SURVEY SOLICITATIONS

From time to time we may perform research (online and offline) via surveys. We may engage third party service providers to conduct such surveys on our behalf. All survey responses are voluntary, and the information collected will only be used for research and reporting purposes to help us to better serve Customers by learning more about their needs and the quality of guest experience at our hotels and/or their experience with the Loyalty Programs. We may contact a Customer to inquire or survey him/her about his experience with a Loyalty Program or a Brand hotel visited and the prospect of future stays or the improvements needed to attract additional business from the Customer. The survey responses may also be used to determine the effectiveness of our Web sites, various types of communications, advertising campaigns, and/or promotional activities. If a Customer participates in a survey, the information given by the Customer will be used along with that of other study participants (for example, a Franchisor might report that 50% of a survey's respondents are males). We may share anonymous individual and aggregate data for research and analysis purposes. Participation in surveys is voluntary. Participants who do not wish to receive e-mail communications may opt-out of the receipt of such communications by notifying us as provided in the Feedback/Opt-Out section above.

What is Individual Specific Information?

Individual-specific or personally identifiable information is any information or data about a Customer that in itself, or as part of a unique combination of information, specifically recognizes the Customer by a unique identifier or descriptor. Examples of individual-specific include name, address, telephone number, e-mail address, employment status, credit card type and number, and other financial information.

What We Won't Do With Customer Information.

We will not:

1. Sell or rent Information to parties outside the Wyndham family of present or former companies (not including businesses that entered into long term contracts with us to obtain Customer Information, such as the Affinion Loyalty Group, or that entered into such contracts while a part of the Wyndham family and which later leave the family), our franchisees and affiliates, or allow our affiliates to sell or rent the Information to parties outside the Wyndham family of present and former companies, franchisees and affiliates;
2. Use the Customer Information we collect and store to make decisions about granting or extending consumer credit unless the Customer submits a separate credit application and authorizes us to use or disclose this information;
3. Act as a consumer reporting agency, or furnish information about any Customer's credit worthiness, credit standing, credit capacity, character, general reputation, personal characteristics or mode of living to any consumer reporting agency;
4. Maintain in our Data Warehouse any Information about any Customer on billing, collection or payment disputes with any franchisee, creditor or affiliate;

What We Will Do With Customer Information:

We will:

1. Use Customer Information to solicit additional hotel stays at the same hotel and other locations of the Brand, participation in the Loyalty Program, and to offer goods and services we believe may be of interest to Customers on behalf of ourselves, other non-hotel business units, our affiliates and former affiliates. For Customers who are Loyalty Program members, these solicitations may include offers from third party merchants that provide point earning or reward redemption opportunities in connection with the Program ("Loyalty Program Participants"). With Loyalty Program members' consent, we may provide their Customer information to the Loyalty Program Participants for purposes of them directly offering their goods and services to the members.
2. Include information about Customers gathered from other sources we believe to be reliable to identify our Customers more thoroughly and update Information we store and provide to third parties when the information changes, such as changes of address or new credit card expiration dates
3. Provide the name, address, telephone number and transaction Information, including payment method, about Customers to our and the Loyalty Programs' designated affinity credit card issuer(s) for use in the preselection process for the credit cards;
4. Create and use aggregate Customer data that is not personally identifiable to understand more about the common traits and interests of our Customers;
5. Use Customer Information to enforce a contract with us or a Franchisee or any Terms of Use of our Web sites, or provide access or disclosures that we believe in good faith are required to comply with applicable law (See Compliance with Law in this Policy);
6. Provide information on corporate credit card usage to the corporate card issuer or holder Customer directly or through third parties;
7. Transfer Customer Information to the party that acquires the business or assets to which the information relates.
8. Transfer and disclose Customer Information to our affiliates and subcontractors who administer the Loyalty Programs on our behalf or as we deem necessary to maintain, service, and improve services.

Our Franchisees.

Each Brand hotel is owned and operated by an independent Franchisee that is neither owned nor controlled by us or our affiliates. Each Franchisee collects Customer Information and uses the Information for its own purposes. We do not control the use of this Information or access to the Information by the Franchisee and its associates. The Franchisee is the merchant who collects and processes credit card information and receives payment for the hotel services. The Franchisee is subject to the merchant rules of the credit card processors it selects, which establish its card security rules and procedures. This policy does not apply to a Franchisee's Web site. Franchisees may also use e-mail campaigns and other methods of telephone, electronic, and direct mail solicitation without our consent or knowledge and are solely responsible for their content and methods of identifying and contacting addressees.

Other Disclosures/Compliance with Law.

We may be obligated to disclose Information about you to a law enforcement agency or by a court order, or under the discovery process in litigation, investigations, and prosecutions. We may provide Information to assist a Franchisee to enforce a contract you may have breached. We may also disclose information voluntarily to cooperate with law enforcement agencies in matters of national security. We may ask certain questions to comply with certain laws if you reside outside the United States or meet certain other criteria established by law or executive order. Unless otherwise prohibited by law or our contractual obligations, we may disclose personal information if required to do so by law, court order, or as requested by a governmental or law enforcement authority, or in good faith belief that disclosure is otherwise necessary or advisable. Situations may include: to perform, maintain or enforce contracts with our Customers, to protect the rights or properties of our Franchisees, affiliates and business partners, our Customers or others, or when we have reason to believe that disclosing the information is necessary to identify, contact or bring legal action against someone who may be causing or who may be threatening to cause interference with or damage to our rights properties, or the hotels in our Brands, whether intentionally or otherwise, or when anyone else could be harmed by such activities

anyone else could be harmed by such disclosure.

Correction

We make repeated efforts to verify the accuracy of Information and to correct and update our database from Information available to us. In the event a Customer believes that such Information held by us is inaccurate or outdated, we will, upon notification and sufficient time for verification, take all reasonable steps to correct any inaccuracy or update outdated information of which we are made aware.

Downloading

Please feel free to download or copy this Policy. You may obtain a copy free of charge by writing to us at Customer Privacy Policy, Wyndham Hotel Group, 22 Sylvan Way, Parsippany, NJ 07054.

Policy Changes.

The Policy in effect at the time of each visit to a Brand Web site applies to that visit. However, we may change or terminate this Policy at any time without prior notice by posting an amended version of the Policy on our Web site and providing you with the ability to opt out of any new, unanticipated uses of Information not previously disclosed in the Policy. Please check our Policy each time you visit our Web site or more frequently if you are concerned about how your Information will be used.



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