

WYNDHAM

WORLDWIDE

Wyndham Vacation Ownership

Wyndham Worldwide

Forward Looking Statements

Certain statements in this presentation constitute “forward-looking statements” within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. Any statements that refer to expectations or other characterizations of future events, circumstances or results are forward-looking statements. Such forward-looking statements include projections. Such projections were not prepared in accordance with public guidelines of the American Institute of Certified Public Accountants regarding projections and forecasts, nor have such projections been audited, examined or otherwise reviewed by independent auditors of Wyndham Worldwide Corporation (“WYN”).

Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Wyndham Worldwide to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

You are cautioned not to place undue reliance on these forward-looking statements. Important assumptions and other important factors that could cause actual results to differ materially from those in the forward looking statements are specified in Wyndham Worldwide’s most recent Form 10-K under “Risk Factors” filed with the Securities and Exchange Commission. Except for ongoing obligations of Wyndham Worldwide to disclose material information under the federal securities laws, Wyndham Worldwide does not undertake any obligation to release any revisions to any forward-looking statements, to report events or to report the occurrence of unanticipated events.

The information in this presentation should be read in conjunction with the consolidated financial statements and accompanying notes, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Wyndham Worldwide’s 2010 Form 10-K and Form 10-Q for the quarterly period ending September 30, 2011 filed with the Securities and Exchange Commission on February 22, 2011 and October 26, 2011, respectively.

Introduction

- **Wyndham Worldwide is focused on maximizing cash flow**
 - Free Cash Flow turnaround of over \$600 million in 2009
 - Growing annual free cash flow of \$3.75 to \$4.38 per diluted share in 2012 and beyond
 - Business practices being refocused to achieve cash flow objectives
- **Wyndham Worldwide embarked on transformative changes**
 - Rebalancing portfolio to focus on fee-for-service businesses
 - Asset-light vacation ownership model
 - Migration to web in exchange and rentals business
 - Reprioritization of strategic priorities in the Hotel Group to strengthen value proposition
 - Enabled by strong balance sheet and cash flow generation
- **Proper applications of cash yields are significantly higher growth than organic growth alone**
- **The Vacation Ownership business is an underappreciated business with attractive business attributes and improving returns profile**
 - Increased transparency and information flow to market should enhance investor information and valuation

Vacation Ownership Overview

- The Wyndham Vacation Ownership business has higher than perceived business qualities and improving returns profile.
- While this business is strong, we are taking steps to further strengthen the financial profile of this business.
- Improvements in the financial markets support enhanced business profitability.
- From an accounting perspective, the vacation ownership business is transparent.
- We have the best management team in the industry.
- Finally, we understand the vacation ownership buyer and believe the demand profile for this business will be strong for many years to come.

Chapter I

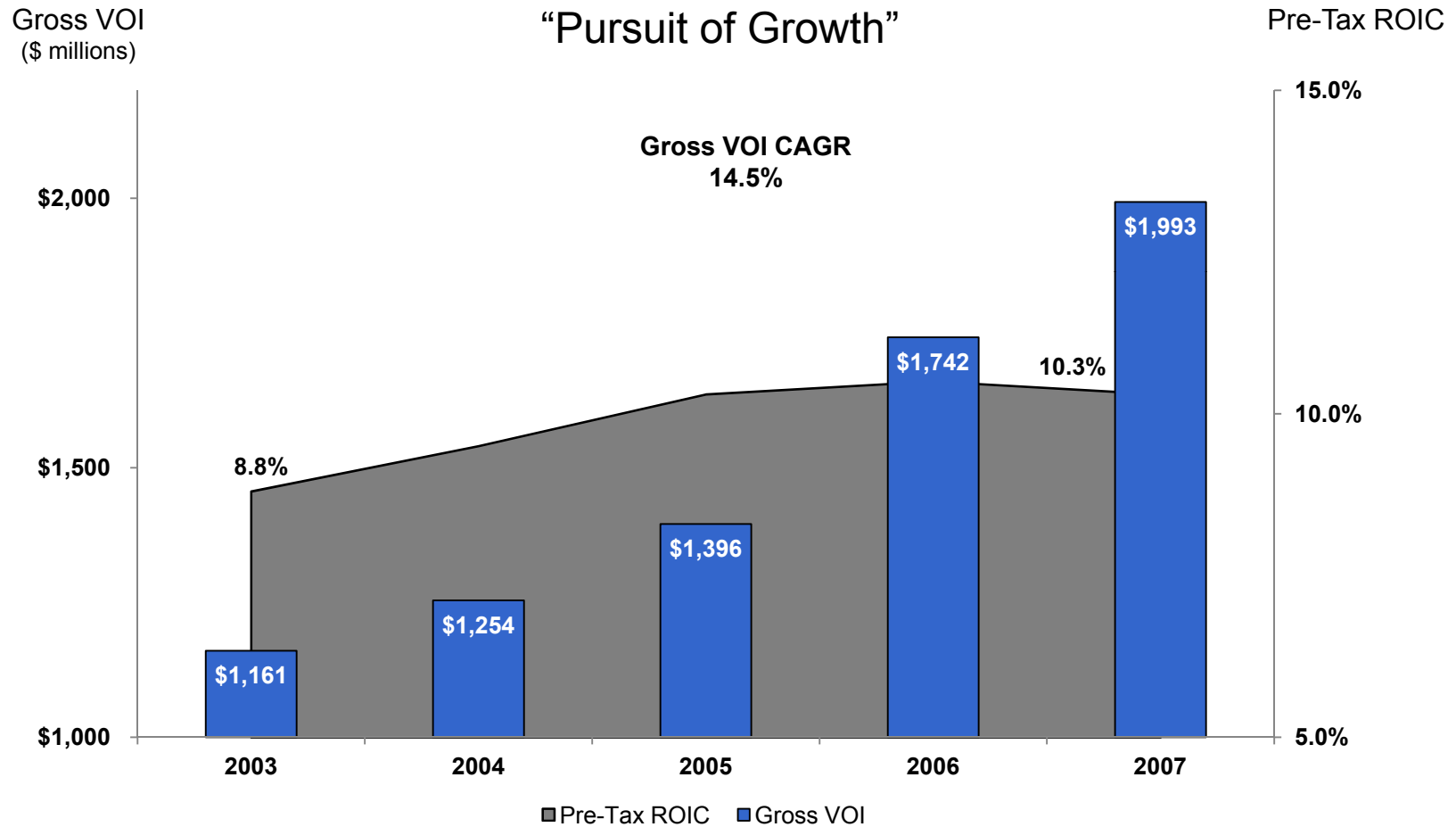
The Wyndham Vacation Ownership business has higher than perceived business qualities and improving returns profile.

The truth about Wyndham Vacation Ownership

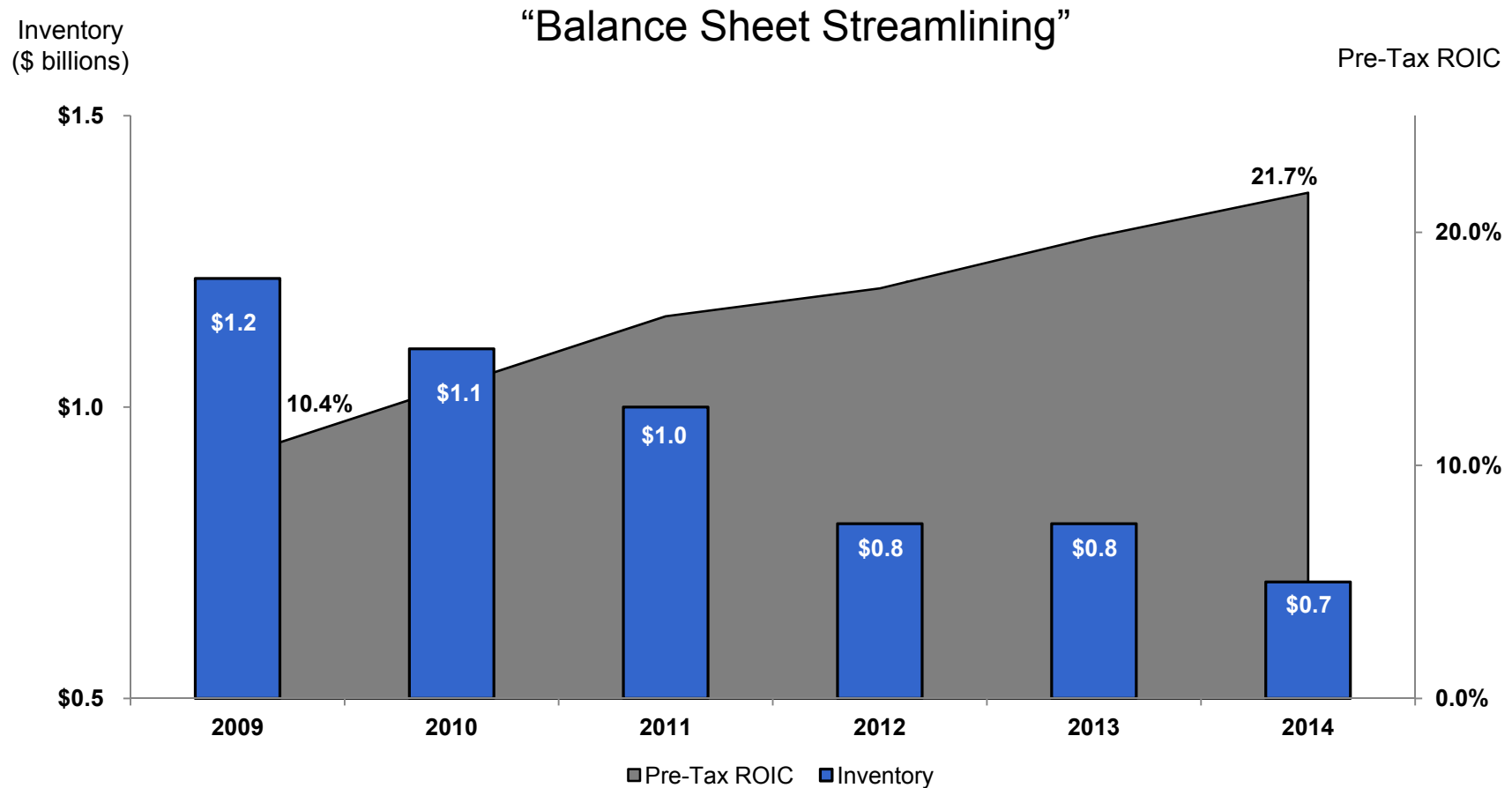
The Wyndham Vacation Ownership business is a transparent and clean model with higher than perceived business quality.

- Will enjoy improving returns as the company streamlines its balance sheet.
- Generates significant amounts of recurring free cash flow.
- Generates recurring income associated with management fees.
- Generates recurring interest income associated with receivables.
- Generates recurring sales driven by upgrades from a deeply loyal customer base.

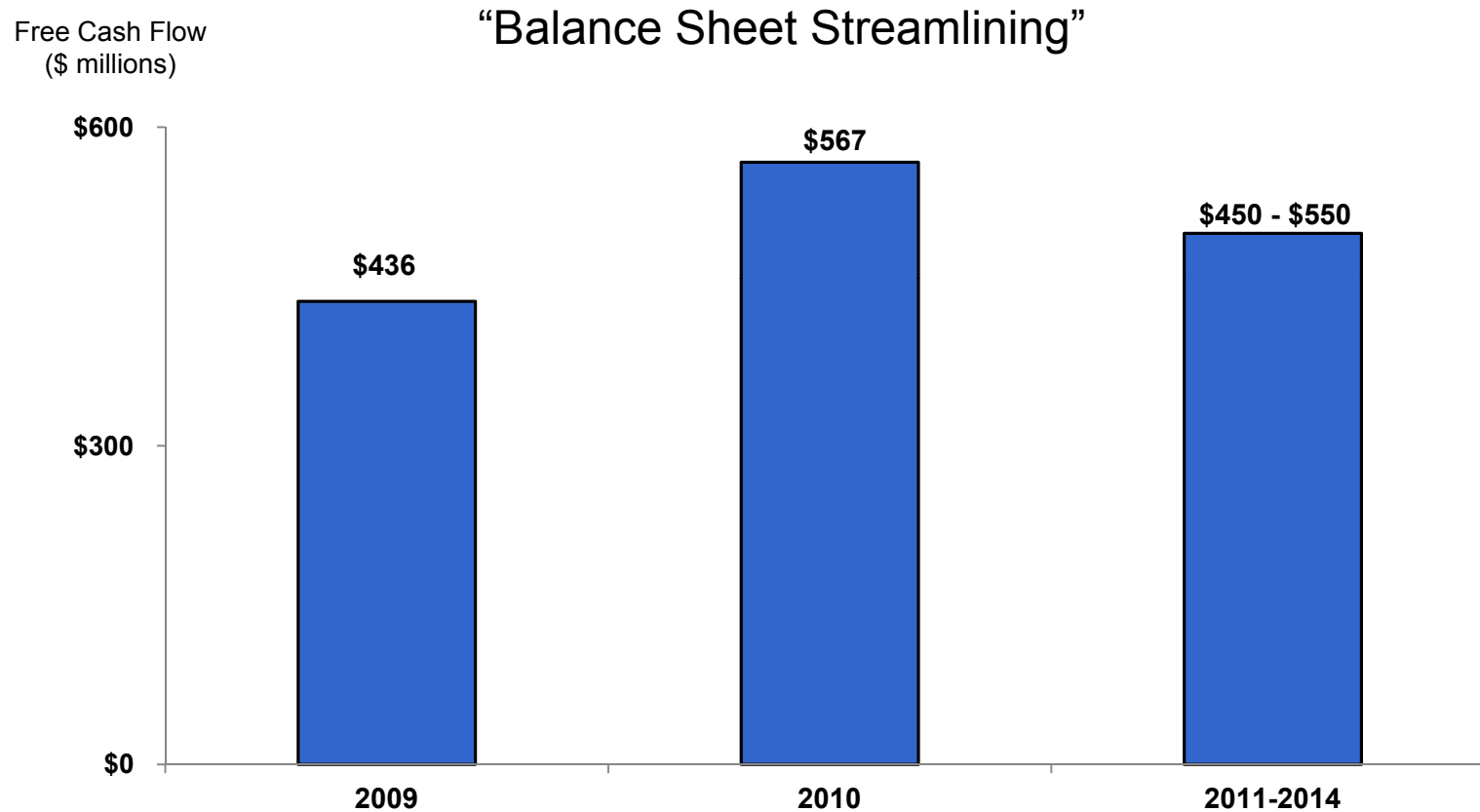
Historically ROIC is understated due to the aggressive pursuit of growth.



We are committed to reduced levels of capital allocation and moderate growth of this business going forward.



In a limited growth scenario, this business does generate substantial free cash flow.



Project level IRR's are strong when financial markets reflect historical patterns.

# of Units	50
Gross Revenue	\$75 million
COS	22.5%
Financed Sales	60.0%
Weighted Average Coupon	13.5%
Advance Rate	60.0%

Project Level IRR (traditional)

Average Net Cash Flow (\$ millions)

	Year 0	Year 1	Year 2	Year 3	Years 4+	Total Cash
<u>Cash Inflow</u>						
-Cash @ sale			30.0			30.0
-Principal payments			3.6	5.5	29.6	38.7
-Interest income			2.9	4.9	18.1	25.9
-A/R borrowing			27.0			27.0
Total Cash Inflow			63.5	10.4	47.7	121.6
<u>Cash Outflow</u>						
-Capital outlay for product	4.2	12.7				16.9
-Sale comm & overhead / marketing			33.0			33.0
-G&A			6.2	0.4	1.4	8.0
-Interest expense			1.5	2.6	7.8	11.9
-Principal payments			1.5	3.2	22.3	27.0
Total Cash Outflow	4.2	12.7	42.2	6.2	31.5	96.8
Net Cash Flow	(4.2)	(12.7)	21.3	4.2	16.2	24.8

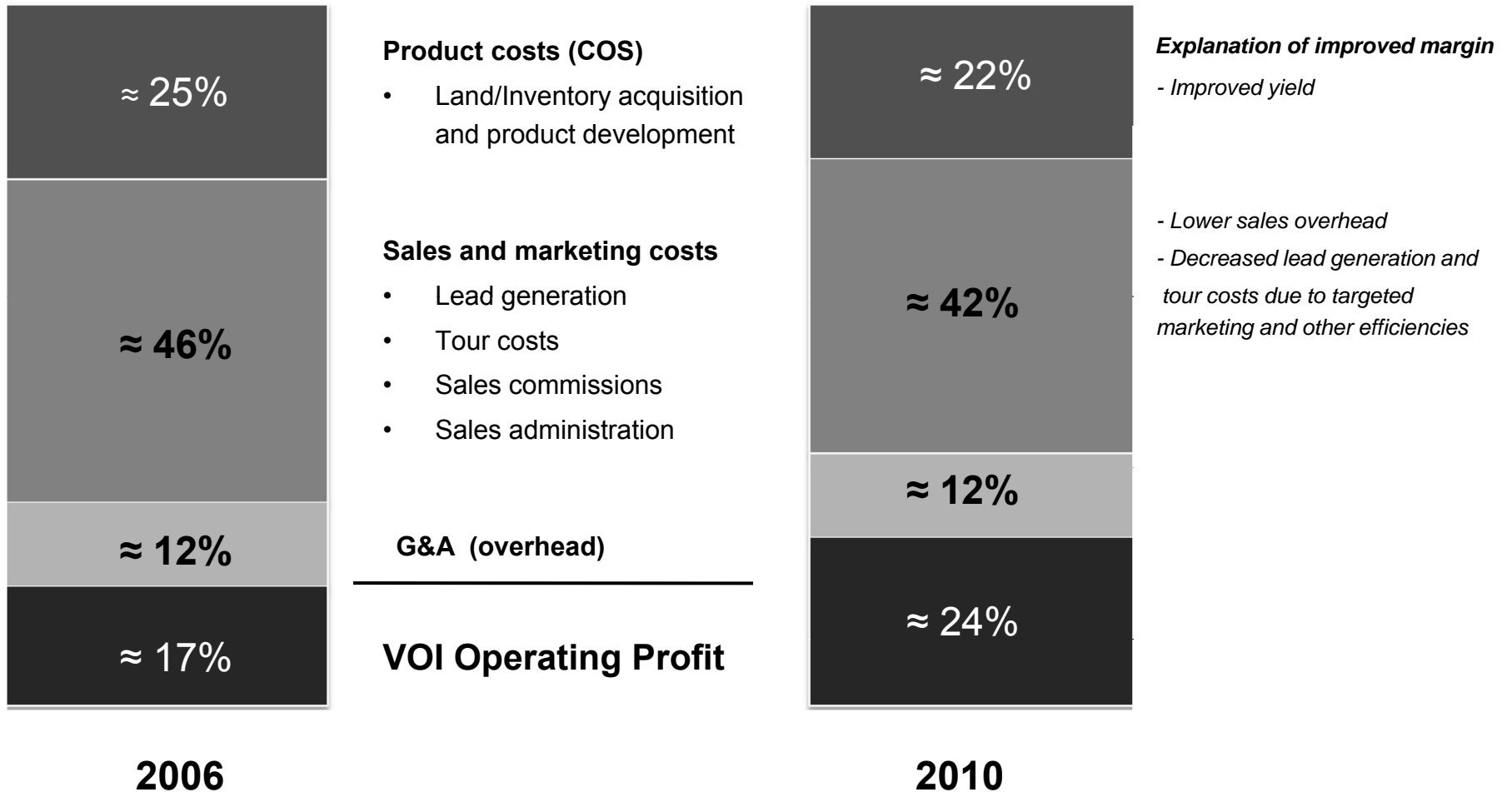
Average IRR

41.7%

Average IRR (Unsecuritized)

24%

Improving VOI Margins (% of VOI Sales)



Within this business, property management is an important aspect of the model, providing strong, stable, fee-for-service income stream.

- Ensures on-going quality and brand standards, which in turn supports customer satisfaction and ongoing sales
- 213 resorts provide recurring, long term relationships that are “sticky” in nature (attrition rates of less than 1% over the last 5 years)
- Owner maintenance fees provide bulk of CapEx; Wyndham’s ongoing investment is minimal
- Mid-single digit EBITDA growth supported by contractual “cost of living” adjustments

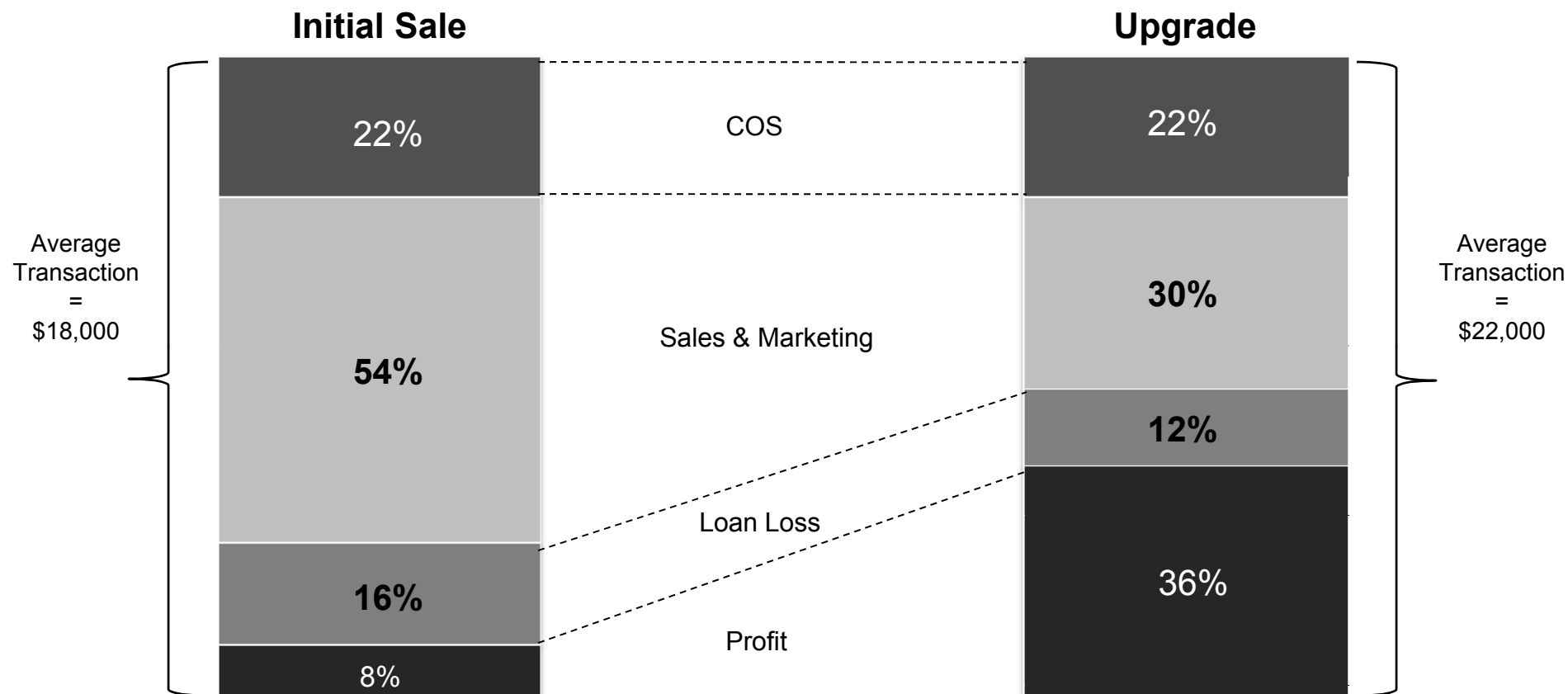
Within this business, property management is a strong, stable, fee-for-service income stream.

	<u>2010</u>		
	(\$ millions)		
	<u>Profile</u>	<u>Reimbursable costs</u>	<u>Net Profile</u>
Management Fees	\$405	(\$222)	\$183
Resort Management Expenses	(333)	222	(111)
G&A	(22)	\$0	(22)
EBITDA	<u>\$50</u>	<u>\$0</u>	<u>\$50</u>
Margin	12%	0%	27%
Capex	< \$0.5		< \$0.5

When the capital markets reflect historical patterns, the financing spread in this business is significant.

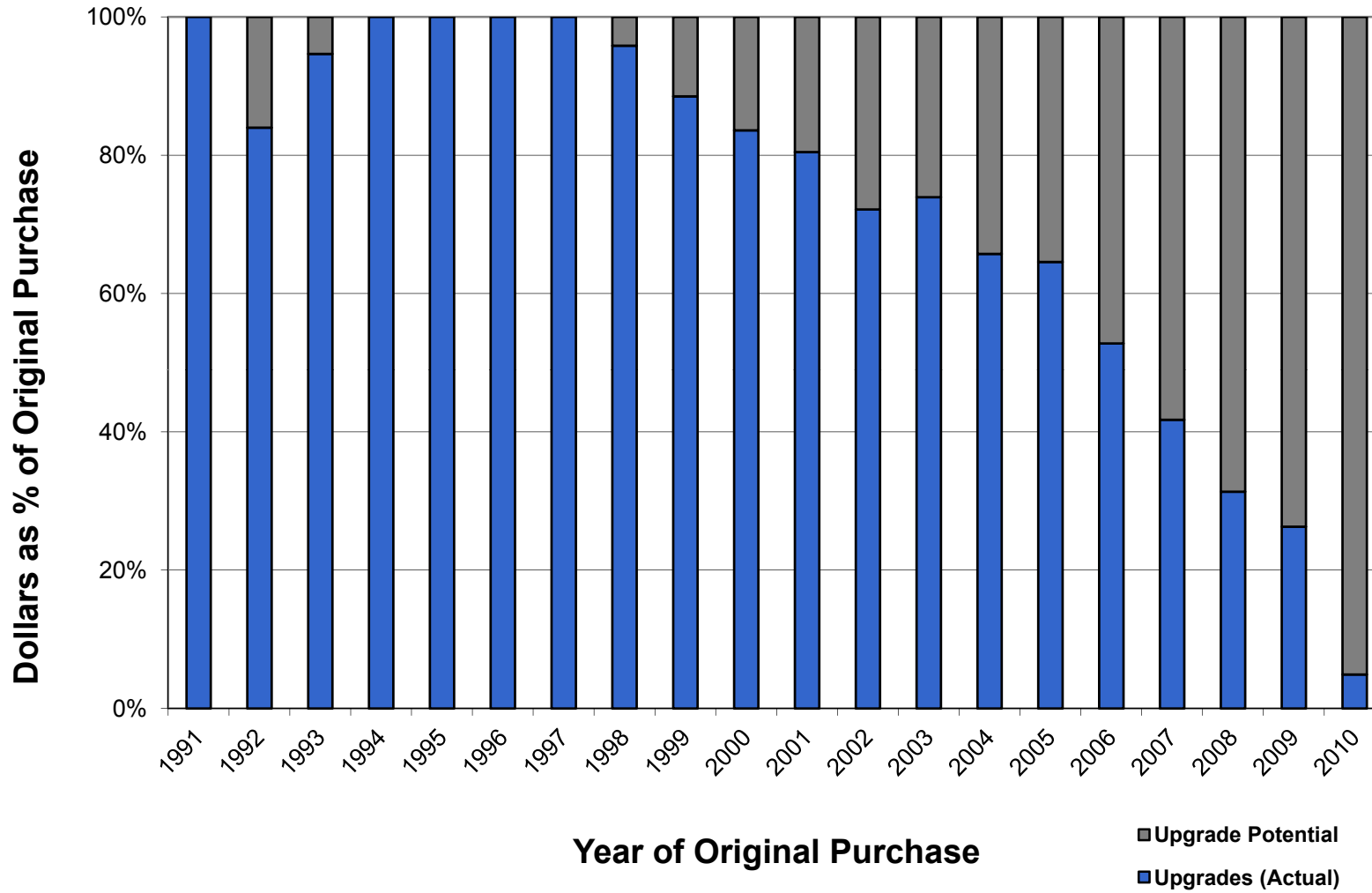
	Financing Spread		
	2008	2009	2010
Weighted average coupon to owners	12.26%	12.44%	12.67%
Weighted average cost of capital			
- Conduit average	5.06%	9.80%	5.97%
- ABS average	6.96%	8.05%	6.83%
- Company financed	5.53%	6.30%	8.09%
Total weighted average rate	6.45%	7.80%	7.37%
Net financing spread	5.82%	4.63%	5.29%
Contribution	\$189 million	\$153 million	\$165 million
Average portfolio balance (net)	\$3,247 million	\$3,308 million	\$3,110 million

Contribution of an Initial VOI Sale from Wyndham Vacation Resorts



- On average, each owner purchases an additional 1.6 times the amount of the original sale.
- The owner EBITDA contribution over 20 years is over \$20,000 (including resort management fees and including financing).

Upgrades By Year



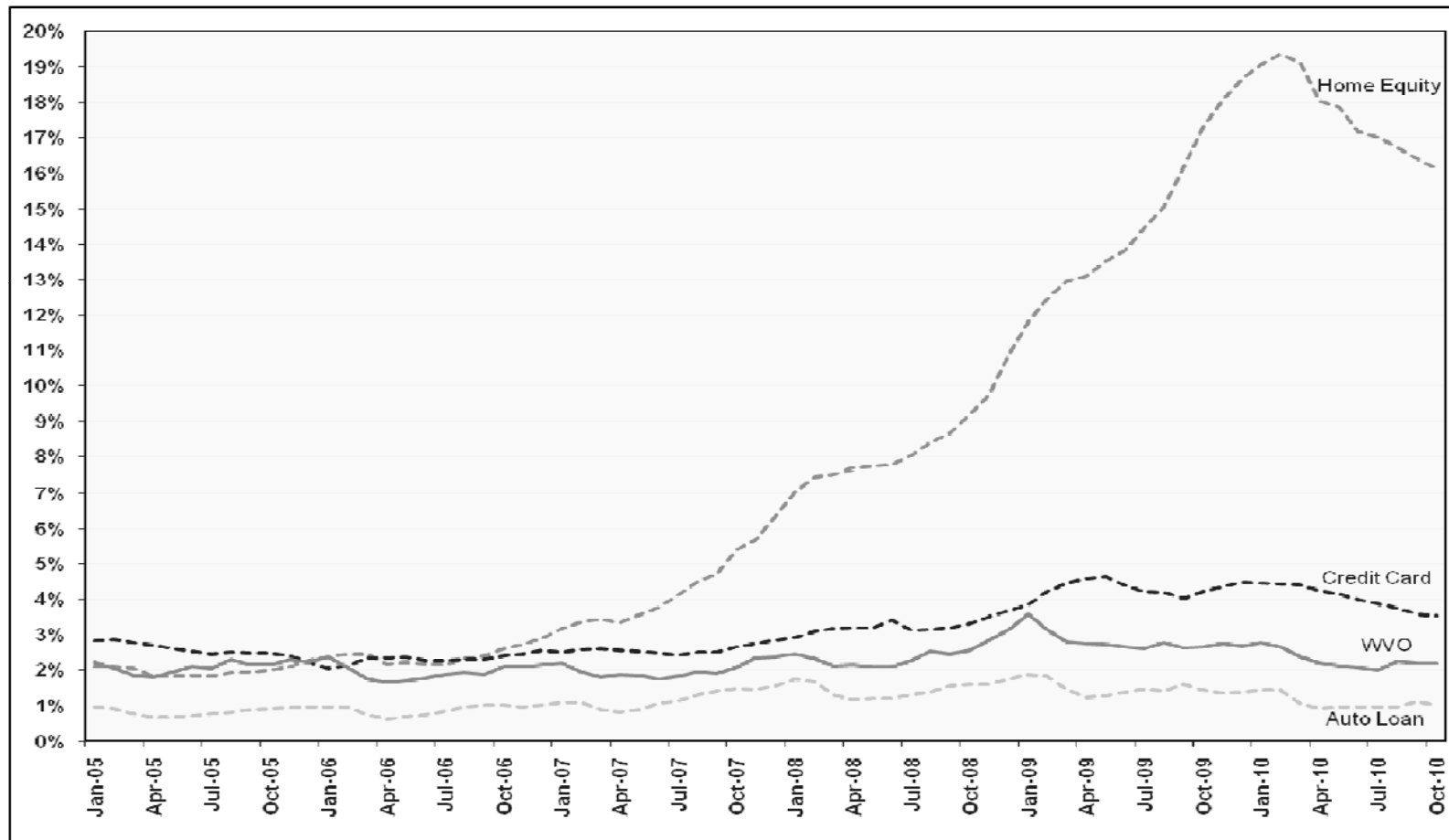
Our owner upgrades will continue to have a long runway for growth

- Wyndham timeshare owners of 14 years or more purchase on average, additional upgrades equal to 100% or more of their original purchase.
- Owners who have purchased within the last 14 years upgrade at rates comparable to those who have owned for longer periods of time.
- We believe that there continues to be significant upgrade opportunity within our current owner base.

Finally, there are some compelling facts about our vacation ownership business.

- In 2009, delinquency on vacation ownership debt performed well against other asset classes
- When a receivable defaults, the inventory is “reusable” and sold at a higher price than originally sold

During the economic downturn, delinquency on vacation ownership debt performed well against other asset classes.



When a receivable defaults, the inventory is “reusable” and sold at a higher price than originally sold.

Auto

- Asset repossessed
- Asset value significantly discounted to original price
- Sold at a loss

Home Equity

- Asset repossessed
- Asset value is linked to real estate market conditions

Vacation Ownership

- Interval / Points reclaimed
- Condition of underlying asset maintained by our property management group
- Asset resold for higher price than original sale

Chapter II

While this business is strong, we are taking steps to further strengthen the financial profile of this business.

We have developed an alternative, asset-light business model into a ongoing source of product.

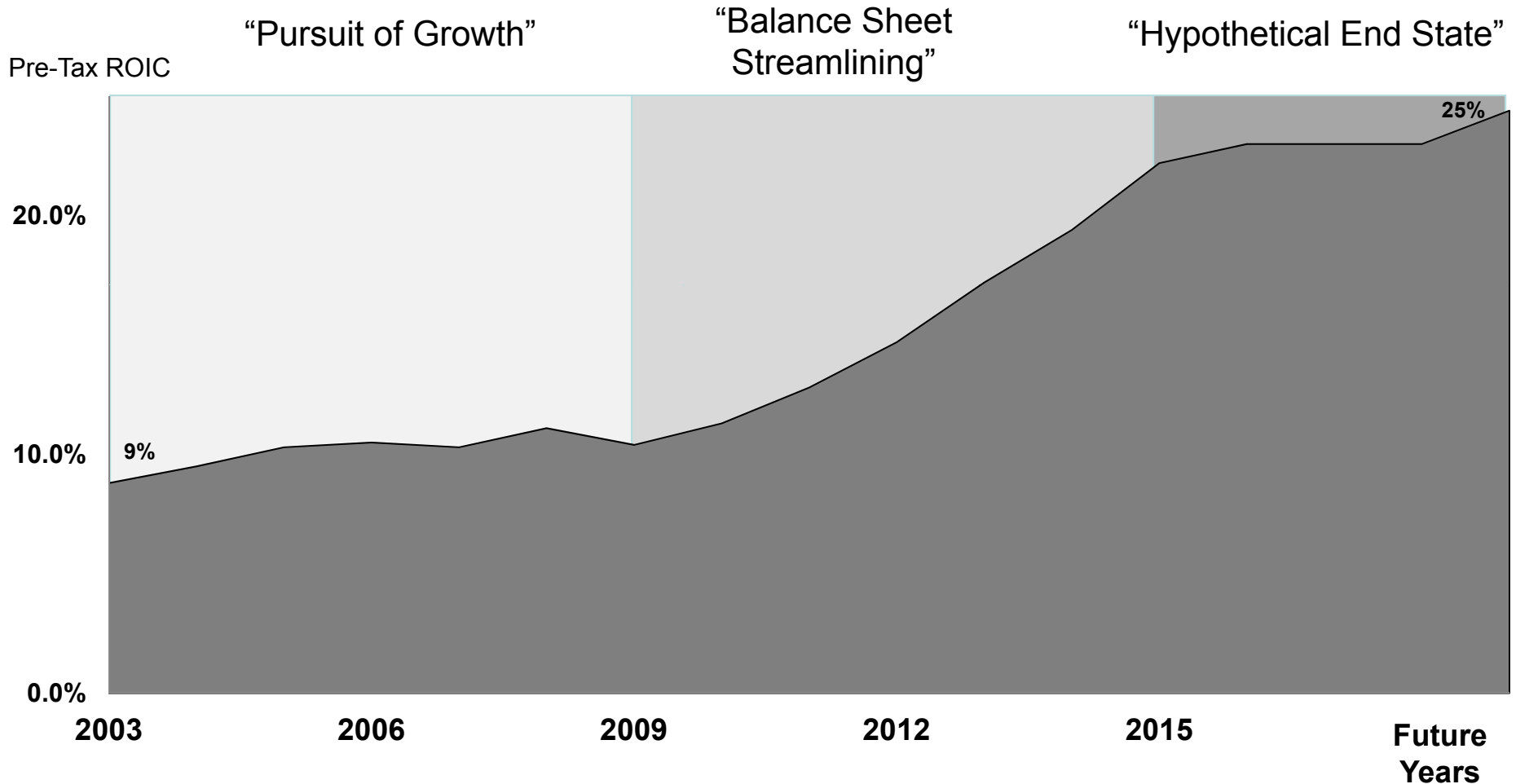
We view the Wyndham Asset Affiliation Model (WAAM) as a complementary component of the overall Vacation Ownership business.

- Over the next five years, as we seek to reduce the balance sheet, WAAM will be an opportunistic and a complementary source of business, which may augment overall levels of growth.
- Once our balance sheet has been streamlined, we could target more WAAM or purchase distressed inventory ourselves to drive overall return.

WAAM will reduce the capital investment of the vacation ownership business and will likely take on various forms.

- We may purchase some inventory to facilitate a transaction.
- We may participate in various parts of the value chain (e.g., property management, financing, loan servicing, etc.).

We have developed an alternative, asset-light business model into a ongoing source of product.

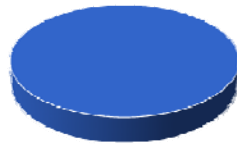


Current high levels of distressed real estate provide inventory to launch the Wyndham Asset Affiliation Model.

- Based on our knowledge of the leisure real estate market, we estimate there are approximately 50,000 - 100,000 distressed units in the market and we currently have 4,000 units on our radar.
- In the last year we have signed four of these affiliation deals (in Myrtle Beach, Orlando, Smugglers' Notch and Destin).
- These deals, including our option to take additional units within these resorts, would provide enough inventory to meet our current WAAM targets of 15 – 20% of Gross VOI sales over the next five years.
- WAAM is not only for distressed inventory, it can also deliver unparalleled returns to property owners and developers in a normalized real estate market.

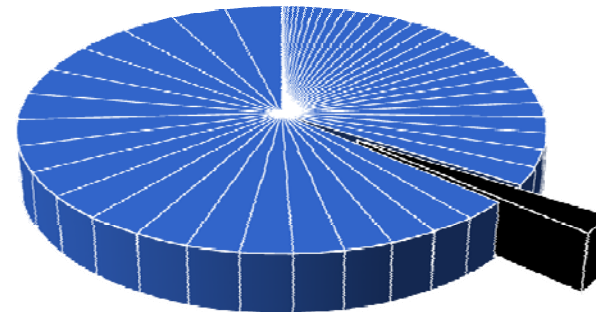
It is advantageous for property owners to have Wyndham Vacation Ownership sell their inventory.

Whole Unit Sale



Pricing Yield = \$250 thousand

52 Points Based Interval Sales



Pricing Yield = \$1.2 million

- Selling units by a time interval increases total pricing by 4.8 times.
- As the largest seller of vacation ownership interests, Wyndham Vacation Ownership has proven experience in selling a wide range of vacation products from multiple points.
- We have experience in selling third-party inventory.

Wyndham Vacation Ownership is a highly manageable business in good and challenging times.

How did we thrive in the economic downturn of 2009?

1. Drove VPG up by 23%
 - Right sizing sales and marketing infrastructure (cut bottom-tier performers)
 - Move to higher level of upgrade sales contributed to VPG performance
2. Accessed credit markets in the most difficult environment
 - Reduced reliance on ABS market
3. Cut overall expenses by approximately \$150 million
4. Exceptional leadership ensured ongoing momentum through the turmoil
5. Moving to a higher credit consumer
6. More cash down at sales; percentage of sales financed decreased to 56% from 66%

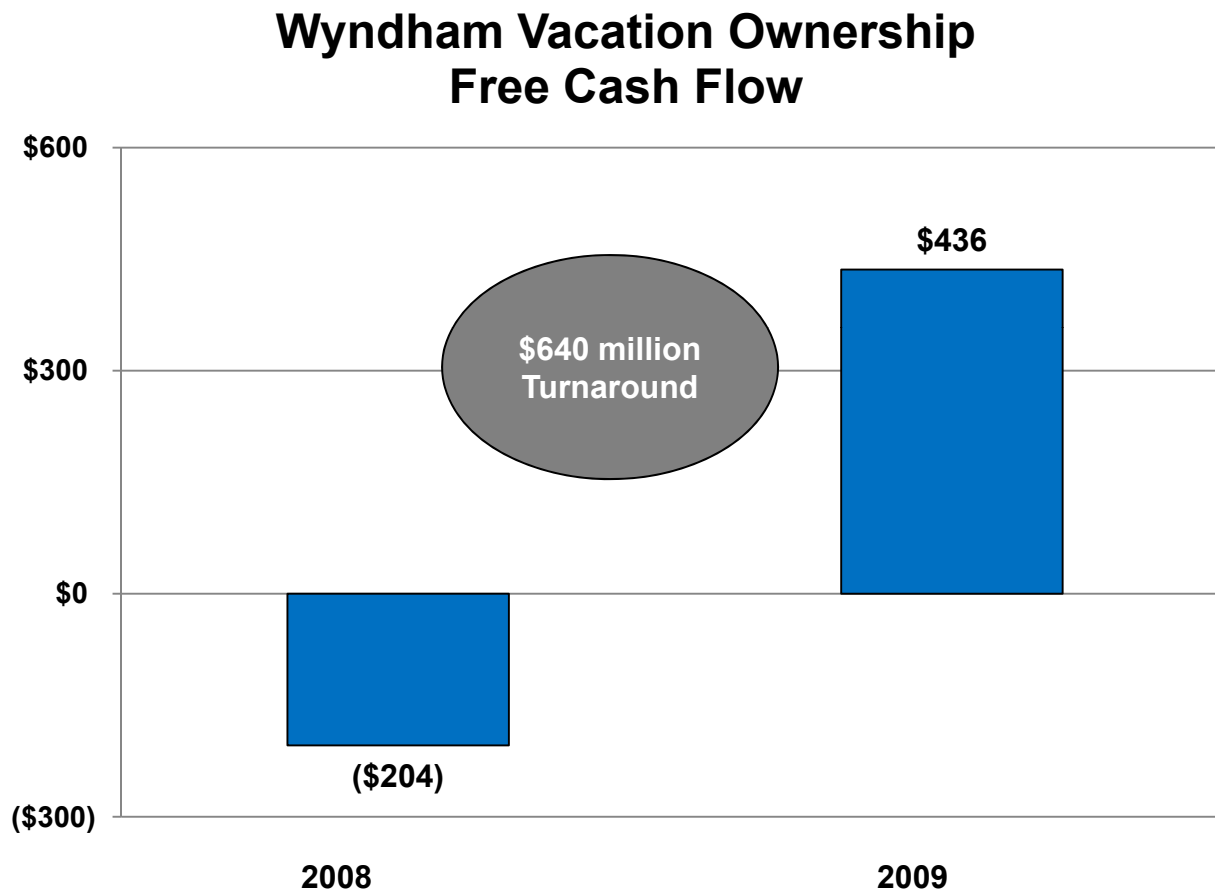
During the restructuring of the business in 2009, we put in place improved practices, which will impact the business over the next few years.

Dramatically Improved Credit Profile

- Average transaction equity and aggregate portfolio equity continue to increase.
- Weighted average FICO of portfolio (at origination) continues to increase.

Year Ending (12/31)	Average Transaction Equity per Receivable	Aggregate Portfolio Equity	Weighted Average FICO of Portfolio (@ origination)
2005	19.7%	36.2%	656
2006	22.8%	36.8%	663
2007	25.9%	37.8%	673
2008	28.3%	39.1%	680
2009	30.8%	42.9%	690
2010	33.6%	46.6%	697

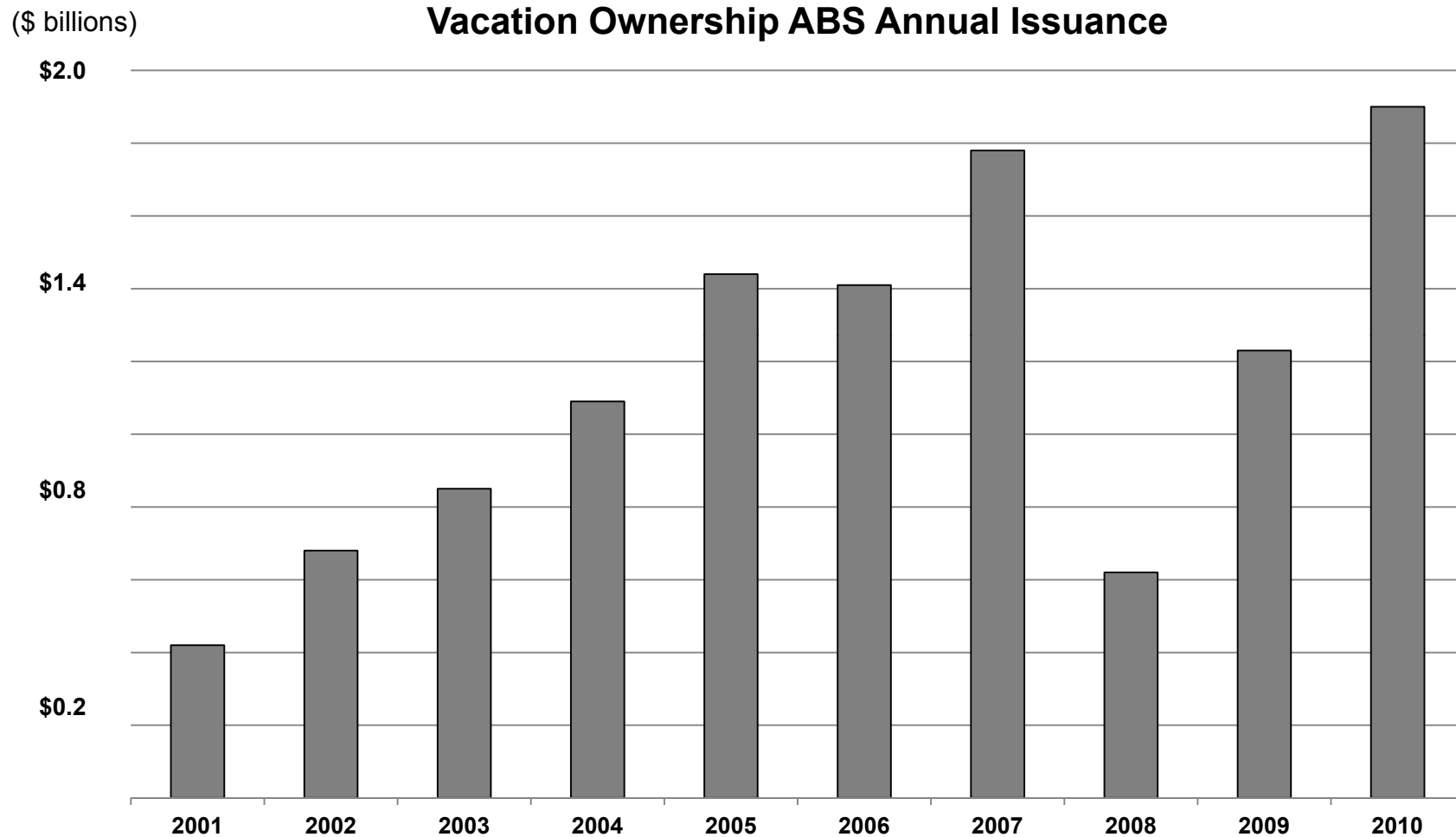
Focus on free cash flow alters the profile of this business.



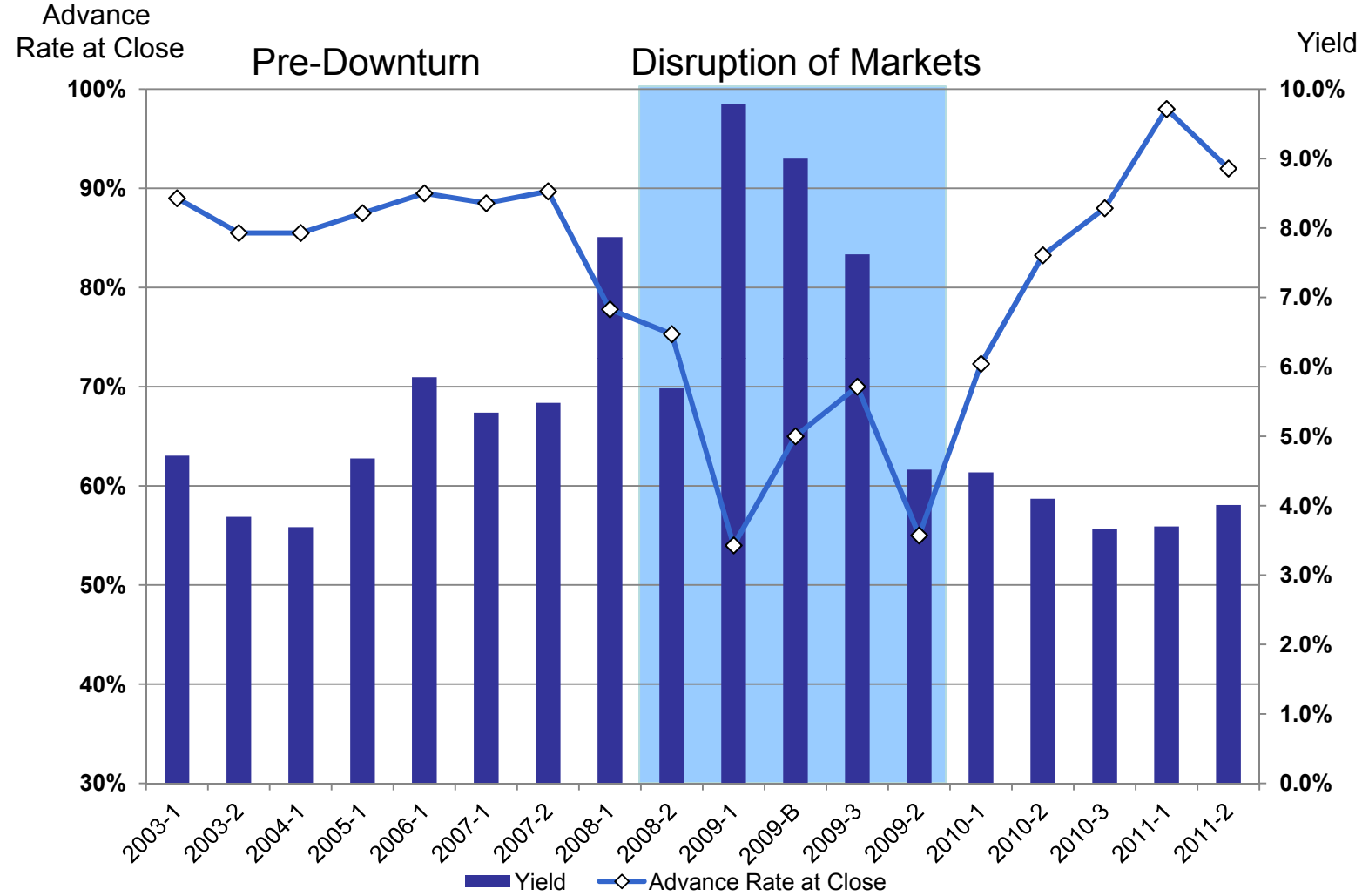
Chapter III

Improvements in the financial markets support enhanced business profitability.

The ABS markets are bouncing back nicely, which should reinforce margins.



Historic ABS patterns have been consistent and positive.



Chapter IV

From an accounting perspective, the vacation ownership business is transparent.

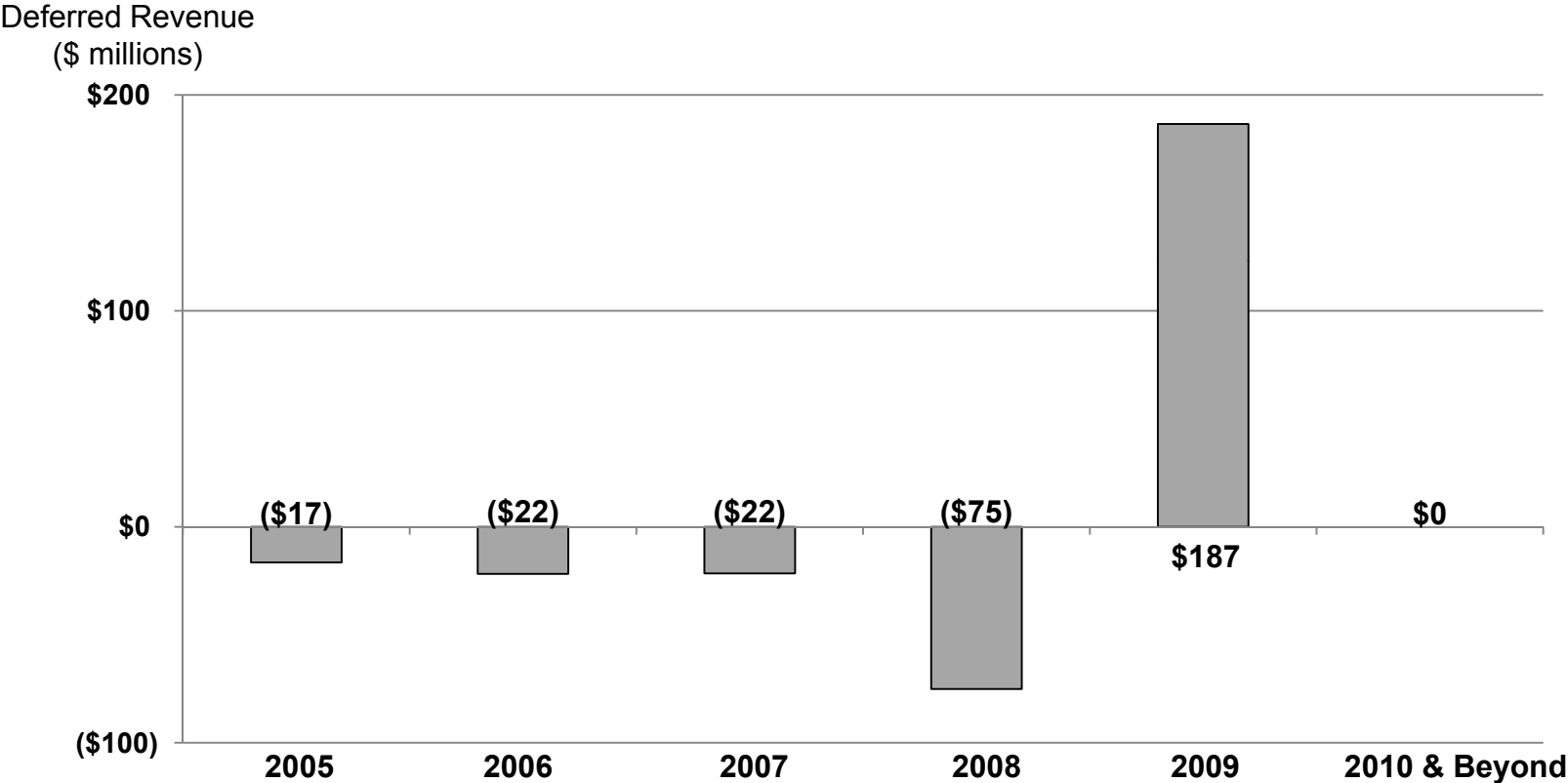
From an accounting perspective, the vacation ownership business is transparent.

- No gain on sale accounting.
- No more deferred revenue and percentage of completion (POC) accounting.
- No off balance sheet accounting.
- No hidden liabilities.

Vacation Ownership is not an opaque, accounting-intensive and confusing business!

Removal of deferred revenue component dramatically simplifies the business for investors.

We will not create POC deferred revenue in our business going forward, as we sell only finished inventory.



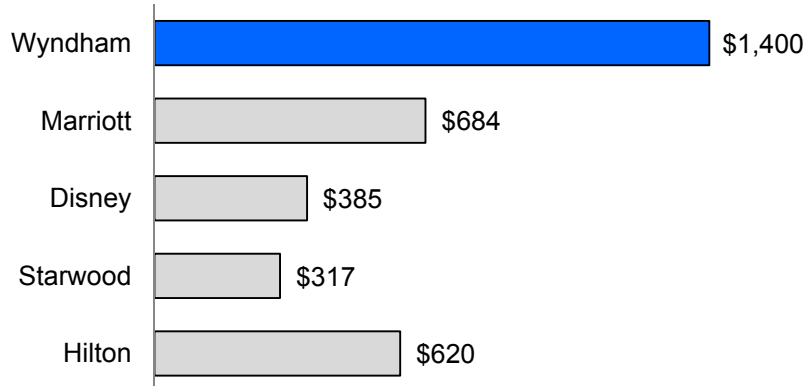
.... and we've never had gain on sale accounting

Chapter V

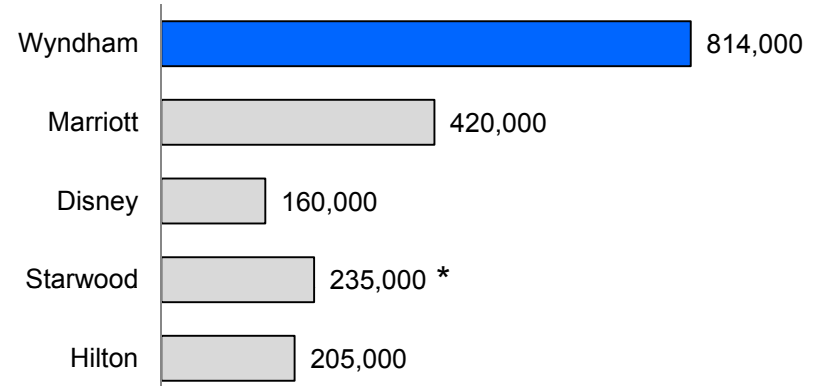
We have the best management team in the industry.

We remain the largest participant in the vacation ownership industry.

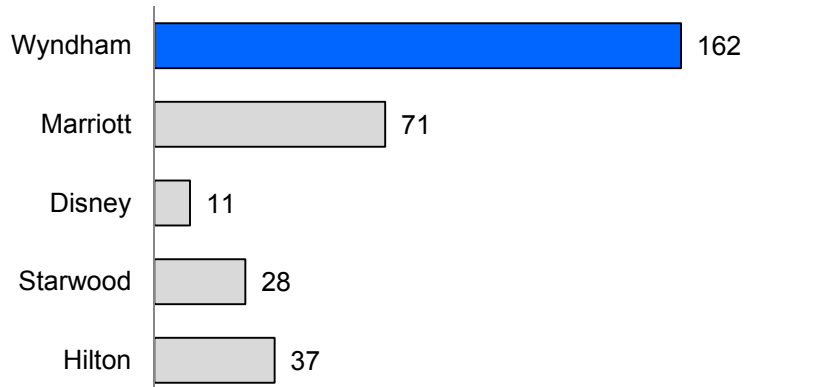
Total VO Revenue (\$ in millions)



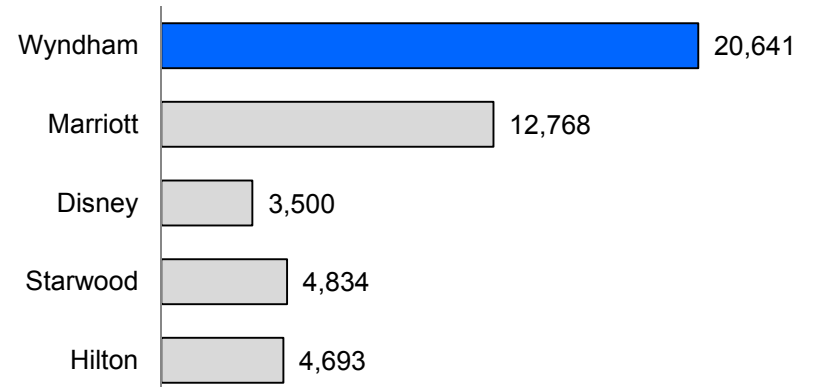
Owners



Resorts



Units



Source: Vacation Ownership WORLD Magazine, March – April 2011 (based on 2010 data). * Starwood owners as of 2008

We have the vacation ownership industry's best executive team, which has created our market leading position in the business.



Franz Hanning, Chief Executive Officer

Time with Wyndham Vacation Ownership: 28 Years

Since joining the organization in 1982, Franz Hanning has risen through the ranks from sales professional to president and chief executive officer. He is responsible for all management, operations, strategic plans and growth initiatives for Wyndham Vacation Ownership, which includes Wyndham Vacation Resorts, WorldMark by Wyndham and Wyndham Vacation Resorts Asia Pacific. Today, Mr. Hanning leads a worldwide staff of more than 12,500 employees. Under his direction, the Company has posted the strongest gains among the Wyndham Worldwide business units, representing the largest contribution to its EBITDA. Mr. Hanning is based at the Company's headquarters in Orlando, Fla.



Mike Hug, Executive Vice President, & Chief Financial Officer

Time with Wyndham Vacation Ownership: 11 Years

As executive vice president and chief financial officer, Mike Hug is responsible for all aspects of accounting, strategic planning, forecasting, financial reporting, Wyndham Consumer Finance operations, which include its treasury operations and servicing of the receivables portfolio, as well as all information technology operations. Mr. Hug, who has served in his current position since 2005, previously served as senior vice president and controller. He joined the Company in 1999 as vice president of finance for the Hospitality Services Group. Prior to joining Wyndham Vacation Ownership, he has spent 11 years in public accounting with one of the Big 6 public accounting firms. Mr. Hug is based in Orlando, Fla.



Mark Johnson, Sr. Vice President, Consumer Finance

Time with Wyndham Vacation Ownership: 5 Years

Mark Johnson is responsible for developing and executing consumer financing programs that support the Company's sales of vacation ownership intervals; servicing customers and investors through billing, cash management, collections and customer support; and providing accounting, financial planning and portfolio analysis of the financing activities. Mr. Johnson joined the Company in November of 2004 following his tenure as vice president of Global Operations and Capital Markets Portfolio Management for GE Franchise Finance. Prior to joining GE, he ran the commercial loan servicing and commercial lease servicing functions for six financing businesses at FINOVA Capital. He is based in the Company's Consumer Finance headquarters in Las Vegas, Nev.

We have the vacation ownership industry's best executive team, which has created our market leading position in the business.



Jeff Myers, Executive Vice President, & Chief Sales & Marketing Officer

Time with Wyndham Vacation Ownership: 19 Years

As executive vice president and chief sales and marketing officer, Jeff Myers is responsible for developing and delivering sales strategies in support of the Wyndham Vacation Resorts, WorldMark by Wyndham and Wyndham Vacation Resorts Asia Pacific brands, leading all sales training, recruiting and development initiatives and overseeing all In-house and Frontline operations.

Mr. Myers, who has served in his current position since 2008, previously served as executive vice president of sales for Wyndham Vacation Resorts and WorldMark by Wyndham. Since joining the Company in 1991 as a sales representative in Williamsburg, Va., Mr. Myers has held several esteemed sales and marketing positions in the organization including, director of sales, site vice president and regional vice president of sales. He was an ARDA Gold winner in 1996 and was the recipient of the Rookie of the Year award in 1991.



Geoff Richards, Executive Vice President, Global Sales & Marketing Operations

Time with Wyndham Vacation Ownership: 14 Years

As executive vice president and chief administrative officer for Wyndham Vacation Ownership, Geoff Richards leads the Company's sales and marketing programming and product development efforts in support of Wyndham Vacation Resorts, WorldMark by Wyndham and Wyndham Vacation Resorts Asia Pacific. Mr. Richards is responsible for the development and execution of strategies and initiatives aimed at enhancing sales and cost efficiencies; expanding product lines and growing revenues. Mr. Richards also oversees the organization's expansive human resources operations in support of more than 12,500 employees. He has been with Wyndham Vacation Ownership for 14 years and is based in Orlando, Fla.

The WVO Difference – How We've Changed the Industry

Pioneers

- Points-based products since 1989
- Club Wyndham Access; the next generation of points
- Wyndham Asset Affiliation Model

Innovators

- Highly developed integrated marketing alliances (Harrah's, Outrigger, Universal, etc.)
- Cutting edge sales technology
- Extensive database
- Firm Offer of Credit

Exceptional Owner Satisfaction

- 95% customer satisfaction rate

Wyndham Vacation Ownership has a better “mousetrap.”

Points based product

- Provides maximum flexibility (date of travel, resort location, unit size).
- Enables multiple, shorter stays to match current consumer trends.
- Allows seamless upgrade purchases, maximizing lifetime value of owner.

Distribution

- More than 79 active sales centers and 128 local marketing locations.
- Inventory can be sold simultaneously from multiple locations, maximizing developer efficiencies.

Installed ownership base

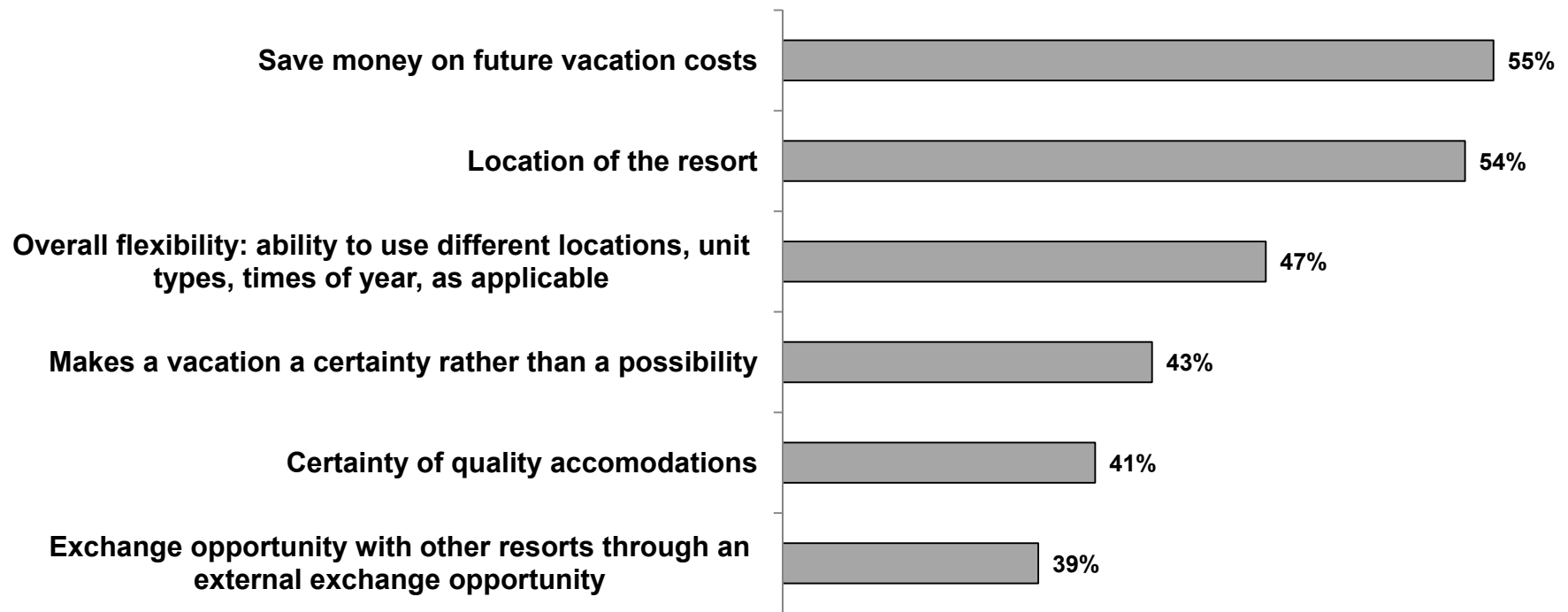
- Industry leading 820K owners, which provide significant upgrade opportunities.

Chapter VI

Finally, we understand the vacation ownership buyer and believe the demand profile for this business will be strong for many years to come.

Vacation ownership provides vacationers with a compelling value proposition.

Survey of 945 vacation ownership owners: Reasons for purchasing a vacation ownership both recent buyers and non-recent buyers



Profile of a vacation ownership owner

- Recent purchasers are younger than vacation ownership owners in general, with 58 percent of recent purchasers under the age of 45.
- Well over half of vacation ownership owners have at least a college degree (62 percent).
- A third of vacation ownership owning-households earn between \$50,000 and \$75,000 annually (33 percent), and half earn between \$75,000 and \$150,000 (50 percent).

Vacation ownership owners are overwhelmingly satisfied.

- 86% of all vacation ownership owners have had a positive ownership experience overall.
- 69% of all owners would recommend their own resort or vacation club.
- 56% of recent purchases across the industry were upgrades by existing owners to a bigger unit or a higher season.

The market is significantly underpenetrated.

- There are approximately 8 million U.S. households who already own vacation ownership.
- The penetration rate among “eligible” U.S. households is 10%.
- Leaving an addressable market of 53 million households.

Vacation Ownership Summary

- The Wyndham Vacation Ownership business has higher than perceived business qualities and improving returns profile.
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