

# **EXHIBIT 9**

**STATEMENT PURSUANT TO 16 C.F.R. § 2.7(d)(2)**

Pursuant to 16 C.F.R. § 2.7(d)(2), counsel for Wyndham Hotels and Resorts, LLC and its parent company, Wyndham Worldwide Corporation (together, “Wyndham”) hereby state that they conferred with counsel for the Commission in an effort in good faith to resolve by agreement the issues raised by this Petition to Quash, but have been unable to reach such an agreement. A teleconference between Wyndham and Commission counsel occurred on January 6, 2012, starting at 1:30 p.m. Douglas Meal and Rachel Rubenson of Ropes & Gray LLP and Lydia Parnes and Seth Silber of Wilson Sonsini Goodrich & Rosati participated in the teleconference for Wyndham, while Kristin Cohen, Lisa Schifferle, and Kevin Moriarty participated for the Commission. Subsequently, counsel for Wyndham and counsel for the Commission exchanged letters, which are attached as Exhibits to this Petition. While Commission counsel agreed in a January 12, 2012 letter to recommend one modification to the Associate Director relating to one of the CID’s definitions, Wyndham did not receive any confirming correspondence from the Associate Director, and has otherwise been unable to come to an agreement with Commission counsel on the issues presented by this Petition.



Douglas H. Meal

# **EXHIBIT 10**



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January 8, 2012

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**BY EMAIL**

Kristin Krause Cohen, Esq.  
Division of Consumer Privacy and Protection  
Bureau of Consumer Protection  
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Washington, DC 20580

Re: Wyndham Hotels and Resorts – Confidential Submission to Federal Trade Commission

Dear Kristin:

Thank you for your letter dated January 6, 2012. We are confused by the request contained in your letter. During our teleconference, we in fact did put forth a “specific proposal” on behalf of Wyndham Hotels & Resorts LLC (“Wyndham”) relative to how the Commission’s December 8, 2011 Civil Investigative Demand (“CID”) might be modified so as to enable Wyndham and the Commission’s staff (“Staff”) to resolve Wyndham’s objections to the CID’s invalidity, overbreadth, and burdensomeness. Since you evidently did not understand us to have made such a proposal, we will recapitulate it here.

Our proposal is premised on the fact that, ostensibly, the CID is intended to enable Staff to obtain whatever limited additional discovery it still needs from Wyndham in order to complete its now nearly two-year-old investigation into whether Wyndham’s information security practices comply with Section 5 of the Federal Trade Commission Act. As we pointed out in our teleconference, Wyndham does not believe Staff in fact has any such need for additional discovery from Wyndham. Staff has previously advised Wyndham that, based on Staff’s investigation to date, Staff is prepared to recommend corrective action to the Commission in the form of a consent agreement. Indeed, Staff has already provided Wyndham with the consent agreement it is prepared to recommend to the Commission and a proposed Complaint alleging violations of Section 5 on the part of Wyndham and certain of its affiliates. Obviously, then, Staff has already determined that its investigation has adduced sufficient information from which the Commission may conclude that it has reason to believe that Wyndham’s information security practices violate Section 5. Any investigation that has reached a point at which Staff has made such a determination and is ready to make such a recommendation is by definition “complete,” because once an investigation reaches that point Staff by definition has no need for any further information in order to conclude the investigatory phase of

the case (see FTC Operating Manual Section 1.3.4.4) and proceed with the next phase of the case (see FTC Operating Manual Chapters 3 & 6). At this juncture, then, any further discovery Staff might seek from Wyndham would not truly be for the purpose of investigating whether there is reason to believe that Wyndham violated Section 5 (as the Staff has already determined that to be the case), but instead would in fact be for the purpose of aiding Staff's anticipated effort to prevail in litigation against Wyndham once its Complaint is filed. However, discovery of *that* sort is supposed to be sought and obtained by Staff not in the guise of completing an already-completed investigation, but rather under and subject to the Commission's rules for adjudicative proceedings, and only to the extent such discovery is authorized by the presiding ALJ.

Moreover, even assuming Staff has a genuine need for yet additional discovery from Wyndham in order to complete this long-standing investigation, such discovery should at this juncture be quite limited in nature. As you are aware, Wyndham has already voluntarily provided Staff with massive amounts of information in the course of this investigation, and has incurred substantial expense in so doing. In particular, Wyndham has already produced to Staff over one million pages of documents in response to the document requests in the Commission's April 10 access letter and ensuing Staff communications; Wyndham has already submitted to Staff four separate detailed written narratives responding to the questions posed in those communications; and Wyndham's Chief Information Security Officer and/or inside and outside counsel have already made nine separate in-person presentations to Staff in an effort to address various questions Staff has raised. That being the case, Staff should at this point have very few remaining requests for yet additional information from Wyndham, and any such remaining requests should be of the "rifle-shot" variety, i.e., they should be capable of being drafted to target precisely the particular pieces of additional information Staff is looking for, with care being taken not to duplicate Staff's previous requests and not to impose significant burden on Wyndham in responding to those additional requests.

Unfortunately, the CID was not drafted in anything remotely resembling this fashion. To the contrary, it is a classic "kitchen-sink" discovery request that takes no account whatever of Staff's previous requests and Wyndham's previous responses to those requests, and makes no effort whatever to avoid unduly burdening Wyndham in responding to the CID. Including sub-parts, the CID includes no fewer than *eighty-nine* separate interrogatories and *thirty-six* separate document requests. As drafted, Wyndham would be required to expend months if not years of time, not to mention millions of dollars, even to begin to respond to the CID's interrogatories and document requests, and even then most of the CID's discovery requests would prove impossible to respond to fully. By way of example only, Interrogatory 12 purports to require Wyndham to describe in detail each and every aspect of any and all information security measures that Wyndham had in place at any time during the last four years, including the date on which each and every such aspect was implemented, each and every assessment, test, evaluation, monitoring action, or change that was made of or to any such aspect during such period, and the date of every such assessment, test, monitoring action, or change. No account is given in this interrogatory to the voluminous amount

of information that Staff has already received from Wyndham in regard to its information security during the period in question. No effort is made in this interrogatory to zero in on any particular aspect of Wyndham's information security that Staff might have concerns about based on its investigation to date. No attention is paid in this interrogatory to the obvious fact that any company's information security measures are routinely being assessed, tested, evaluated, monitored, and changed not just daily but minute-by-minute, such that the net effect of this interrogatory as drafted is to ask that Wyndham undertake an effort to somehow create for Staff a comprehensive daily history of every detail of every aspect of every feature of Wyndham's information security over a four-year period.

Nearly all of the CID's interrogatories and document requests suffer from the twin defects of both duplicating discovery requests Staff has previously made and being drafted without any attention having been given to the generality of the request, the level of detail demanded by the request, and/or the information Wyndham has already provided within the ambit of the request. See, for example, Interrogatories 2, 3, 4, 5, 6, 7, 8, 9, 10, 12, 13, 15, 16, 17, 18, 19, 20, and 21, and Document Requests 2-7 and 9-17. Moreover, many of the CID's interrogatories and document requests address in whole or in part areas, such as the information security practices of Wyndham's service providers (Interrogatory 14 and Document Request 8) and affiliates (see Interrogatories 5, 6, 7, 8, 12, 13, 14, 16, 17, 18, 19, 20, and 21, and Document Requests 3, 6, 7, 8, 9, 10, 12, 13, and 16), that have not been part of Staff's investigation up to this point<sup>1</sup> and as to which Staff has no basis now to expand its investigation.

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<sup>1</sup> During our teleconference, you stated that you believed Staff's investigation has from its inception extended to Wyndham's affiliates and their information security practices. You are incorrect. The Commission's access letter dated April 8, 2010 was addressed solely to Wyndham Hotels and Resorts LLC and expressly states in its very first sentence that Staff was conducting "a non-public investigation into Wyndham Hotels and Resorts LLC's ("Wyndham") compliance with federal laws governing information security." The second sentence of the letter then states that "[w]e seek to determine whether *Wyndham's* information security practices comply with Section 5 of the Federal Trade Commission Act" (emphasis supplied). While the access letter later incoherently purported to redefine the term "Wyndham" to include Wyndham's affiliates and a number of other entities for purposes determining the scope of the access letter's discovery requests, that redefinition did not alter the letter's earlier clear statement that the sole entity actually under investigation by the Commission was Wyndham Hotels and Resorts LLC and the only information security practices being investigated were those of Wyndham Hotels and Resorts LLC. Moreover, we are aware of no subsequent communication from the Commission to any Wyndham affiliate advising such affiliate that it too was a target of this investigation or any other investigation being conducted by the Commission.

Nothing that has transpired in the investigation to date could possibly be thought to justify the enormous discovery burden that the CID would impose on Wyndham. To the contrary, the results of the investigation only serve to underscore the CID's gross impropriety. To begin with, as you are well aware, because payment card data was the only personal information placed at risk of compromise during the events in question, and because payment card issuers protect their cardholders against suffering any financial injury by reason of their payment card data being compromised, *the investigation has not revealed even a shred of evidence of any consumer injury having occurred as a result of Wyndham's information security practices*. Indeed, the absence of substantial consumer injury is so clear in this case that Staff's proposed Complaint does not even bother to include an unfairness-based Section 5 claim against Wyndham. Rather, the proposed Complaint is limited to a deception-based Section 5 claim. But even that claim presents insignificant consumer protection concerns, for the claim is based entirely on a privacy policy that there is no reason to believe was even read, much less relied upon in making a purchasing decision, by any appreciable number of Wyndham customers (if, indeed, by any at all), and the validity of the claim depends entirely on Staff's tortured reading of a single sentence in that multi-paragraph policy – a reading that is elsewhere expressly negated by the policy itself.

In view of the CID's pervasive duplication of Staff's prior requests, its patent overbreadth in seeking to expand the investigation at the eleventh hour to Wyndham's affiliates and service providers, and its unjustifiable burdensomeness when one takes into account the vast amount of information Wyndham has already provided to Staff and trivial nature of the Section 5 violation that Staff believes it has found, it is obvious to us, and we believe it would be obvious to a court even if it were not obvious to the Commission, that the CID in no way, shape, or form represents a good faith attempt by Staff to request of Wyndham merely whatever minimal additional discovery Staff might at this juncture legitimately believe it needs to complete this investigation. To the contrary, we believe a court would find that the CID was drafted and served for the improper purpose of coercing Wyndham into accepting the Staff settlement terms being objected to by Wyndham – settlement terms that, as demonstrated in the whitepaper delivered by Wyndham to Staff on November 21, 2011, Staff has no basis in fact or law for seeking to impose on Wyndham. In this regard, we expect that a court would find it no mere coincidence that the CID just happened to be served within a few weeks after Wyndham's whitepaper was delivered, and we think a court would find it telling that even now, nearly seven weeks after the whitepaper was delivered, Staff has provided Wyndham with no rebuttal of any sort to the arguments Wyndham advanced in the whitepaper as to the unlawfulness of the settlement terms being demanded by Staff.

For the reasons set forth above, among others (including the invalidity of the CID due to its failure to be predicated on a proper investigatory resolution on the part of the Commission or on a proper showing of need on the part of the Staff), Wyndham is confident that the CID would be quashed in its entirety by a court if it were not quashed by the Commission itself. Wyndham therefore has no intention of responding to the CID as drafted. Having said that, as we stated during our January 6

teleconference, Wyndham is prepared to resolve its objections to the CID's invalidity, overbreadth, and burdensomeness by the Staff's agreeing to revise the CID so that it is limited to seeking a reasonable amount of additional discovery that could legitimately be considered necessary to the completion of Staff's investigation and that would not unduly burden Wyndham. To that end, during our teleconference we proposed that Staff revise the CID as follows:

Generally, we proposed that Staff redraft the interrogatories and document requests so as to eliminate those portions that (1) relate to any Wyndham service provider's or affiliate's information security practices (there being no basis for Staff at this late juncture to expand its investigation into such security practices) or (2) duplicate a prior interrogatory or document request interposed by Staff (there being no basis for Staff to engage in such duplicative discovery). In this latter regard, we disagreed with your suggestion that it is Wyndham's duty, and not Staff's, to revise the CID's discovery requests to cure the patently duplicative aspect of the vast majority of those requests.<sup>2</sup>

In regard to the interrogatories, in addition to redrafting the interrogatories in accordance with our general proposals described above, we proposed that Staff reduce the number of interrogatories from 89 to no more than 10 including subparts (there being no basis for Staff at this late juncture of its investigation to interpose such a substantial number of interrogatories) and that each interrogatory be drafted so as to seek with precision particular information that Staff has not previously requested, that reasonably relates to the subject matter of the investigation, and that would reasonably be expected to be readily accessible to Wyndham (there being no basis for Staff at this juncture to interpose interrogatories that would impose on Wyndham the enormous burden of

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<sup>2</sup> While our teleconference did not address our further general objections to the CID's discovery requests, we note here that we also generally object to the CID insofar as it defines "personal information" to include information other than the type that was allegedly placed at risk of compromise during the intrusions and/or information that is beyond the FTC's statutory jurisdiction (such as "employees'" information); insofar as it seeks documents protected by the attorney-client, work product, or other privilege; insofar as it requires a privilege log (at least one as detailed as set forth in the CID); insofar as it defines terms such as "document", "identify", and "relating to" to have something other than their standard English meanings; insofar as it purports to treat documents as being in Wyndham's possession, custody, and control that would not be treated as such under the Federal Rules of Civil Procedure; insofar as it purports to impose a search obligation on Wyndham beyond the search obligation that would be imposed under the Federal Rules of Civil Procedure; insofar as it imposes protocols for document and information collection and production that are different from those protocols that have been followed by Wyndham thus far in the course of the investigation; insofar as it is addressed to Wyndham Worldwide Corporation rather than to Wyndham; insofar as it purports to allow only 30 days for compliance; and insofar as it treats the relevant time period as extending beyond May 2010. Our proposal should accordingly be read to include a request that these aspects of the CID be redrafted as well.



the months of painstaking research that would be required even to try to answer Interrogatories 2-10, 12-15, 18-20, and 23-25 as written, especially given that Wyndham has already provided Staff with extensive amounts of information responsive to many of those interrogatories). In this regard, we disagreed with your suggestion that it is Wyndham's duty, and not Staff's, to revise Staff's interrogatories to cure the extreme burdensomeness of the vast majority of those interrogatories as drafted by Staff, though we did provide you with a couple of examples of interrogatories that we considered to have been properly drafted.

In regard to the document requests, in addition to redrafting the document requests in accordance with our general proposals described above, and in addition to reducing the overall number of requests to no more than 10 including subparts, we proposed that any "all documents" requests (namely, requests such as Requests 2, 7, 9, 10, 11, 12, 13, 15, 16, and 17) be handled by Staff's designating up to three additional custodians (we suggested Copenheaver, Armstrong, and Burger) whose documents would be reviewed in an effort to locate documents responsive to those requests. We further proposed that the "sufficient to describe" requests (namely, Requests 3, 4, 5, 6, and 14) be withdrawn entirely, owing to the extreme burden associated with trying to locate documents "sufficient to describe" the matters addressed in those requests with the breadth, and down to the level of detail, called for by these requests, and owing to the fact that Wyndham has already provided Staff with substantial information regarding those matters (such as the detailed presentation Wyndham made in December 2011 on the subject matter of Request 14—which subject matter, incidentally, has nothing whatever to do with Staff's investigation). In place of the sufficient to describe requests, and subject to the overall 10-request limit, we proposed that Staff draft new requests that seek with precision particular documents that Staff has not previously requested, that reasonably relate to the subject matter of the investigation, and that would reasonably be expected to be readily accessible to Wyndham.

We trust the above clarifies the specific proposal we made on behalf of Wyndham on January 6. We look forward to hearing Staff's response to that proposal.

Very truly yours,



Douglas H. Meal

cc: Lydia Parnes  
cc: Lisa Schifferle

# **EXHIBIT 11**



UNITED STATES OF AMERICA  
FEDERAL TRADE COMMISSION  
WASHINGTON, D.C. 20580

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Bureau of Consumer Protection

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January 12, 2012

**BY E-MAIL**

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Wilson Sonsini Goodrich & Rosati  
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Douglas H. Meal  
Ropes & Gray, LLP  
One International Place  
Boston, MA 02110

Dear Doug and Lydia:

We write in response to your January 8, 2012 letter regarding the Federal Trade Commission's ("FTC") Civil Investigative Demand ("CID") to Wyndham Worldwide Corporation ("Wyndham"). As I stated in our January 6, 2012 telephone conference, the FTC has a legitimate need for each item of information requested in the CID. That said, the FTC is willing to make reasonable modifications to the CID in ways that will satisfy the needs of our investigation and address, when possible, the concerns of your client as expressed in your letter.

First, Wyndham appears to object to anything more than a "rifle-shot" request for information because, as you argue, "by definition" the FTC's investigation must be complete. This misconstrues the procedural posture of this matter. At Wyndham's request, the FTC suspended its investigation in order to explore settlement, and the proposed consent agreement arose out of those negotiations. You incorrectly suggest that these events signaled the completion of the investigation. Indeed, the FTC has repeatedly informed Wyndham that if a settlement was not reached, we would resume our investigation. Your suggestion that the FTC is acting in bad faith is troubling, and contrary to the spirit of compromise with which the FTC acceded to your request to suspend the investigation while the parties entered settlement negotiations.

As we stated in our letter of January 6, we are unable to modify the CID absent specific proposals for modification beyond mere general objections to duplication and overbreadth and an arbitrary cap on the number of interrogatories. Where we were able to construe a specific

request for modification of the CID from your January 8 letter, we address it below, and we remain open to a more specific dialog regarding your outstanding concerns.

**Affiliates:** You challenge the application of the CID to entities other than Wyndham Hotels and Resorts LLC (“WHR”), and have requested that the CID be modified to eliminate any specifications seeking information related to the information security practices of any WHR affiliate. Among other things, this CID requests information related to Wyndham Hotel Group (“WHG”), Wyndham Worldwide Corporation (“WWC”), and Wyndham Hotel Management (“WHM”) – information that by counsel’s own admission, Wyndham did not provide in response to the FTC’s access letter. In your access letter responses, you explained that WHR’s information security program was handled first (during the time of the first two breaches) by WHG, and thereafter (at the time of the third breach) by WWC. Moreover, Wyndham’s access letter responses also made clear that several of the hotels breached were managed by WHM, and that WHM was responsible for the information security at those hotels. Accordingly, the CID specifications seeking information on the roles each of these Wyndham entities played in the information security of WHR, WHM, and the Wyndham-branded hotels are entirely appropriate.<sup>1</sup> We will consider, however, any reasonable requests to modify any particular specification as it relates to a particular Wyndham entity that you would like to propose.

**Service Providers:** You also have objected to any CID specifications referencing Wyndham service providers. This information is highly relevant to our investigation since your access letter response explained that one of the breaches occurred due to the compromise of a third-party administrative account. Moreover, as you know, the first two breaches involved the intruder accessing files on the Wyndham-branded hotels’ networks containing clear text payment card information. These files were created as a result of the hotels’ property management systems and/or payment processing applications being left in “debugging” mode at the time they were installed on the hotels’ networks by a service provider. Therefore, Wyndham’s role in the oversight of both its own service providers, as well as the Wyndham-branded hotels’ service providers, is both appropriate and necessary.

**Specifications Seeking “All Documents”:** You have suggested that the interrogatories requesting “all documents” should be limited to particular custodians. We agree that this is a reasonable suggestion. We do not believe, however, that it is possible to identify the same three custodians for every interrogatory. Instead, the custodians searched should vary based on the subject of the interrogatory and which custodian is likely to have responsive information. Please contact us as soon as possible to discuss appropriate custodians.

**Duplicative Requests.** You have requested that we modify the CID to eliminate any portions that duplicate a prior interrogatory or document request interposed by Staff. You have not laid out with specificity what is duplicative about any of the CID’s specifications, and we do not believe the CID contains any requests that were previously answered by Wyndham in

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<sup>1</sup> Moreover, we also believe it is appropriate to address the CID to WWC, given that the other Wyndham entities whose practices are at issue are its wholly-owned subsidiaries, and it currently controls their data security practices.

response to the access letter. As you know, pursuant to Instruction K, if Wyndham has previously produced any documents responsive to this CID, or previously answered any interrogatories, it can comply with the CID by referencing its previous submissions. If Wyndham would like to raise with us any specific specification that it believes is duplicative, we would be happy to discuss it further.

**Personal Information Definition:** You have objected to the definition of personal information as including information other than the information compromised as a result of the breaches (namely payment card information), and have specifically requested that employee information be excluded from the definition. We will recommend to our Associate Director that the CID be modified to include in the definition of personal information only customer information.

**Privilege Log:** You have objected to the CID's requirement that Wyndham provide a privilege log for any material responsive to the CID that is withheld on the basis of a claim of privilege. We believe a privilege log is necessary, but will consider any modifications to the specific requirements of Instruction D to the CID that achieves our objective while addressing Wyndham's concerns.

**30-Day Response Deadline:** You have objected to the CID's return date giving Wyndham 30 days in which to comply. As you know, at your request, on December 15, 2011, we modified the deadlines in the CID for the meet and confer (from December 22, 2011 to January 6, 2012) and for production (from January 9, 2012 to January 30, 2012). Accordingly, Wyndham was actually given a response deadline of 51 days. Nevertheless, Wyndham waited until January 6 to raise any objections to the CID, and until January 8 to object to meeting the CID's already-extended deadline. That said, we will consider any reasonable request Wyndham makes to extend the production deadline, so long as the request meets the FTC's legitimate need to receive the information requested in a timely manner.

**Other Requests:** You have raised other general concerns regarding the CID, including objecting to 1) all document requests seeking "documents sufficient to describe"; 2) the definitions of "document"; "identify"; and "relating to" in so far as the definitions differ from "standard English meanings"; 3) the CID's instruction on Wyndham's search obligation; 4) the applicable time period for the CID; and 5) any CID instruction requiring Wyndham to produce information using a protocol different than that used in its response to the access letter. We believe these objections as a whole are unfounded. As to each of these issues, however, we remain open to discussing with you any legitimate concerns you may have. For example, if Wyndham would like to discuss limiting the applicable time period for any particular CID specification, we are open to considering such a request.

With regards to Wyndham's other concerns, as we stated in our call and again in our letter of January 6, it is impossible for us to respond further to your concerns if you are unwilling or unable to identify why you believe specific interrogatories and requests are inappropriate. For example, you state that you will not respond to Interrogatories 2-10, 12-15, 18-20, and 23-25 because both (a) you already have responded by providing "extensive" information, and (b) responding would require "months of painstaking research." (Letter at 5-6.) It is difficult for us

to understand how a question can be, at the same time, impossible to answer and already answered. In order to consider any CID modifications, we need specific proposals beyond simply general objections related to purported duplication and overbreadth.

We look forward to the timely resolution of any remaining issues regarding the CID. To that end, please provide us with any additional, specific concerns with the CID as soon as possible.

Best Regards,



Kristin Krause Cohen  
Attorney  
Division of Privacy and Identity Protection

# **EXHIBIT 12**



UNITED STATES OF AMERICA  
FEDERAL TRADE COMMISSION  
WASHINGTON, D.C. 20580

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January 6, 2012

**BY E-MAIL**

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Washington, DC 20006

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Ropes & Gray, LLP  
One International Place  
Boston, MA 02110

Dear Doug and Lydia,

This letter follows our teleconference of earlier today regarding Wyndham Worldwide Corporation's ("Wyndham") responses to the Commission's December 8, 2011 Civil Investigative Demand ("CID") in our investigation related to unauthorized access to the computer network of Wyndham Hotels and Resorts, LLC, along with the networks of several of its franchisees and hotels managed by Wyndham's subsidiary, Wyndham Hotel Management, Inc.

During our discussion today you indicated that you believe that responding to the CID as propounded would be burdensome for your clients. As we stated during our call, we do not believe the scope of the CID as propounded is burdensome. As we indicated, however, we are happy to seriously consider any reasonable requests for modification to the CID that you propose. This Division is committed to reaching good faith agreements with Wyndham that will allow your clients to respond efficiently and timely to the Commission's CID. In order to consider such a request for modification to the CID, and as we discussed, we need you to provide specific proposals.



We look forward to receiving your specific proposals as soon as possible, but in any event by Wednesday, January 11, 2012. In the interim, you are welcome to contact me at (202) 326-2276.

Best Regards,

A handwritten signature in black ink that reads "Kristin Cohen" followed by the initials "KHC" in a stylized, cursive script.

Kristin Krause Cohen  
Attorney  
Division of Privacy and Identity Protection

# **EXHIBIT 13**



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January 13, 2012

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**BY EMAIL**

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Washington, DC 20580

Re: In the Matter of Wyndham Hotels and Resorts –Federal Trade Commission File No.: 1023142

Dear Kristin:

Please refer to the Commission’s December 8, 2011 Civil Investigative Demand (“CID”) in the above-referenced matter. Capitalized terms not otherwise defined herein have the meanings ascribed to such terms in the CID.

In connection with the Petition to Quash the CID that Wyndham Hotels & Resorts LLC (“WHR”) and Wyndham Worldwide Corporation (“WWC”) anticipate filing with respect to the CID, please provide the following documents to the undersigned at your earliest convenience and in any event by no later than the close of business on January 18, 2012:

1. The memorandum submitted to the Commission pursuant to Section 3.3.6.7.3 of the Commission’s Operating Manual, requesting approval of the purported investigational resolution attached to the CID.
2. The memorandum submitted to the Commission pursuant to Section 3.3.6.7.5.4 of the Commission’s Operating Manual, requesting issuance of the CID.
3. The memorandum submitted to the Commission or the Director of the Bureau of Consumer Protection pursuant to Section 3.3.5.1.2 of the Commission’s Operating Manual, requesting approval of the investigation described in the first paragraph of the Access Letter (the “Investigation”), together with the documentation by which the Commission or the Bureau Director approved such request.

4. Any memorandum or other document submitted to the Commission or the Director of the Bureau of Consumer Protection pursuant to Section 3.3.5.1.2 of the Commission's Operating Manual or otherwise requesting approval that the Investigation (or any other investigation being conducted by the Commission's staff) include WWC or any of WHR's other affiliates as proposed respondents and/or extend to the information security practices of WWC, any of WHR's other affiliates, or any of WHR's service providers, together with the documentation by which the Commission or the Bureau Director approved any such request.

5. Any documentation by which WWC or any of WHR's other affiliates was, according to the Commission, given notice pursuant to Section 3.3.6.1 or otherwise that it was a proposed respondent in the Investigation or any other investigation being conducted by the Commission's staff.

Thank you for your prompt attention to these requests. Please contact me if you have any questions.

Very truly yours,



Douglas H. Meal

cc: Lisa Schifferle

# **EXHIBIT 14**



UNITED STATES OF AMERICA  
FEDERAL TRADE COMMISSION  
WASHINGTON, D.C. 20580

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January 17, 2012

**BY E-MAIL**

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Douglas H. Meal  
Ropes & Gray, LLP  
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Boston, MA 02110

Dear Doug and Lydia:

I am writing in regard to your letter of January 13, 2012, in which you requested several internal FTC memoranda and other materials related to the FTC's investigation of your clients, Wyndham Worldwide Corporation, Wyndham Hotel Group, LLC, Wyndham Hotels & Resorts, LLC, and Wyndham Hotel Management, Inc. The content of your letter provides no basis for your request, and we are not aware of any legal requirement that the Commission produce such information. Accordingly, the Commission will not produce the requested documents. If you would like to discuss this further, please contact me at (202) 326-2276 or Lisa Schifferle at (202) 326-3377.

Best Regards,

A handwritten signature in black ink, appearing to read "Kristin Krause Cohen".

Kristin Krause Cohen  
Attorney  
Division of Privacy and Identity Protection

# **EXHIBIT 15**



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January 19, 2012

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**BY EMAIL**

Kristin Krause Cohen  
Attorney, Division of Privacy and Identity Protection  
Bureau of Consumer Protection  
Federal Trade Commission  
600 Pennsylvania Avenue, N.W.  
Washington, D.C. 20580

Re: In the Matter of Wyndham Hotels and Resorts – Federal Trade Commission File No.: 1023142

Dear Kristin:

Thank you for your letter of January 17, 2012. While we had thought that Wyndham's basis for requesting the documents identified in my January 13 letter was clear, we provide this letter as further clarification. The required memoranda by which Staff (i) sought authority to institute and/or expand the investigation described in the Access Letter (the "Staff Investigation"); (ii) asked that the Commission adopt the investigational resolution on which the CID ostensibly is predicated (i.e., the January 2008 resolution); and (iii) asked that the Commission issue the CID, and the documents by which the Commission and/or the Bureau Director acted on those requests, are potentially relevant to the propriety of Staff's actions in making those requests and the Commission's and/or the Bureau Director's actions in acting on those requests and hence are potentially relevant to the validity of the CID. Those documents are also potentially relevant to the authorized scope of the Staff Investigation and hence are potentially relevant to determining whether, and if so to what extent, the CID seeks information and documents that fall within that authorized scope.

As for the Commission's legal obligation to provide the documents Wyndham requested, those documents would be discoverable in any judicial proceeding to enforce the CID. Also, we cannot imagine why the Commission would want to keep those documents secret from Wyndham. So we assumed (and assume) that the Commission would be willing to provide the documents to



ROPES & GRAY LLP

Kristin Krause Cohen

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Wyndham now, simply because it is the right thing for the Commission to do, under the circumstances.

Very truly yours,

A handwritten signature in black ink, appearing to be 'D. Meal', with a vertical line extending downwards from the end of the signature.

Douglas H. Meal

# **EXHIBIT 16**

**WYNDHAM WORLDWIDE CORPORATION'S OBJECTIONS  
TO THE FEDERAL TRADE COMMISSION'S  
FIRST CIVIL INVESTIGATIVE DEMAND**

Pursuant to 15 U.S.C. § 57b-1(b)(13), Wyndham Worldwide Corporation (“WWC”) and Wyndham Hotels & Resorts LLC (“WHR”) (collectively, “Wyndham”), by and through their undersigned counsel, provide their objections to the first Civil Investigative Demand (“CID”) of the Federal Trade Commission (“FTC”) dated December 8, 2011 and served on December 12, 2011.

**General Objections**

1. Wyndham objects to the CID as overly broad, unduly burdensome, and oppressive.

2. Wyndham objects on the grounds that the Resolution attached to the CID Directing the Use of Compulsory Process in a Non-Public Investigation of Acts and Practices Related to Consumer Privacy and/or Data Security (File No. P954807) is not specifically related to the FTC’s investigation of WHR and is not sufficient to authorize this CID.

3. Wyndham objects to the CID to the extent it seeks information or documents beyond the scope of, or seeks to impose obligations on Wyndham beyond those authorized by, the Resolution attached to the CID.

4. Wyndham objects to the CID to the extent it seeks information or documents that are not relevant to the question of whether WHR violated Section 5 of the Federal Trade Commission Act, 15 U.S.C. § 45, or are not reasonably related to the FTC’s investigation of WHR.

5. Wyndham objects to the CID to the extent that the requests contained therein are too indefinite to constitute valid requests.

6. Wyndham objects to the CID to the extent that it seeks to impose any burden of production on or seeks any information regarding WWC, Wyndham Hotel Group (“WHG”), or Wyndham Hotel Management (“WHM”), as the sole target of the investigation is WHR.

7. Wyndham objects to the CID to the extent it seeks information or documents that are duplicative of information or documents previously provided to the FTC in the course of this investigation.

8. Wyndham objects to the CID to the extent that it seeks the disclosure of information or production of documents subject to the attorney-client privilege, the work product privilege, the common interest privilege, the self-evaluative privilege, or any other applicable privilege or immunity.

9. Wyndham objects to the CID to the extent it seeks information, documents, data, or quantitative information not created or maintained in the ordinary course of business.

10. Wyndham objects to the CID to the extent it seeks information or documents over which WHR & Resorts, LLC does not have possession, custody, or control.

11. Wyndham objects to the CID to the extent it seeks information or documents the disclosure of which violates consumer or employee privacy rights.

12. The responses and objections of Wyndham to the CID are not intended as, and shall not be deemed as, an admission of the matters stated, implied, or assumed by or in the CID. No objection or limitation, or lack thereof, made in these responses and objections shall be deemed an admission by Wyndham as to the existence or non-existence of documents.

13. Wyndham provides these responses and objections without waiver of or prejudice to its right to raise objections at any later time to (a) any further demand or discovery relating to the matters raised in the CID, or (b) the relevance, materiality, or admissibility of the requests (or any part thereof), the statements made in this response (or any part thereof), or any documents produced pursuant to this response.

14. The following specific objections fully incorporated, are subject to, and are made without waiver of the foregoing general objections.

### **OBJECTIONS TO DEFINITIONS AND INSTRUCTIONS**

1. Wyndham objects to Definition E of “Company” as overly broad, unduly burdensome, and irrelevant to the extent it includes WWC, WHG, and WHM.

2. Wyndham objects to Definition J of “Document” to the extent it differs from the definition of “Document” as set forth in the Federal Rules of Civil Procedure and as unduly burdensome to the extent it requires Wyndham to collect and recover, restore, or produce Documents that exists on backup media or in other forms that are not reasonably accessible.

3. Wyndham objects to Definition L of “Electronically Stored Information” (“ESI”) to the extent it differs from the definition of “ESI” as set forth in the Federal Rules of Civil Procedure and as unduly burdensome to the extent it requires Wyndham to collect and recover, restore, or produce Documents that exist on backup media or in other forms that are not reasonably accessible.

4. Wyndham objects to Definition T of “Personal Information” as overly broad, irrelevant, and outside the scope of the FTC’s statutory authority because it includes information about employees, not just “consumers”, and to the extent it includes information about consumers that is neither confidential nor sensitive.

5. Wyndham objects to Definition Y of “Wyndham entity” as overly broad, unduly burdensome, and irrelevant to the extent it includes WWC, WHG, and WHM.

6. Wyndham objects to Instruction C regarding “Applicable Time Period” to the extent that it calls for the production of documents dated after May 1, 2010 as overly broad and unduly burdensome, as the FTC has not alleged that WHR committed any violations of the Federal Trade Commission Act after May 2010.

7. Wyndham objects to Instruction D regarding “Claims of Privilege” as unduly burdensome to the extent that it requires Wyndham to assert its claim of privilege prior to a meaningful review of its documents and to the extent it requires Wyndham to subject to a full schedule of items withheld.

8. Wyndham objects to Instruction I regarding “Scope of Search” as overly broad and unduly burdensome to the extent it seeks to require Wyndham to search the files of its attorneys or other third parties who are unlikely to possess unique relevant documents.

9. Wyndham objects to Instruction M regarding “Electronic Submission of Documents” to the extent it seeks to require Wyndham to produce documents in a format other than the format in which it has previously processed and produced documents as part of this investigation.

## **SPECIFIC OBJECTIONS**

### **INTERROGATORIES**

- 1. Identify**
  - a. each Wyndham entity’s total number of employees and total annual revenues;**
  - b. each Wyndham-franchised hotel, its mailing address, the date on which it first entered into a franchise agreement with WHR, and, if applicable, the date on which its franchise agreement was terminated; and**

- c. **each Wyndham-managed hotel, its mailing address, the date on which it first entered into a management agreement with WHM, and, if applicable, the date on which its management agreement was terminated.**

Wyndham objects to this interrogatory as unduly broad, overly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent it seeks information regarding WWC, WHG, and WHM other than their role in the information security operations of WHR and to the extent the request seeks information that does not relate to any allegation that WHR violated the Federal Trade Commission Act. Wyndham further objects to Part (a) of this interrogatory as duplicative, as WHR has already provided this information with respect to WHR to the FTC during this investigation.

2. **Provide a high-level diagram (or diagrams) that sets out the components of each computer network used by WHR and WHM to store and process personal information, including any network hosted by WHR or WHM on behalf of any Wyndham-branded hotel, and any network that would allow access to the network(s) of any Wyndham-branded hotel that stores and processes personal information. To the extent your network(s) changed throughout the applicable time period, you should provide separate diagrams for the time periods immediately preceding each data breach identified in response to Interrogatory Specification 16. In addition, provide a narrative that describes the components in detail and explains their functions and how they operate. Such diagram(s) and description shall include the location (within the network) of: computers; servers; firewalls; routers; internet, private line, and other connections; connections to other internal and external networks; virtual private networks; remote access equipment (such as wireless access points); websites; and security mechanisms and devices (such as intrusion detection systems).**

Wyndham objects to this interrogatory as overly broad, unduly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent it seeks information about WHM. Wyndham further objects to this interrogatory as duplicative to the extent it has already provided this information with respect to WHR to the FTC during this investigation. Wyndham further objects to this interrogatory as too indefinite to constitute a valid request. Wyndham

further objects to the definition of personal information to the extent it includes data regarding employees and not consumers.

3. **Describe in detail how the Wyndham-branded hotels' networks are connected to any Company network(s), including all connections between the Company's central reservation system(s), its guest loyalty database(s), and the Wyndham-branded hotels. Your response should explain whether and how the Wyndham-branded hotels may access the central reservation system(s) or guest loyalty database(s), describe the personal information contained in each, and describe any access controls in place to limit access to the central reservation system or guest loyalty database.**

Wyndham objects to this interrogatory as unduly broad, overly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent it seeks information regarding WWC, WHG, and WHM other than their role in the information security operations of WHR. Wyndham further objects to this interrogatory as duplicative to the extent that WHR has already provided this information to the FTC during this investigation. Wyndham further objects to this interrogatory as too indefinite to constitute a valid request.

4. **Describe the process(es) used by WHR and WHM, on behalf of themselves or any Wyndham-branded hotel, to obtain authorization for payment card transactions ("card authorization"). This description should include:**
  - a. **the complete transmission or flow path for authorization requests and responses and the underlying information for each network involved in card authorization, starting with the merchant to whom a card is presented to pay for a purchase and including each intermediary on the path (including, but not limited to: bank associations; acquiring, issuing, and other banks; WHR or WHM; third-party processors; merchant servicers; independent sales organizations; and other entities), and ending with receiving the response to the authorization request;**
  - b. **each portion, if any, of the transmission or flow paths described in response to Interrogatory Specification 4a, above, where authorization requests, authorization responses, or the underlying personal information were transmitted in clear text, as well as the time period during which the requests, responses, and information were transmitted in clear text;**



- c. **identification of the system(s), computer(s), or server(s) used to aggregate authorization requests in whole or in part and transmit them to bank associations and banks (“card authorization server”), and, for each server, the application(s) used for card authorization and the services enabled on the server, and a description of how the server has been protected from unauthorized access (such as protected by its own firewall); and**
- d. **where authorization requests and responses and underlying personal information are stored or maintained (such as by being stored on a card authorization server or written to transaction logs located elsewhere on a network), as well as how stored or maintained requests, responses, and information have been protected from unauthorized access and the length of time they are retained.**

Wyndham objects to this interrogatory as unduly broad, overly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent it seeks information regarding WHM. Wyndham further objects to this interrogatory as duplicative to the extent that WHR has already provided this information to the FTC during this investigation. Wyndham further objects to this interrogatory as too indefinite to constitute a valid request.

- 5. **Describe in detail Wyndham Worldwide’s role in the Information Security Programs of WHG, WHR, WHM, the Wyndham-franchised hotels, and the Wyndham-managed hotels, including a description of how its role has changed throughout the applicable time period. Your response should include, but not be limited to, a description of the following:**
  - a. **Wyndham Worldwide’s role in developing and implementing each entity’s Information Security Program;**
  - b. **the training Wyndham Worldwide provides to each entity related to the protection of personal information, including PCI DSS compliance;**
  - c. **all policies, practices, and procedures relating to Wyndham Worldwide’s audits, assessments, and oversight of each entity’s Information Security Program, including any role it has had in ensuring each entity’s compliance with PCI DSS;**
  - d. **Wyndham Worldwide’s role in developing and implementing any program to ensure the compliance of the Wyndham-franchised hotels**

**and the Wyndham-managed hotels with any Company operating standards or system standards;**

- e. Wyndham Worldwide's role in providing payment card authorization for each entity; and**
- f. the Wyndham Worldwide employee(s) responsible for overseeing each entity's Information Security Program.**

Wyndham objects to this interrogatory as unduly broad, overly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent it seeks information regarding WWC, WHG, and WHM other than their role in the information security operations of WHR. Wyndham further objects to this interrogatory as duplicative to the extent that WHR has already provided this information with respect to WHR to the FTC during this investigation. Wyndham further objects to this interrogatory as too indefinite to constitute a valid request.

- 6. Describe in detail WHG's role in the Information Security Programs of WHR, WHM, the Wyndham-franchised hotels and the Wyndham-managed hotels, including a description of how its role has changed throughout the applicable time period. Your response should include, but not be limited to, a description of the following:**
  - a. WHG's role in developing and implementing each entity's Information Security Program;**
  - b. the training WHG provides to each entity related to the protection of personal information, including PCI DSS compliance;**
  - c. all policies, practices, and procedures relating to WHG's audits, assessments, and oversight of each entity's Information Security Program, including any role it has had in ensuring each entity's compliance with PCI DSS;**
  - d. WHG's role in developing and implementing any program to ensure the compliance of the Wyndham-franchised hotels and the Wyndham-managed hotels with any Company operating standards or system standards;**
  - e. The Hold Group's role in providing payment card authorization for each entity; and**

**f. WHG employee(s) responsible for overseeing each entity's Information Security Program.**

Wyndham objects to this interrogatory as unduly broad, overly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent it seeks information regarding WWC, WHG, and WHM other than their role in the information security operations of WHR. Wyndham further objects to this interrogatory as duplicative to the extent that WHR has already provided this information, with respect to WHGs' role in the information security function at WHR to the FTC during this investigation. Wyndham further objects to this interrogatory as too indefinite to constitute a valid request.

- 7. Describe in detail WHR' role in the Information Security Programs of WHM, the Wyndham-franchised hotels, and the Wyndham-managed hotels, including a description of how its role has changed throughout the applicable time period. Your response should include, but not be limited to, a description of the following:**
- a. WHR' role in developing and implementing each entity's Information Security Program;**
  - b. the training WHR provides to each entity related to the protection of personal information, including PCI DSS compliance;**
  - c. all policies, practices, and procedures relating to WHR' audits, assessments, and oversight of each entity's Information Security Program, including any role it has had in ensuring each entity's compliance with PCI DSS;**
  - d. WHR' role in developing and implementing any program to ensure the compliance of the Wyndham-franchised hotels and the Wyndham-managed hotels with any Company operating standards or system standards;**
  - e. WHR' role in providing payment card authorization for each entity; and**
  - f. the WHR employee(s) responsible for overseeing each entity's Information Security Program, his title(s), and the total number of employees responsible for handling information security.**

Wyndham objects to this interrogatory as duplicative to the extent that WHR has already provided this information to the FTC during this investigation. Wyndham further objects to this interrogatory as too indefinite to constitute a valid request.

- 8. Identify and describe in detail WHM's role in the Information Security Program of the Wyndham-franchised hotels and the Wyndham-managed hotels, including a description of how its role has changed throughout the applicable time period. Your response should include, but not be limited to, a description of the following:**
  - a. WHM's role in developing and implementing each hotel's Information Security Program;**
  - b. the training WHM provides to each hotel related to the protection of personal information, including PCI DSS compliance;**
  - c. all policies, practices, and procedures relating to WHM's audits, assessments, and oversight of each hotel's Information Security Program, including any role it has had in ensuring each hotel's compliance with PCI DSS;**
  - d. WHM's role in developing and implementing any program to ensure the compliance of the Wyndham-franchised hotels and the Wyndham-managed hotels with any Company operating standards or system standards;**
  - e. WHM's role in providing payment card authorization for each hotel; and**
  - f. a list of all WHM employee(s) responsible for overseeing each hotel's Information Security Program.**

Wyndham objects to this interrogatory as unduly broad, overly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent it seeks information regarding WHM. Wyndham further objects to this interrogatory as too indefinite to constitute a valid request.

- 9. Identify and describe in detail the 2009 decision that Wyndham Worldwide would assume responsibility from WHG for WHR's Information Security Program, as described in the Access Letter Response (the "decision"). Your answer should include, but not be limited to, the following:**

- a. **which Company personnel were involved in the decision making process;**
- b. **who approved the decision;**
- c. **all reasons for the decision; and**
- d. **any personnel changes as a result of the decision, including any transfer of personnel employed by one Wyndham entity to another Wyndham entity as a result of the change.**

Wyndham objects to this interrogatory as overly broad and unduly burdensome to the extent that it seeks to know “all reasons for the decision” and “any personnel changes”, as these facts may not be knowable to Wyndham at the present time and may have no relevance to the FTC’s investigation. Wyndham further objects to Part (c) of this interrogatory on the grounds that what constitutes a reason is vague and ambiguous. Wyndham further objects to this interrogatory as too indefinite to constitute a valid request.

10. **Describe in detail the role of each Wyndham entity in managing the property management systems and payment processing applications of the Wyndham-branded hotels, including when and how those roles changed throughout the applicable time period and how those roles differed between the Wyndham-franchised hotels and the Wyndham-managed hotels. Your answer should include, but not be limited to, a description of the following (separately for each Wyndham entity):**
  - a. **the types of property management systems and payment processing applications used by the Wyndham-branded hotels (including, but not limited to, Opera, Fidelio, and ProtoBase);**
  - b. **the guidance provided to the Wyndham-branded hotels regarding the types of hardware and software required for their property management systems or payment processing applications, including any needed upgrades;**
  - c. **the support provided to the Wyndham-branded hotels in configuring their property management systems or payment processing applications;**
  - d. **the oversight provided of Micros and Southern DataComm in installing and configuring the Wyndham-branded hotels’ property management systems or payment processing applications;**

- e. **the extent to which any Wyndham entity put any property management system or payment processing application, including Protobase, into debugging mode or was aware that such systems were running in debugging mode; and**
- f. **any other services performed in each Wyndham entity's management of the Wyndham-branded hotels' property management systems or payment processing applications.**

Wyndham objects to this interrogatory as unduly broad, overly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent it seeks information regarding WWC, WHG, and WHM other than their role in the information security operations of WHR. Wyndham further objects to this interrogatory as duplicative to the extent that WHR has already provided this information to the FTC during this investigation. Wyndham further objects to this interrogatory on the grounds that the meaning of the term "any other services" is vague and ambiguous. Wyndham further objects to this interrogatory as too indefinite to constitute a valid request.

- 11. **Identify any Wyndham-branded hotels that failed to sign the Technology Addendum to their franchise or management agreement in 2009, as described in the Access Letter Response, and state (1) if given, the reason provided by the hotel for not signing the Technology Addendum; (2) whether the franchise or management agreement with the hotel was terminated; (3) the date of such termination; and (4) whether a hotel's failure to sign the Technology Addendum resulted in any other consequences and, if so, state what the consequences were.**

Wyndham objects to this interrogatory as unduly broad, overly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent that WHR' relationship with its franchisees has no relevance to the question of whether WHR violated the Federal Trade Commission Act. Wyndham further objects to this interrogatory on the grounds that the meaning of the term "consequences" is vague and ambiguous.

12. **Separately for each Wyndham entity and for the Wyndham-branded hotels, provide the following information (including any changes that occurred throughout the applicable time period):**
- a. **all practices to control, monitor, and record authorized and unauthorized access to personal information on its network(s);**
  - b. **the frequency and extent to which network users receive information security training or security awareness materials;**
  - c. **whether and, if so, when risk assessment(s) were performed to identify risks to the security, integrity, and confidentiality of personal information on its network(s);**
  - d. **the manner in which it or another person or entity tests, monitors, or evaluates the effectiveness of its Information Security Program, including practices to ensure that all persons or entities that obtain access to personal information are authorized to do so and use the information for only authorized purposes.**
  - e. **when testing, monitoring, or evaluation activities were conducted and all changes made to security practices on the network(s) based upon such testing, monitoring, or evaluation;**
  - f. **all other security procedures, practices, policies, and defense(s) (such as access controls or encryption) in place to protect personal information from unauthorized access while stored on the network, transmitted within the network or between networks, or processed on the network, including the date on which it was implemented; and**
  - g. **identify the employee(s) responsible for implementing its Information Security Program.**

Wyndham objects to this interrogatory as unduly broad, overly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent it seeks information regarding WWC, WHG, and WHM other than their role in the information security operations of WHR. Wyndham further objects to this interrogatory as duplicative to the extent that WHR has already provided this information with respect to WHR to the FTC during the course of this investigation. Wyndham further objects to this interrogatory as too indefinite to constitute a valid request. Wyndham further objects to Parts (a)-(f) of this interrogatory as overly burdensome to the extent that it seeks to require Wyndham to provide a summary of information

that is not maintained regularly in any set of business records and for which responding would require the chronicling of email for a three-year period of time for a large number of employees at great time and expense. Wyndham further objects to this interrogatory on the grounds that the terms “practices”, “risk assessments”, “testing”, “monitoring”, “evaluation”, “procedures”, and “defenses” are vague and ambiguous. Wyndham further objects to this interrogatory to the extent it seeks information regarding the Wyndham-branded hotels that is not in the possession, custody, or control of Wyndham.

- 13. For each risk assessment identified in response to Interrogatory Specification 12c, as well as any assessment(s) performed by Fishnet Security, Inc. beginning in 2005 of WHR’ computer network(s) or Information Security Program, identify:**
- a. the date of the assessment and the name and title of the person(s) responsible for conducting and overseeing the assessment;**
  - b. the steps taken in conducting the assessment;**
  - c. the specific risks identified in the assessment; and**
  - d. how and by whom each risk was addressed.**

Wyndham objects to this interrogatory as unduly broad, overly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent it seeks information regarding WWC, WHG, and WHM other than their role in the information security operations of WHR. Wyndham further objects to this interrogatory on the grounds that “risk assessment” is vague and ambiguous. Wyndham further objects to this interrogatory as duplicative to the extent that WHR has already provided this information to the FTC during the course of this investigation. Wyndham further objects to this interrogatory as too indefinite to constitute a valid request.

- 14. For each WHR and WHM Service Provider:**



- a. **identify the Service Provider;**
- b. **identify the types of personal information that WHR and WHM allow the Service Provider to access;**
- c. **describe the manner and form of access (such as physical access to Company offices or remote access to computer systems, including administrative access);**
- d. **state the purpose(s) for such access; and**
- e. **describe how the Company monitors the Service Provider to confirm that it has implemented and maintained security safeguards adequate to protect the confidentiality and integrity of personal information.**

Wyndham objects to this interrogatory as unduly broad, overly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent it seeks information regarding WWC, WHG, and WHM other than their role in the information security operations of WHR. Wyndham further objects to this interrogatory as duplicative to the extent that WHR has already provided this information to the FTC during the course of this investigation. Wyndham further objects to this interrogatory as irrelevant, as the FTC has not alleged that WHR violated the FTC Act by employing any service provider who misappropriated personal information.

15. **Describe in detail the specific technical, administrative, and physical safeguards taken to re-architect and upgrade the WHR' Phoenix Data Center in 2009 as described in the Access Letter Response, including, but not limited to, the following:**
  - a. **building a new security infrastructure;**
  - b. **segmenting the WHR' Phoenix data center environment from the Wyndham-branded hotel properties' networks;**
  - c. **expanding WHR' global threat management system to include critical hotel property systems;**
  - d. **changing the remote access process;**
  - e. **making process improvements for account administrative authorization;**

- f. ensuring that all internal system administrators now have two-factor authentication for remote access from outside the WHR network;**
- g. creating a holistic view of the WHR' environment; and**
- h. any upgrades made to WHR' virus monitoring.**

Wyndham objects to this interrogatory as duplicative to the extent that WHR has already provided this information to the FTC during the course of this investigation. Wyndham further objects to this interrogatory as too indefinite to constitute a valid request.

- 16. Identify each data breach that is known to have occurred since January 1, 2008, and, for each data breach identified, describe in detail how, when, and through whom the Company first learned about the breach.**

Wyndham objects to this interrogatory as unduly broad, overly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent it seeks information regarding WWC, WHG, and WHM other than their role in the information security operations of WHR. Wyndham further objects to this interrogatory as duplicative to the extent that WHR has already provided this information with respect to WHR to the FTC during the course of this investigation. Wyndham further objects to this interrogatory as too indefinite to constitute a valid request.

- 17. Identify all consultants, agents, or other entities that assisted any Wyndham entity in connection with any actions it took relating to the data breaches identified in response to Interrogatory Specification 16. For each such entity, state on which Wyndham entity's behalf the entity was retained and provide a brief description of the services rendered.**

Wyndham objects to this interrogatory as unduly broad, overly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent it seeks information regarding WWC, WHG, and WHM other than their role in the information security operations of WHR. Wyndham further objects to this interrogatory as duplicative to the extent that WHR has

already provided the FTC with both narrative information and documents regarding entities that assisted it in relation to the data breaches previously identified by WHR during the course of this investigation. Wyndham further objects to this interrogatory as too indefinite to constitute a valid request.

- 18. Describe in detail any network user account lockouts related to any data breach identified in response to Interrogatory Specification 16, and the Company's investigations of any such lockouts, including but not limited to, when the investigation was initiated, the personnel notified, and the steps taken to determine whether an intruder had gained access to the network(s).**

Wyndham objects to this interrogatory as unduly broad, overly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent it seeks information regarding WWC, WHG, and WHM other than their role in the information security operations of WHR. Wyndham further objects to this interrogatory as duplicative to the extent that WHR has already provided this information, with respect to any data breaches of networks connected to the WHR network, to the FTC during the course of this investigation. Wyndham further objects to this interrogatory as too indefinite to constitute a valid request.

- 19. For each data breach identified in response to Interrogatory Specification 16, identify the name and location of each computer system on which personal information was or may have been accessed as a result of each such breach, and for each such system describe:**
  - a. the type(s) and amount(s) of potentially compromised personal information;**
  - b. any report of subsequent unauthorized use of compromised personal information alleged in any way to be linked to each instance of unauthorized access, including, but not limited to, the number of instances where payment cards were alleged to have been used without the card holder's authorization, the dates of such use, and the amounts charged or debited;**
  - c. each known or suspected intruder;**

- d. the manner by which each intruder obtained access to the compromised personal information, including security practices that permitted or may have permitted the data breach to occur;**
- e. the time period over which: (1) the data breach occurred; and (2) personal information was or may have been accessed;**
- f. each security measure implemented in response to the data breach, including the date on which it was implemented; and**
- g. sanctions imposed in response to the data breach.**

Wyndham objects to this interrogatory as unduly broad, overly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent it seeks information regarding WWC, WHG, and WHM other than their role in the information security operations of WHR. Wyndham further objects to this interrogatory as duplicative to the extent that WHR has already provided this information to the FTC during the course of this investigation, to the extent this information is known or knowable to WHR. Wyndham further objects to this interrogatory as too indefinite to constitute a valid request. Wyndham further objects to this interrogatory on the grounds that the meaning of “sanctions” is vague and ambiguous.

- 20. For each data breach identified in response to Interrogatory Request 16, describe in detail any investigations conducted to determine the likely cause of the breach or the security vulnerabilities that may have led to the breach, including investigations conducted by any Wyndham entity, as well as those conducted on behalf of the Card Associations. Your response should include, but not be limited to, the following:**
- a. a description of the findings of any such investigation;**
  - b. a description of any disputes the Company has with the findings of any such investigation;**
  - c. a description of the role any Wyndham entity played in overseeing any investigation conducted of a Wyndham-branded hotel; and**
  - d. identification of any Company employee(s) responsible for overseeing any such investigations.**

Wyndham objects to this interrogatory as unduly broad, overly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent it seeks information regarding WWC, WHG, and WHM other than their role in the information security operations of WHR. Wyndham further objects to this interrogatory as duplicative to the extent that WHR has already provided this information to the FTC during the course of this investigation, to the extent this information is known or knowable to WHR. Wyndham further objects to this interrogatory as too indefinite to constitute a valid request.

**21. For each policy or statement submitted in response to Document Specification 15, identify the date(s) when it was adopted or made, and describe all means by which it was distributed.**

Wyndham objects to this interrogatory as unduly broad, overly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent it seeks information regarding WWC, WHG, and WHM other than their role in the information security operations of WHR. Wyndham further objects to this interrogatory as duplicative to the extent that WHR has already provided this information to the FTC during the course of this investigation. Wyndham further objects to this interrogatory as too indefinite to constitute a valid request.

**22. Identify all officers and members of the Board of Directors of each Wyndham entity during the applicable time period. In doing so, identify all officers or Board members of any Wyndham entity who are also serving or have ever served as officers or Board members of another Wyndham entity. For each such person, state for which Wyndham entities he or she served as an officer or Board member and the time period during which he or she served in such role.**

Wyndham objects to this interrogatory as unduly broad, overly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent it seeks information that is irrelevant to the question of whether WHR violated the FTC Act. Wyndham further objects to

this interrogatory as duplicative to the extent that WHR has already provided this information to the FTC during the course of this investigation.

- 23. Describe the extent to which accounting, managerial, marketing, distributing, human resources, information security, legal and other functions or facilities are shared or interrelated between each Wyndham entity. Your response should include, but not be limited to, a description of whether any Wyndham entity pays on behalf of any other Wyndham entity (1) its payroll, or (2) the premiums for any director or officer insurance coverage, and whether any Wyndham entity transfers or otherwise allocates for accounting purposes any consideration to another Wyndham entity in exchange for providing any information security-related service.**

Wyndham objects to this interrogatory as unduly broad, overly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent it seeks information regarding WWC, WHG, and WHM other than their role in the information security operations of WHR. Wyndham further objects to this interrogatory as unduly broad and overly burdensome to the extent it seeks information that is irrelevant to the question of whether WHR violated the FTC Act. Wyndham further objects to this interrogatory as duplicative to the extent that WHR has already provided this information to the FTC during the course of this investigation.

- 24. For any document request specification for which there are documents that would be responsive to this CID, but which were destroyed, mislaid, transferred, deleted, altered, or over-written:**
- a. identify the document;**
  - b. state the date such document was destroyed, mislaid, transferred, deleted, altered, or overwritten;**
  - c. describe the circumstance under which such document was destroyed, mislaid, transferred, deleted, altered, or overwritten; and**
  - d. identify the person authorizing such action.**

Wyndham objects to this interrogatory as unduly broad, overly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent it seeks information

regarding WWC, WHG, and WHM other than their role in the information security operations of WHR, and to the extent the interrogatory seeks information that does not relate to any allegation that WHR violated the Federal Trade Commission Act, including, without limitation, information regarding records that may otherwise be irrelevant and records that were destroyed in the normal course of business prior to the anticipation of litigation. Wyndham further objects to this interrogatory as overly broad and unduly burdensome to the extent that Wyndham, WHG, WHR, and WHM did not create records in the ordinary course of business to document instances where its documents were destroyed and to the extent that the data necessary to create such records presently does not exist. Wyndham further objects to this interrogatory to the extent that records containing certain of the requested information were not created in the ordinary course of business, and data to create such records does not exist.

- 25. Identify the person(s) responsible for preparing the response to this CID, and describe in detail the steps taken to respond to this CID, including instructions pertaining to document (written and electronic) and information preservation. Where oral instructions were given, identify the person who gave the instructions and describe the content of the instructions and the person(s) to whom the instructions were given. For each specification, identify the individual(s) who assisted in preparing the response, with a listing of the persons (identified by name and corporate title or job description) whose files were searched by each person.**

Wyndham objects to this interrogatory to the extent it seeks information protected by attorney-client or work product privilege.

- 26. To the extent that any information provided in the Access Letter Response may require updating or is otherwise incomplete or inaccurate, supplement your response.**

Wyndham objects to this interrogatory as duplicative to the extent that WHR has already provided the FTC with an update regarding the information provided in the Access Letter Response.

## II. DOCUMENTARY MATERIALS

1. **Each different franchise and management contract with a Wyndham-branded hotel that governs the storing and processing of personal information, including all addenda to such contracts.**

Wyndham objects to this request as duplicative to the extent that WHR has already provided this information to the FTC during the course of this investigation.

2. **All documents provided to Wyndham-branded hotels related to information technology or information security, including but not limited to: training materials; operation manuals; system standards; information security policies; PCI DSS compliance documents; and documents related to property management system or payment application hardware, software, or configuration requirements.**

Wyndham objects to this request as unduly broad, overly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent that it seeks information that is irrelevant to whether WHR violated the Federal Trade Commission Act. Wyndham further objects to this request as overly burdensome to the extent that records are not kept of documents provided to the Wyndham-branded hotels in the normal course of business and that responding to this request would require the review of the electronic files of a large number of Wyndham employees. Wyndham further objects to this request as duplicative to the extent that WHR has already provided this information to the FTC during the course of this investigation. Wyndham further objects to this request to the extent it seeks documents not in the possession, custody, or control of WHR. Wyndham further objects to this request as too indefinite to constitute a valid request. Subject to and without waiving the foregoing, WHR is willing to discuss a limited custodian approach to responding to this request with the FTC.

3. **Documents sufficient to describe the relationship between the networks of the Wyndham entities, including but not limited to: who supplies each Wyndham entity with its network(s); who owns the network(s); who maintains the network(s); who sets standards for the network(s); who**



**monitors the network(s); and who is responsible for information security on the network(s).**

Wyndham objects to this request as unduly broad, overly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent it seeks information regarding WWC, WHG, and WHM other than their role in the information security operations of WHR. Wyndham further objects to this request as duplicative to the extent that WHR has already provided this information to the FTC during the course of this investigation. Wyndham further objects to this request as too indefinite to constitute a valid request. Wyndham further objects to this request to the extent that WHR does not maintain records in the ordinary course of business that set forth the information sought by this request.

- 4. Documents sufficient to describe each Wyndham entity's role in managing the Wyndham-branded hotels' computer networks, including but not limited to: who supplies each Wyndham-branded hotel with its network(s); who owns the network(s); who maintains the network(s); who sets standards for the network(s); who monitors the network(s); who is responsible for information security on the network(s); and how the Company's role is different between Wyndham-franchised hotels and Wyndham-managed hotels.**

Wyndham objects to this request as unduly broad, overly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent it seeks information regarding WWC, WHG, and WHM other than their role in the information security operations of WHR. Wyndham further objects to this request as duplicative to the extent that WHR has already provided this information to the FTC during the course of this investigation. Wyndham further objects to this request as too indefinite to constitute a valid request. Wyndham further objects to this request to the extent that WHR does not maintain records in the ordinary course of business that set forth the information sought by this request.

5. **Documents sufficient to describe the Company's relationship with any property management system or payment processing vendor, including but not limited to Micros, Southern DataComm, and Elavon, related to the installation, configuration, operation, or technical support of the property management systems or payment processing applications for the Wyndham-branded hotels and WHR's central reservation system. Your response should include, but not be limited to, all contracts between the Company and Micros, Southern DataComm, and Elavon related to property management systems or payment processing applications.**

Wyndham objects to this request as unduly broad, overly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent it seeks information regarding WWC, WHG, and WHM other than their role in the information security operations of WHR and to the extent the request seeks information that does not relate to any allegation that WHR violated the Federal Trade Commission Act. Wyndham further objects to this request as duplicative to the extent that WHR has already provided this information to the FTC during the course of this investigation. Wyndham further objects to this request as too indefinite to constitute a valid request. Subject to and without waiving the foregoing, WHR is willing to discuss narrowing this request with the FTC.

6. **Documents sufficient to describe the Information Security Program of each Wyndham entity, including but not limited to, documents describing:**
  - a. **access controls in place, including who has access to personal information on their network(s), including any Service Providers or Wyndham-branded hotels;**
  - b. **physical or electronic information security measures taken to protect personal information, including but not limited to practices to monitor and record unauthorized access (such as intrusion detection systems), password requirements, employee turnover procedures, procedures for transporting personal information, and log retention policies;**
  - c. **the means by which each Wyndham entity's computer network(s) may be accessed externally, including by Service Providers or Wyndham-branded hotels;**

- d. the technical configurations of devices and programs it uses to implement its Information Security Program, including but not limited to configurations of firewalls or other means used to control, monitor, or record access to personal information;**
- e. completed or planned testing, monitoring, or evaluation of its Information Security Program; and**
- f. information security training provided to network users (such as employees, Wyndham-branded hotels, and Service Providers) regarding the Information Security Program.**

Wyndham objects to this request as unduly broad, overly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent it seeks information regarding WWC, WHG, and WHM other than their role in the information security operations of WHR. Wyndham further objects to this request as duplicative to the extent that WHR has already provided this information to the FTC during the course of this investigation. Wyndham further objects to this request as too indefinite to constitute a valid request. Wyndham further objects to this request to the extent that WHR does not maintain records in the ordinary course of business that set forth the information sought by this request.

- 7. All documents that assess, evaluate, question, challenge, or contest the effectiveness of any Wyndham entity's or Wyndham-branded hotel's Information Security Program, or recommend changes to it, including, but not limited to internal and external security assessments, plans, reports, studies, audits, audit trails, evaluations, and tests. Your response should include all documents that relate to each risk assessment described in response to Interrogatory Specification 13, including but not limited to a copy of each internal and external report that verifies, confines, challenges, questions, or otherwise concerns such assessment.**

Wyndham objects to this request as unduly broad, overly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent it seeks information regarding WWC, WHG, and WHM other than their role in the information security operations of WHR. Wyndham further objects to this request as unduly broad and overly burdensome to the

extent that production of “all documents” would require the review of electronic files for a large number of custodians at great time and expense. Wyndham further objects to this request as duplicative to the extent that WHR has already provided this information to the FTC during the course of this investigation. Wyndham further objects to this request as too indefinite to constitute a valid request. Wyndham further objects to this request to the extent that WHR does not maintain records in the ordinary course of business that set forth the information sought by this request. Wyndham further objects to this request on the grounds that the terms “assess”, “evaluate”, “question”, “challenge”, “contest the effectiveness”, “verifies”, “confines”, “challenges”, “questions”, or “otherwise concerns” are vague and ambiguous. Subject to and without waiving the foregoing, WHR is willing to discuss a limited custodian approach to responding to this request with the FTC.

- 8. For each Service Provider identified in response to Interrogatory Specification 14, all provisions of contracts with the Company relating to the handling of personal information, and all other policies, procedures, or practices that relate to each Service Provider’s handling of personal information, including any policies or practices related to granting the Service Provider administrative access to any Company network.**

Wyndham objects to this request as unduly broad, overly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent it seeks information regarding WWC, WHG, and WHM other than their role in the information security operations of WHR. Wyndham further objects to this request to the extent it seeks production of documents not in the possession, custody, or control of Wyndham. Wyndham further objects to this request on the grounds that the terms “policies”, “procedures”, or “practices” are vague and ambiguous.

- 9. For each data breach identified in response to Interrogatory Specification 16, all documents prepared by or for the Company that identify, describe, investigate, evaluate, or assess such breach, including but not limited to preliminary, interim, draft, and final reports that describe, assess, evaluate,**

**or test security vulnerabilities that were or could have been exploited in each breach; reports of penetration and gap analysis; logs that record the intruder's steps in accessing or using compromised personal information; warnings issued by anti-virus, intrusion detection, or other security measures; records of the configuration of applications, programs, and network components used in card authorization (such as whether an application was configured to store or record transactions); records setting out reviews by network administrators or others to verify that newly created user accounts were authorized; security scans (such as for packet capture tools, password harvesting tools, toolkits, and other unauthorized programs); incident reports; (formal and informal) security audits or forensic analyses of each breach prepared internally and by third-parties; and other records relating or referring to each breach, including minutes or notes of meetings attended by the Company's personnel and documents that identify the intruder(s).**

Wyndham objects to this request as unduly broad, overly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent it seeks information regarding WWC, WHG, and WHM other than their role in the information security operations of WHR. Wyndham further objects to this request as unduly broad and overly burdensome to the extent that production of "all documents" would require the review of electronic files for a large number of custodians at great time and expense. Wyndham further objects to this request as duplicative to the extent that WHR has already provided this information to the FTC during the course of this investigation. Wyndham further objects to this request as too indefinite to constitute a valid request. Wyndham further objects to this request to the extent it seeks production of documents not in the possession, custody, or control of Wyndham. Wyndham further objects to this request on the grounds that the terms "identify", "describe", "investigate", "evaluate", or "assess" are vague and ambiguous. Subject to and without waiving the foregoing, WHR is willing to discuss a limited custodian approach to responding to this request with the FTC.

- 10. All communications between the Company or a Wyndham-branded hotel and Micros, Southern DataComm, or Elavon related to:**

- a. **the installation or configuration of any property management system or payment processing application;**
- b. **any data breach;**
- c. **remote access to any network identified in response to Interrogatory Specification 2 or to the network(s) of any Wyndham-branded hotel;**
- d. **the use of debugging in any application; and**
- e. **the use of passwords, including descriptions of who is responsible for setting passwords and password requirements.**

Wyndham objects to this request as unduly broad, overly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent it seeks information regarding WWC, WHG, and WHM other than their role in the information security operations of WHR. Wyndham further objects to this request as unduly broad and overly burdensome to the extent that production of “all documents” would require the review of electronic files for a large number of custodians at great time and expense. Wyndham further objects to this request as duplicative to the extent that WHR has already provided this information to the FTC during the course of this investigation. Wyndham further objects to this request as too indefinite to constitute a valid request. Wyndham further objects to this request to the extent it seeks production of documents not in the possession, custody, or control of Wyndham. Subject to and without waiving the foregoing, WHR is willing to discuss a limited custodian approach to responding to this request with the FTC.

11. **All communications between the Company and the Wyndham-branded hotels related to:**
  - a. **any data breach, and including any documents referencing fines or assessments from any Card Association;**
  - b. **the use of debugging in any property management system or payment processing application;**
  - c. **PCI DSS compliance; and**

- d. **the use of passwords on any application, including who is responsible for setting passwords and password requirements for accessing the Company’s central reservation system or related to the Wyndham-branded hotels’ property management systems or payment processing applications.**

Wyndham objects to this request as unduly broad, overly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent it seeks information regarding WWC, WHG, and WHM other than their role in the information security operations of WHR. Wyndham further objects to this request as unduly broad and overly burdensome to the extent that production of “all documents” would require the review of electronic files for a large number of custodians at great time and expense. Wyndham further objects to this request as duplicative to the extent that WHR has already provided this information to the FTC during the course of this investigation. Wyndham further objects to this request as too indefinite to constitute a valid request. Wyndham further objects to this request to the extent it seeks production of documents not in the possession, custody, or control of Wyndham. Subject to and without waiving the foregoing, WHR is willing to discuss a limited custodian approach to responding to this request with the FTC.

**12. All communications between the Company or a Wyndham-branded hotel and any Card Association related to any data breach identified in response to Interrogatory Specification 16.**

Wyndham objects to this request as unduly broad, overly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent it seeks information regarding WWC, WHG, and WHM other than their role in the information security operations of WHR. Wyndham further objects to this request as duplicative to the extent that WHR has already provided this information to the FTC during the course of this investigation. Wyndham further objects to this request as too indefinite to constitute a valid request. Wyndham further

objects to this request to the extent it seeks production of documents not in the possession, custody, or control of Wyndham. Subject to and without waiving the foregoing, WHR is willing to discuss a limited custodian approach to responding to this request with the FTC.

**13. All communications between the Company or a Wyndham-branded hotel and any consultant, agent, or other entity identified in response to Interrogatory Specification 17 relating to information security or to any data breach.**

Wyndham objects to this request as unduly broad, overly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent it seeks information regarding WWC, WHG, and WHM other than their role in the information security operations of WHR. Wyndham further objects to this request as unduly broad and overly burdensome to the extent that production of “all documents” would require the review of electronic files for a large number of custodians at great time and expense. Wyndham further objects to this request as duplicative to the extent that WHR has already provided this information to the FTC during the course of this investigation. Wyndham further objects to this request as too indefinite to constitute a valid request. Wyndham further objects to this request to the extent it seeks production of documents not in the possession, custody, or control of Wyndham. Subject to and without waiving the foregoing, WHR is willing to discuss a limited custodian approach to responding to this request with the FTC.

- 14. Documents sufficient to describe the Company’s quality assurance program for inspecting the Wyndham-branded hotels’ compliance with their franchise or management contracts, including but not limited to, documents that describe:**
- a. how often each Wyndham-branded hotel is inspected;**
  - b. which Wyndham entity is responsible for conducting the inspections;**



- c. **how the quality assurance program differs between Wyndham-franchised hotels and Wyndham-managed hotels;**
- d. **criteria for determining whether and how often to inspect each Wyndham-branded hotel; and**
- e. **any inspections done of Wyndham-branded hotels related to either information technology or information security.**

Wyndham objects to this request as duplicative to the extent that WHR has already provided this information to the FTC during the course of this investigation. Wyndham further objects to this request as overly burdensome and not reasonably calculated to lead to the discovery of admissible evidence to the extent the request seeks information that does not relate to any allegation that WHR violated the Federal Trade Commission Act. Wyndham further objects to this request as too indefinite to constitute a valid request.

- 15. All policies, claims, and statements made to consumers by or for the Company regarding the collection, disclosure, use, storage, destruction, and protection of personal information, including any policies, claims, or statements relating to the security of such information.**

Wyndham objects to this request as unduly broad, overly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent it seeks information regarding WWC, WHG, and WHM other than their role in the information security operations of WHR. Wyndham objects to this request as duplicative to the extent that WHR has already provided this information with respect to WHR to the FTC during the course of this investigation. Wyndham further objects to this request as too indefinite to constitute a valid request.

- 16. All documents that relate to actual or potential harm to consumers or claims of harm made by consumers that are based on any data breach identified in response to Interrogatory Specification 16. Responsive documents should include, but not be limited to:**

- a. **documents that assess, identify, evaluate, estimate, or predict the number of, consumers that have, or are likely to, suffer fraud, identity theft, or other harm; claims made against the Company or any Wyndham-branded hotel for fraud, identity theft, or other harm, such as by affidavits filed by consumers; and documents that assess, identify, evaluate, estimate, or predict the dollar amount of fraud, identity theft, or other costs (such as for increased fraud monitoring or providing fraud insurance) attributable to each such incident; and**
- b. **documents that relate to investigations of or complaints filed with or against the Company or any Wyndham-branded hotel relating to each data breach, including, but not limited to, private lawsuits, correspondence with the Company or any Wyndham-branded hotel, and documents filed with federal, state, or local government agencies, federal or state courts, and Better Business Bureaus.**

Wyndham objects to this request as unduly broad, overly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent it seeks information regarding WWC, WHG, and WHM other than their role in the information security operations of WHR. Wyndham further objects to this request as unduly broad and overly burdensome to the extent that production of “all documents” would require the review of electronic files for a large number of custodians at great time and expense. Wyndham further objects to this request as duplicative to the extent that WHR has already provided this information with respect to WHR to the FTC during the course of this investigation. Wyndham further objects to this request as too indefinite to constitute a valid request. Wyndham further objects on the grounds that the term “actual or potential harm to consumers” is vague and ambiguous. Subject to and without waiving the foregoing, WHR is willing to discuss a limited custodian approach to responding to this request with the FTC.

17. **All contracts and memoranda relating to the transfer of information security responsibilities for WHR from WHG to Wyndham Worldwide, and all contracts between any Wyndham entities relating to responsibility for information security.**

Wyndham objects to this request as unduly broad, overly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent it seeks information regarding WWC, WHG, and WHM other than their role in the information security operations of WHR. Wyndham further objects to this request as too indefinite to constitute a valid request. Subject to and without waiving the foregoing, WHR is willing to discuss a limited custodian approach to responding to this request with the FTC.

**18. All minutes of Board of Directors meetings, executive committee meetings, or audit committee meetings of each Wyndham entity during the applicable time period.**

Wyndham objects to this request as overly burdensome and not reasonably calculated to lead to the discovery of admissible evidence to the extent the request seeks information that does not relate to any allegation that WHR violated the Federal Trade Commission Act. Subject to and without waiving the foregoing, WHR is willing to discuss narrowing this request with the FTC.

**19. Documents sufficient to show the Company's policies and procedures relating to the retention and destruction of documents.**

Wyndham objects to this request as unduly broad, overly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence to the extent it seeks information regarding WWC, WHG, and WHM other than their role in the information security operations of WHR. Wyndham further objects to this request as duplicative to the extent that WHR has already provided this information with respect to WHR to the FTC during the course of this investigation.

Wyndham Worldwide Corporation  
and Wyndham Hotels & Resorts, LLC

By Their Attorneys

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