



**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► **SEE ATTACHED STATEMENT**

Blank lines for listing Internal Revenue Code sections.

18 Can any resulting loss be recognized? ► **SEE ATTACHED STATEMENT**

Blank lines for providing information regarding loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► **SEE ATTACHED STATEMENT**

Blank lines for providing other necessary information.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature ► *Michael A. Hug* Date ► *6/8/2018*  
Print your name ► *Michael A. Hug* Title ► *EVP & CFO*

**Paid Preparer Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ►			Firm's EIN ►	
Firm's address ►			Phone no.	

WYNDHAM DESTINATIONS, INC.  
(F/K/A WYNDHAM WORLDWIDE CORPORATION)  
EIN: 20-0052541

**ATTACHMENT TO FORM 8937 - PART II**  
**REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES**

The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the "Code"), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the Distribution (as defined below) on the tax basis of Wyndham Destinations, Inc. ("Wyndham Destinations") (f/k/a Wyndham Worldwide Corporation ("Wyndham Worldwide")) stock and the allocation of tax basis between the stock of Wyndham Destinations and Wyndham Hotels & Resorts, Inc. ("Wyndham Hotels") following the Distribution. The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of stockholders. All holders of Wyndham Destinations common stock should consult their own tax advisors regarding the particular consequences of the Distribution to them, including the applicability and effect of all U.S. federal, state and local tax laws and foreign tax laws. Please read the registration statement on Form 10 of Wyndham Hotels filed with the Securities and Exchange Commission on April 19, 2018, noting especially the discussion therein under the heading "The Spin-Off—Material U.S. Federal Income Tax Consequences of the Distribution." You may access the Information Statement at [www.sec.gov](http://www.sec.gov).

*Line 14 - Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action.*

On May 31, 2018 (the "Distribution Date"), Wyndham Worldwide distributed to its stockholders, on a pro rata basis, all of the outstanding shares of Wyndham Hotels common stock (the "Distribution"). Pursuant to the Distribution, each of Wyndham Worldwide's stockholders of record as of close of business on May 18, 2018 received one share of Wyndham Hotels common stock for every one share of Wyndham Worldwide common stock held.

In connection with the Distribution, Wyndham Worldwide Corporation was renamed Wyndham Destinations, Inc., and its common stock listed on the New York Stock Exchange now trades under the symbol "WYND." Wyndham Hotels's common shares trade under the symbol "WH."

*Line 15 - Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.*

As a result of the Distribution, Wyndham Worldwide stockholders will be required to allocate the aggregate tax basis in their Wyndham Worldwide common shares held immediately prior to the Distribution among the Wyndham Hotels common shares received in the Distribution and their Wyndham Destinations common shares held immediately after the Distribution. This allocation should be made in proportion to the relative fair market values of the Wyndham Destinations common stock and the Wyndham Hotels common stock. Stockholders that acquired Wyndham Worldwide common shares at different times or different prices will need to calculate their tax basis in each block of Wyndham Worldwide common shares and then allocate a portion of that tax basis to the shares of Wyndham Hotels common stock received with respect thereto.

U.S. federal income tax law does not specifically prescribe how you should determine the fair market values of the Wyndham Destinations common stock and the Wyndham Hotels common stock for purposes of allocating a stockholder's tax basis, and there may be multiple approaches for making such determination. One possible approach is to utilize the New York Stock Exchange ("NYSE") closing price on June 1, 2018 (the first trading day immediately after the Distribution) for Wyndham Destinations common stock (\$48.71 per share) and the NYSE closing price on June 1, 2018 for Wyndham Hotels common stock (\$61.40 per share) as the fair market value. Based on that approach and the assumptions and calculations set forth in Item 16 below, 44.24% of a Wyndham Worldwide stockholder's aggregate tax basis in his or her shares of Wyndham Worldwide common

stock immediately prior to the Distribution would be allocated to such stockholder's shares of Wyndham Destinations common stock, and 55.76% would be allocated to such stockholder's shares of Wyndham Hotels common stock received in the Distribution. You are not bound by the approach illustrated below and should consult with your own tax advisor.

**Line 16 - Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.**

The following is an illustrative example of how the above-described approach to basis allocation would be applied:

Assumptions:

- Shares of Wyndham Worldwide common stock owned: 1,000
- Wyndham Worldwide stockholder's original tax basis (assumed to be \$50.00 per share): \$50,000
- Shares of Wyndham Hotels common stock received in the Distribution: 1,000

Tax basis allocation:

	Number of Wyndham Worldwide Shares Owned	Original Tax Basis  (A)	Percentage of Total Fair Market Value  (B)	Allocated Tax Basis  (A) x (B)
Wyndham Destinations Common Stock	1,000	\$50,000	44.24%	\$22,118.79
Wyndham Hotels Common Stock	1,000		55.76%	\$27,881.21
Total			100.00%	\$50,000.00

**Line 17 - List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.**

The tax treatment described above is generally based on sections 355, 358 and 368 of the Internal Revenue Code (the "Code") and the Treasury regulations promulgated thereunder.

**Line 18 - Can any resulting loss be recognized?**

Wyndham Destinations intends for the Distribution to qualify as a "reorganization" under sections 355 and 368(a)(1)(D) of the Code. Assuming that this characterization is respected, Wyndham Destinations shareholders generally will not recognize any loss on the Distribution for U.S. federal income tax purposes.

**Line 19 - Provide any other information necessary to implement the adjustment, such as the reportable tax year.**

The Distribution was effective on 11:59 PM EDT May 31, 2018. For a Wyndham Destinations stockholder whose tax year is the calendar year, the reportable tax year is 2018.