

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

STARWOOD HOTELS & RESORTS
WORLDWIDE, INC.,

Plaintiff,

- against -

HILTON HOTELS CORPORATION,
ROSS KLEIN AND AMAR LALVANI,

Defendants.

No. 09-cv-3862 (SCR)

DEFENDANT AMAR LALVANI'S ANSWER

Defendant Amar Lalvani ("Lalvani"), by his attorneys, Morvillo, Abramowitz, Grand, Iason, Anello & Bohrer, P.C., for his Answer to the Amended and Supplemental Complaint of Starwood Hotels & Resorts Worldwide, Inc. ("Starwood"), states as follows:

GENERAL DENIALS AND OBJECTIONS

Except as expressly stated in Paragraphs 1 through 292 below, Lalvani denies each and every allegation against him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at Hilton Hotels Corporation ("Hilton"), Ross Klein ("Klein"), or any other entities or individuals. Pursuant to Federal Rule of Civil Procedure 8(b), all allegations contained in the Complaint to which no responsive pleading is required shall be deemed denied. Lalvani further expressly reserves his right to supplement and/or to amend his answer, including, but not limited to, the affirmative and other defenses contained herein, as permitted by Federal Rule of Civil Procedure 15.

Furthermore, Lalvani objects to Starwood's ubiquitous but improper use of terms throughout the Complaint including, but not limited to, "breach," "stole," "theft," "trade secrets"

and “confidential and proprietary” information, all of which are legal conclusions masquerading as factual allegations. Similarly, Lalvani objects to Starwood’s use of the “Starwood Confidential Information” shorthand insofar as it is defined to consist of a grouping of “trade secrets” and “confidential and proprietary” information, also on the basis that the shorthand necessarily alleges conclusions of law rather than statements of fact. Accordingly, by way of general response, Lalvani states no response is required each time the Complaint alleges these and other conclusions of law, and further states that any factual allegation admitted is admitted only as to the specific underlying facts and not as to any conclusions, characterizations, implications, or speculations that are contained in the allegation or in the Complaint as a whole.

ANSWERS TO SPECIFIC ALLEGATIONS

1. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 1, except he admits that Starwood and Hilton are both in the business of owning, operating, and franchising hotels and resorts.

2. Lalvani admits the allegations contained in Paragraph 2, except he lacks knowledge or information sufficient to form a belief as to whether Starwood is one of the world’s largest hotel and leisure companies.

3. Lalvani admits the allegations in Paragraph 3, except he denies that Hilton’s brand names include Prestige Portfolio and Denizen Hotels.

4. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 4, except he admits that the Blackstone Group, a private equity firm, completed its leveraged buyout of Hilton in October 2007.

5. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 5.

6. Paragraph 6 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani denies the allegations insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

7. Lalvani denies the allegations contained in Paragraph 7 insofar as they are directed at him and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others, except he admits that Klein and he left Starwood in May and June 2008, respectively, and then worked at Hilton.

8. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 8.

9. Paragraph 9 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani denies the allegations insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

10. Paragraph 10 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani denies the allegations insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

11. Lalvani denies the allegations contained in Paragraph 11 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others, except he admits that Hilton announced the launch of Hilton's new lifestyle brand named "Denizen" in March 2009.

12. Lalvani admits the allegation contained in Paragraph 12.

13. Paragraph 13 consists of Plaintiff's characterizations and selective quotations of the consent Preliminary Injunction entered in this action on April 23, 2009 and July 22, 2009, upon agreement and stipulation of all of the parties, to which no response is required. Lalvani respectfully refers the Court to the Preliminary Injunction itself for a full and accurate statement of its contents.

14. Paragraph 14 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 14.

15. Paragraph 15 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani denies the allegations insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

16. Paragraph 16 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani denies the allegations insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

17. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 17.

18. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 18.

19. Lalvani denies the allegations contained in Paragraph 19 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

20. Lalvani denies the allegations contained in Paragraph 20 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

21. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 21.

22. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 22.

23. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 23.

24. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 24.

25. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 25, except he admits that Christopher Nassetta (“Nassetta”) was involved in efforts to develop Hilton’s business in the luxury and lifestyle space.

26. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 26.

27. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 27, except he admits that Nassetta was involved in

Hilton's hiring of Klein, and that Steven Goldman ("Goldman") was involved in recruiting Lalvani to Hilton.

28. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 28.

29. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 29.

30. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 30, except he admits that Hilton and Goldman were aware that Lalvani had agreements with Starwood, and respectfully refers the Court to the agreements for their complete contents.

31. Paragraph 31 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani denies the allegations insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

32. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 32.

33. Lalvani denies the allegations contained in Paragraph 33 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

34. Lalvani denies the allegations contained in Paragraph 34 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

35. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 35, except he admits that Klein reported to Nassetta at Hilton.

36. Lalvani denies the allegations contained in Paragraph 36, except he admits that Goldman, Hilton's President of Global Development and Real Estate, was involved in recruiting him to join Hilton as Global Head of Luxury & Lifestyle Brand Development, and that he reported to Goldman after joining Hilton.

37. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 37, except he admits that Hilton announced his and Klein's hiring in June 2008.

38. Paragraph 38 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani denies the allegations insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

39. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 39, except he admits that Nassetta announced the worldwide launch of the Denizen Hotels brand in March 2009.

40. Lalvani denies the allegations contained in Paragraph 40 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

41. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 41.

42. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 42.

43. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 43.

44. Lalvani denies the allegations contained in Paragraph 44 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others, except he admits that he forwarded emails to his personal email account and to Goldman in May 2008 that are partially quoted in Paragraph 44, and respectfully refers the Court to the emails for their complete contents.

45. Lalvani denies the allegations contained in Paragraph 45, except he admits that he joined Hilton as Global Head of Luxury & Lifestyle Brand Development.

46. Lalvani denies the allegations contained in Paragraph 46 insofar as they are directed at him, except he admits that he was involved in the hiring of Christopher Kochuba (“Kochuba”) after Kochuba had left Starwood, that he sent the emails to Kochuba and to Goldman that are partially quoted in Paragraph 46, and respectfully refers the Court to the emails for their complete contents.

47. Paragraph 47 includes Plaintiff’s characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani denies the allegations in Paragraph 47, except he admits that Hilton announced his hiring, and that while employed at Starwood, he sent the email to Goldman that is partially quoted in Paragraph 47, and respectfully refers the Court to this email for its complete contents.

48. Paragraph 48 includes Plaintiff’s characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani

denies the allegations insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others, except he admits that Hilton hired some former Starwood employees.

49. Lalvani denies the allegations contained in Paragraph 49 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

50. Lalvani denies the allegations contained in Paragraph 50 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

51. Lalvani denies the allegations contained in Paragraph 51 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others, except he admits that Hilton announced the launch of the Denizen brand of hotels at an international hospitality convention in March 2009.

52. Lalvani denies the allegations contained in Paragraph 52, except he admits that development of the Denizen hotel brand was halted, based on the agreement and stipulation of all of the parties in this action, pursuant to the terms of the consent Preliminary Injunction.

53. Paragraph 53 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani denies the allegations insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

54. Lalvani denies the allegations contained in Paragraph 54 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief

as to the truth of the allegations directed at others, except he admits that he has produced certain documents to Starwood.

55. Paragraph 55 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani denies the allegations contained in Paragraph 55 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others, except he admits that he had agreements with Starwood, and respectfully refers the Court to the agreements for their complete contents.

56. Paragraph 56 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani denies the allegations contained in Paragraph 56 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

57. Paragraph 57 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent that a response is required, Lalvani responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 57.

58. Lalvani denies the allegations contained in Paragraph 58 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

59. Lalvani denies the allegations contained in Paragraph 59 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

60. Lalvani denies the allegations contained in Paragraph 60.

61. Lalvani denies the allegations contained in Paragraph 61 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

62. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 62.

63. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 63.

64. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 64.

65. Lalvani denies the allegations contained in Paragraph 65 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

66. Lalvani denies the allegations contained in Paragraph 66 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

67. Paragraph 67 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani denies the allegations insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

68. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 68.

69. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 69.

70. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 70.

71. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 71.

72. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 72.

73. Lalvani denies the allegations contained in Paragraph 73 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

74. Paragraph 74 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations.

75. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 75.

76. Lalvani denies the allegations contained in Paragraph 76 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

77. Paragraph 77 includes Plaintiff's characterization, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani

denies the allegations insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

78. Paragraph 78 includes Plaintiff's characterization, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani denies the allegations insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

79. Lalvani denies the allegations contained in Paragraph 79 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

80. Paragraph 80 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani denies the allegations insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

81. Paragraph 81 includes Plaintiff's characterizations, arguments, prayers for relief, and legal conclusions to which no response is required. To the extent a response is required, Lalvani denies the allegations insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

82. Paragraph 82 includes Plaintiff's characterizations, arguments, prayers for relief, and legal conclusions to which no response is required. To the extent a response is required, Lalvani denies the allegations insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

83. Paragraph 83 consists of Plaintiff's legal conclusions to which no response is required. To the extent a response is required, Lalvani denies that subject matter jurisdiction exists under 28 U.S.C. § 1332.

84. Paragraph 84 consists of Plaintiff's legal conclusions to which no response is required. To the extent a response is required, Lalvani denies that subject matter jurisdiction exists under 28 U.S.C. § 1331 or 28 U.S.C. § 1367.

85. Paragraph 85 consists of Plaintiff's legal conclusions to which no response is required.

86. Paragraph 86 includes Plaintiff's legal conclusions to which no response is required. To the extent a response is required, Lalvani responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others, except he admits that he executed a document captioned "Non-Solicitation, Confidentiality and Intellectual Property Agreement," but respectfully refers the Court to the document for its complete terms.

87. Paragraph 87 includes Plaintiff's legal conclusions to which no response is required.

88. Paragraph 88 includes Plaintiff's legal conclusions to which no response is required. To the extent a response is required, Lalvani responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others, except he admits that he executed a document captioned "Non-Solicitation, Confidentiality and Intellectual Property Agreement," but respectfully refers the Court to the document for its complete terms.

89. With respect to the allegations contained in Paragraph 89, Lalvani: (a) lacks knowledge or information sufficient to form a belief as to the truth of the allegations in the first sentence, except he admits that as of the time of the commencement of this action, Starwood's principal place of business was in White Plains, New York; (b) lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in the second sentence; and (c) admits the allegations contained in the third and fourth sentences.

90. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 90, except he admits that Hilton maintained offices in Beverly Hills, California, and admits the allegations contained in the third and fourth sentences, except he denies that Hilton's brand names include Prestige Portfolio and Denizen Hotels.

91. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 91, except he admits the allegations contained in the fourth and fifth sentences.

92. Lalvani denies the allegations contained in the first and second sentences of Paragraph 92, but admits the remaining allegations contained in Paragraph 92.

93. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 93, except that he denies the allegations contained in the fourth sentence insofar as they are directed at him, but admits the allegations contained in the last sentence of Paragraph 93.

94. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 94, except that he denies the allegations contained in the fourth sentence insofar as they are directed at him, but admits the allegations contained in the last sentence of Paragraph 94.

95. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 95, except that he admits the allegations contained in the last sentence of Paragraph 95.

96. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 96, except that he admits the allegations contained in the last sentence of Paragraph 96.

97. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 97, except that he admits the allegations contained in the last sentence of Paragraph 97.

98. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 98, except that he denies that Erin Green worked in the group Lalvani headed at Hilton.

99. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 99, except that he denies that Elie Younes worked in the group Lalvani headed at Hilton.

100. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 100, except that he admits the allegations contained in the last sentence of Paragraph 100.

101. The first sentence of Paragraph 101 contains no factual allegations and thus no response is required. The second sentence of Paragraph 101 consists of Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required to the second sentence, Lalvani responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations.

102. Lalvani admits the allegations contained in the first sentence of Paragraph 102, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations in the second sentence, except he admits that Nassetta was involved in Hilton's hiring of Klein.

103. Lalvani admits the allegations contained in the first and second sentences of Paragraph 103. Lalvani denies the allegations contained in the last sentence of Paragraph 103, except he admits that Goldman was involved in recruiting him to Hilton.

104. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 104, except he admits that Richard Lucas was General Counsel for Hilton and a member of the Executive Committee.

105. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 105, except he admits that Molly McKenzie-Swartz was Executive Vice President, Human Resources at Hilton and a member of the Executive Committee.

106. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 106, except he admits that Kevin Jacobs was Senior Vice President, Corporate Strategy at Hilton.

107. Paragraph 107 contains no factual allegations and thus no response is required.

108. Lalvani denies the allegations contained in Paragraph 108 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

109. Paragraph 109 consists of Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani

responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations.

110. Lalvani denies the allegations contained in Paragraph 110 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

111. Lalvani denies the allegations contained in Paragraph 111 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others, except he admits that Starwood initiated an arbitration against Klein.

112. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 112, except he admits that Hilton delivered documents to Starwood in February 2009.

113. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 113, except he admits that Hilton delivered documents to Starwood in February 2009.

114. Paragraph 114 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 114.

115. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 115.

116. Paragraph 116 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani

responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 116.

117. Lalvani denies the allegations contained in Paragraph 117 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others, except he admits that Hilton announced the launch of the Denizen brand in March 2009.

118. Lalvani denies the allegations contained in Paragraph 118 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others, except he admits that Hilton made an announcement in April 2009 regarding the lawsuit filed by Starwood.

119. Paragraph 119 consists of Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations.

120. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 120, except he admits that in April 2009, Hilton announced that it had received a grand jury subpoena from the United States Attorney's Office relating to Starwood.

121. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 121, except he admits that he, Klein, and certain other former Starwood employees are represented by counsel.

122. Paragraph 122 consists of Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani

responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations.

123. Paragraph 123 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations.

124. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 124, except he admits that Hilton announced his and Klein's hiring in June 2008, and admits that he, Klein and members of Hilton's luxury and lifestyle group were placed on paid administrative leave by Hilton in April 2009.

125. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 125, except he admits that Hilton announced the launch of Denizen, and subsequently announced that development of the Denizen brand has been halted.

126. Lalvani denies the allegations contained in Paragraph 126 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

127. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 127.

128. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 128.

129. Paragraph 129 includes Plaintiff's characterizations, arguments, prayers for relief, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani denies the allegations insofar as they are directed at him, and responds that he lacks

knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

130. Lalvani denies the allegations contained in Paragraph 130 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at Hilton.

131. The first sentence of Paragraph 131 consists of Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani denies the allegations contained in the first sentence of Paragraph 131 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the remainder of the first sentence. As to the allegations contained in the second sentence of Paragraph 131, Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations, except he admits that Klein and he left Starwood in May and June 2008, respectively, and that Hilton launched a new brand under the name "Denizen" in March 2009.

132. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 132.

133. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 133.

134. Paragraph 134 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations.

135. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 135.

136. Paragraph 136 includes of Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent that a response is required, Lalvani denies the allegations insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

137. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 137, except he admits that he emailed Deal Log Reports to his personal email account prior to leaving Starwood.

138. Paragraph 138 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani denies the allegations insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

139. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 139.

140. Paragraph 140 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 140.

141. Paragraph 141 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 141.

142. Paragraph 142 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations, except he admits that Starwood and Hilton are both in the business of owning, operating, and franchising hotels and resorts.

143. Paragraph 143 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations, except he admits the allegations contained in the first sentence of Paragraph 143, and admits that the first W hotel opened in 1998 in New York City.

144. Paragraph 144 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 144.

145. Paragraph 145 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 145.

146. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 146.

147. Lalvani denies the allegations contained in the first, second, and third sentences of Paragraph 147, except he admits that he began work at Starwood in September 2004 as Vice President for W Development – Europe, Africa and the Middle East, and that in that role, he was

expected to lead the expansion of W Hotels in the Europe, Africa and Middle East regions, and Lalvani further admits that in October 2006, he was promoted to Senior Vice President, W Development – Global, and later additionally became responsible for the North American development of St. Regis, and the Luxury Collection. Lalvani additionally admits the allegations contained in the fourth and fifth sentences of Paragraph 147. The last sentence of Paragraph 147 consists of Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required, but to the extent a response is required, Lalvani responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations.

148. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 148.

149. Lalvani denies the allegations contained in Paragraph 149 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others, except he admits that he had agreements with Starwood, and that Hilton was aware of the existence of the agreements, but respectfully refers the Court to the agreements for their complete contents.

150. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 150, except that he admits that he had agreements with Starwood, and that Starwood had certain policies, but responds that his agreements and Starwood's policies are reflected in written documents that speak for themselves, and respectfully refers the Court to those documents for their complete contents.

151. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 151, except that he admits that he has completed certifications relating to Starwood policies in the past, but responds that both the certifications

and Starwood's policies are reflected in written documents that speak for themselves, and respectfully refers the Court to those documents for their complete contents.

152. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 152.

153. Paragraph 153 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations.

154. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 154.

155. Paragraph 155 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani denies the allegations contained in Paragraph 155 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

156. The first sentence of Paragraph 156 consists of Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required, except Lalvani admits that the Blackstone Group, a private equity firm, acquired Hilton in a leveraged buyout for over \$20 billion in 2007. As to the remaining allegations contained in Paragraph 156, Lalvani responds that he lacks knowledge or information sufficient to form a belief as to their truth.

157. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 157.

158. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 158.

159. Lalvani denies the allegations contained in Paragraph 159 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

160. Paragraph 160 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 160.

161. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 161.

162. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 162.

163. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 163.

164. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 164.

165. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 165.

166. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 166.

167. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 167.

168. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 168.

169. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 169.

170. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 170.

171. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 171, except he admits that he was recruited by Goldman to join Hilton in March 2008 and that he received the email from Goldman partially quoted in Paragraph 171, and respectfully refers the Court to this email for its complete contents.

172. Paragraph 172 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani denies the allegations, except he admits that he sent the March 2008 email to Goldman partially quoted in Paragraph 172, and respectfully refers the Court to this email for its complete contents.

173. The first sentence of Paragraph 173 consists of Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in the first sentence. As to the remaining allegations contained in Paragraph 173, Lalvani denies them insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

174. Paragraph 174 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani

denies the allegations, except he admits that in May 2008 he forwarded the email to his personal email account and then to Goldman, and that he sent the email partially quoted in Paragraph 174, and respectfully refers the Court to this email for its complete contents.

175. Paragraph 175 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani denies the allegations, except he admits that in May 2008, he forwarded the email to his personal email account and then to Goldman, and that he sent the email partially quoted in Paragraph 175, and respectfully refers the Court to this email for its complete contents.

176. Paragraph 176 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani denies the allegations insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at Goldman, except he admits that he exchanged emails with Goldman in May 2008 that are partially quoted in Paragraph 176, and respectfully refers the Court to the emails for their complete contents.

177. Lalvani denies the allegations contained in Paragraph 177, except he admits that on May 27, 2008, he informed Starwood that he was resigning, and that he and Kochuba exchanged emails that are partially quoted in Paragraph 177, and respectfully refers the Court to the emails for their complete contents.

178. Paragraph 178 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani denies the allegations, except he admits that when he tendered his notice of resignation to Starwood on May 27, 2008, Starwood asked him to continue with the company for another month.

179. Lalvani denies the allegations contained in Paragraph 179, except he admits that Hilton announced his and Klein's hiring in June 2008.

180. Lalvani admits the allegations contained in Paragraph 180.

181. Paragraph 181 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani denies the allegations contained in Paragraph 181 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others, except he admits that he downloaded and emailed certain documents.

182. Lalvani denies the allegations contained in Paragraph 182 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others, except he admits that he was involved in the hiring of Kochuba after Kochuba had left Starwood.

183. Lalvani denies the allegations contained in Paragraph 183 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

184. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 184, except he admits that Starwood initiated an arbitration against Klein.

185. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 185.

186. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 186, except he admits that Hilton delivered documents to Starwood in February 2009.

187. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 187.

188. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 188.

189. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 189.

190. Paragraph 190 consists of Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 190.

191. Paragraph 191 consists of Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 191.

192. Lalvani denies the allegations contained in Paragraph 192 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others, except he admits that he was in possession of certain of the documents listed in Paragraph 192 after he left Starwood.

193. Lalvani denies the allegations contained in Paragraph 193 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations.

194. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 194, except he admits that he had agreements with Starwood, and that he completed certifications in the past relating to Starwood's policies, and responds that both the certifications and his agreements are reflected in written documents that speak for themselves, and respectfully refers the Court to those documents for their complete contents.

195. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 195.

196. Paragraph 196 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani denies the allegations contained in Paragraph 196 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

197. Paragraph 197 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani denies the allegations insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

198. Lalvani denies the allegations contained in Paragraph 198 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

199. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 199, except he admits that Hilton announced the launch of a new global “lifestyle” hotel line, code-named “Project Global21,” in March 2009.

200. Paragraph 200 includes Plaintiff’s characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 200.

201. Lalvani denies the allegations contained in Paragraph 201 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others, except he admits that in March 2009, Hilton launched a new lifestyle brand named “Denizen” at an international hospitality convention in Berlin.

202. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 202.

203. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 203.

204. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 204.

205. Lalvani denies the allegations contained in Paragraph 205 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

206. Lalvani denies the allegations contained in Paragraph 206 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

207. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 207.

208. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 208.

209. Paragraph 209 includes Plaintiff's characterizations, arguments, prayers for relief, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani denies the allegations contained in Paragraph 209 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others, except he admits that he had agreements with Starwood, and respectfully refers the Court to the agreements for their complete contents.

210. Paragraph 210 includes Plaintiff's characterizations, arguments, prayers for relief, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations.

211. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 211.

212. The first sentence of Paragraph 212 consists of Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. As to the remaining allegations contained in Paragraph 212, Lalvani responds that he lacks knowledge or information sufficient to form a belief as to their truth.

213. Paragraph 213 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani denies the allegations contained in Paragraph 213 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

214. Paragraph 214 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations.

215. Paragraph 215 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani denies the allegations insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others, except he admits that he had agreements with Starwood, and respectfully refers the Court to the agreements for their complete contents.

216. Paragraph 216 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani denies the allegations insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others, except he admits that he had agreements with Starwood, and respectfully refers the Court to the agreements for their complete contents.

217. Paragraph 217 consists of Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani

responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations.

FIRST CLAIM FOR RELIEF

218. Lalvani adopts and incorporates by reference his responses to Paragraphs 1-217 as though fully set forth herein.

219. The allegations contained in Paragraph 219 are not made against, and do not include or reference Lalvani and therefore, no response is required. To the extent a response is required, Lalvani responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 219.

220. The allegations contained in Paragraph 220 are not made against, and do not include or reference Lalvani and therefore, no response is required. To the extent a response is required, Lalvani responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 220.

221. The allegations contained in Paragraph 221 are not made against, and do not include or reference Lalvani and therefore, no response is required. To the extent a response is required, Lalvani responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 221.

222. The allegations contained in Paragraph 222 are not made against, and do not include or reference Lalvani and therefore, no response is required. To the extent a response is required, Lalvani responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 222.

223. The allegations contained in Paragraph 223 are not made against, and do not include or reference Lalvani and therefore, no response is required. To the extent a response is

required, Lalvani responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 223.

224. The allegations contained in Paragraph 224 are not made against, and do not include or reference Lalvani and therefore, no response is required. To the extent a response is required, Lalvani responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 224.

225. The allegations contained in Paragraph 225 are not made against, and do not include or reference Lalvani and therefore, no response is required. To the extent a response is required, Lalvani responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 225.

226. The allegations contained in Paragraph 226 are not made against, and do not include or reference Lalvani and therefore, no response is required. To the extent a response is required, Lalvani responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 226.

SECOND CLAIM FOR RELIEF

227. Lalvani adopts and incorporates by reference his responses to Paragraphs 1-226 as though fully set forth herein.

228. Lalvani denies the allegations contained in Paragraph 228, except he admits that he executed a document captioned “Non-Solicitation, Confidentiality and Intellectual Property Agreement.”

229. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 229, except he admits that he executed a document captioned “Non-Solicitation, Confidentiality and Intellectual Property Agreement.”

230. Lalvani denies the allegations contained in Paragraph 230.

231. Lalvani denies the allegations contained in Paragraph 231.

232. Lalvani denies the allegations contained in Paragraph 232.

THIRD CLAIM FOR RELIEF

233. Lalvani adopts and incorporates by reference his responses to Paragraphs 1-232 as though fully set forth herein.

234. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 234, except he admits that he had agreements with Starwood, and that Hilton was aware of the existence of these agreements, and respectfully refers the Court to the agreements for their complete contents.

235. Lalvani denies the allegations contained in Paragraph 235 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

236. Lalvani denies the allegations contained in Paragraph 236 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

237. Lalvani denies the allegations contained in Paragraph 237 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

238. Lalvani denies the allegations contained in Paragraph 238 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

239. Lalvani denies the allegations contained in Paragraph 239 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

240. Lalvani denies the allegations contained in Paragraph 240 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

241. Lalvani denies the allegations contained in Paragraph 241 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

FOURTH CLAIM FOR RELIEF

242. Lalvani adopts and incorporates by reference his responses to Paragraphs 1-241 as though fully set forth herein.

243. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 243.

244. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 244.

245. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 245.

246. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 246.

247. Lalvani denies the allegations contained in Paragraph 247 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

248. Lalvani denies the allegations contained in Paragraph 248 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

249. Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 249.

250. Lalvani denies the allegations contained in Paragraph 250 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

251. Lalvani denies the allegations contained in Paragraph 251 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

FIFTH CLAIM FOR RELIEF

252. Lalvani adopts and incorporates by reference his responses to Paragraphs 1-251 as though fully set forth herein.

253. Lalvani denies the allegations contained in Paragraph 253 as they are directed at him and responds as to the remaining allegations that he lacks knowledge or information sufficient to form a belief as to their truth.

254. Lalvani denies the allegations contained in Paragraph 254 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

255. Lalvani denies the allegations contained in Paragraph 255 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

256. Lalvani denies the allegations contained in Paragraph 256 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

SIXTH CLAIM FOR RELIEF

257. Lalvani adopts and incorporates by reference his responses to Paragraphs 1-256 as though fully set forth herein.

258. Lalvani denies the allegations contained in Paragraph 258 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

259. Lalvani denies the allegations contained in Paragraph 259 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

260. Lalvani denies the allegations contained in Paragraph 260 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

SEVENTH CLAIM FOR RELIEF

261. Lalvani adopts and incorporates by reference his responses to Paragraphs 1-260 as though fully set forth herein.

262. Lalvani denies the allegations contained in Paragraph 262 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

263. Lalvani denies the allegations contained in Paragraph 263 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

264. Lalvani denies the allegations contained in Paragraph 264 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

EIGHTH CLAIM FOR RELIEF

265. Lalvani adopts and incorporates by reference his responses to Paragraphs 1-264 as though fully set forth herein.

266. Paragraph 266 includes Plaintiff's characterizations and legal conclusions to which no response is required. To the extent a response is required, Lalvani denies the allegations insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

267. Paragraph 267 includes Plaintiff's characterizations and legal conclusions to which no response is required. To the extent a response is required, Lalvani denies the allegations insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

268. Lalvani denies the allegations contained in Paragraph 268 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

269. Lalvani denies the allegations contained in Paragraph 269 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

NINTH CLAIM FOR RELIEF

270. Lalvani adopts and incorporates by reference his responses to Paragraphs 1-269 as though fully set forth herein.

271. Paragraph 271 includes Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations.

272. Lalvani denies the allegations contained in Paragraph 272 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

273. Lalvani denies the allegations contained in Paragraph 273 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

274. Lalvani denies the allegations contained in Paragraph 274 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

TENTH CLAIM FOR RELIEF

275. Lalvani adopts and incorporates by reference his responses to Paragraphs 1-274 as though fully set forth herein.

276. Lalvani denies the allegations contained in Paragraph 276 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

277. Lalvani denies the allegations contained in Paragraph 277 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

278. Lalvani denies the allegations contained in Paragraph 278 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

279. Lalvani denies the allegations contained in Paragraph 279 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

ELEVENTH CLAIM FOR RELIEF

280. Lalvani adopts and incorporates by reference his responses to Paragraphs 1-279 as though fully set forth herein.

281. Paragraph 281 consists of Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani lacks knowledge or information sufficient to form a belief as to the truth of the allegations.

282. Lalvani denies the allegations contained in Paragraph 282 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

283. Lalvani denies the allegations contained in Paragraph 283 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

284. Lalvani denies the allegations contained in Paragraph 284 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

285. Lalvani denies the allegations contained in Paragraph 285 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

286. Lalvani denies the allegations contained in Paragraph 286 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

287. Lalvani denies the allegations contained in Paragraph 287 insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

288. Paragraph 288 consists of Plaintiff's characterizations, arguments, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani denies the allegations insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

289. Lalvani adopts and incorporates by reference his responses to Paragraphs 1-288 as though fully set forth herein.

290. Paragraph 290 includes Plaintiff's characterizations, arguments, prayers for relief, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani denies the allegations insofar as they are directed at him, and responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed at others.

291. The allegations contained in Paragraph 291 are not made against, and do not include or reference Lalvani and therefore, no response is required. To the extent a response is required, Lalvani responds that he lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 291.

292. Paragraph 292 consists of Plaintiff's characterizations, arguments, prayers for relief, and/or legal conclusions to which no response is required. To the extent a response is required, Lalvani denies the allegations contained in Paragraph 292.

AFFIRMATIVE DEFENSES

Without assuming the burden of proof on any matters where the burden properly rests on Plaintiff Starwood, Defendant Amar Lalvani asserts the following affirmative defenses with respect to the claims that Plaintiff Starwood purports to set forth in the Complaint:

FIRST AFFIRMATIVE DEFENSE

293. The Court lacks subject matter jurisdiction over this action, as there is no basis for diversity jurisdiction, and as Plaintiff failed to establish an adequate basis for federal question jurisdiction.

SECOND AFFIRMATIVE DEFENSE

294. The Complaint fails to state a claim against Lalvani upon which relief may be granted.

THIRD AFFIRMATIVE DEFENSE

295. To the extent that the Complaint purports to allege fraud, it fails to comply with the provisions of Federal Rule of Civil Procedure 9(b).

FOURTH AFFIRMATIVE DEFENSE

296. The claims in the Complaint are barred, in whole or in part, based on various equitable doctrines including waiver, unclean hands, estoppel, ratification or failure to use due care.

FIFTH AFFIRMATIVE DEFENSE

297. Portions of the claims in the Complaint are barred by the doctrine of laches.

SIXTH AFFIRMATIVE DEFENSE

298. Plaintiff cannot recover because of its own comparative fault.

SEVENTH AFFIRMATIVE DEFENSE

299. Plaintiff cannot recover because it did not sustain any damage, loss or injury.

EIGHTH AFFIRMATIVE DEFENSE

300. Plaintiff's claims are barred because Lalvani did not directly or proximately cause or contribute to any damage, loss or injury sustained by Plaintiff.

NINTH AFFIRMATIVE DEFENSE

301. Plaintiff has failed to fulfill its duty to mitigate, reduce or otherwise avoid any alleged damages and Plaintiff is thus barred from recovering such damages, if any.

TENTH AFFIRMATIVE DEFENSE

302. Under the principles of contribution and indemnity, persons or entities other than Lalvani are wholly or partially responsible for Plaintiff's purported damages, if any.

ELEVENTH AFFIRMATIVE DEFENSE

303. Plaintiff should be denied relief because Lalvani acted at all times in good faith and in a reasonable manner in attempting to comply with all applicable laws.

TWELFTH AFFIRMATIVE DEFENSE

304. Without admitting any liability on his part, Lalvani asserts that the acts and/or omissions alleged to form the basis of any of the claims by Plaintiff were protected by the doctrines of justification and/or privilege and thus cannot form the basis of any claims.

THIRTEENTH AFFIRMATIVE DEFENSE

305. Without admitting any liability on his part, Lalvani asserts that Plaintiff's purported damages as alleged in the Complaint are speculative and uncertain and Plaintiff is thus barred from recovering any such damages, if any.

FOURTEENTH AFFIRMATIVE DEFENSE

306. Plaintiff has failed to set forth any facts that would constitute the basis for an award of attorneys' fees against Lalvani.

FIFTEENTH AFFIRMATIVE DEFENSE

307. Plaintiff is not entitled to recover punitive damages because it has failed to allege, and cannot establish, facts required to state such a claim for damages or to show that Lalvani is liable for such damages.

SIXTEENTH AFFIRMATIVE DEFENSE

308. Plaintiff's claims are barred, in whole or in part, for failure to join necessary and indispensable parties.

SEVENTEENTH AFFIRMATIVE DEFENSE

309. Plaintiff's claims are barred because every statement, act or omission allegedly made by Lalvani was made or taken, if made or taken at all, in good faith reliance on the custom and practice in the industry.

EIGHTEENTH AFFIRMATIVE DEFENSE

310. Plaintiff's claims against Lalvani are barred, in whole or in part, because Lalvani is not liable for the alleged acts or omissions of others, including those of Klein and Hilton.

NINETEENTH AFFIRMATIVE DEFENSE

311. Defendant Amar Lalvani incorporates herein any applicable affirmative defenses asserted by any other defendants.

PRAYER FOR RELIEF

WHEREFORE, Defendant Amar Lalvani respectfully requests that the Court enter judgment in his favor, dismissing all claims against him with prejudice, and granting costs and other relief as the Court may deem just and proper.

Dated: New York, New York
July 16, 2010

MORVILLO, ABRAMOWITZ, GRAND,
IASON, ANELLO & BOHRER, P.C.

By: /s/ Edward M. Spiro
Christopher J. Morvillo
Edward M. Spiro
565 Fifth Avenue
New York, New York 10017
Tel: 212-856-9600
Fax: 212-856-9494
Attorneys for Defendant Amar Lalvani