

## **FELCOR LODGING TRUST INCORPORATED**

### **EXECUTIVE COMMITTEE CHARTER**

#### **General Authority**

The Board of Directors has established the Executive Committee (the “Committee”) of FelCor Lodging Trust Incorporated (the “Company”) pursuant to Section 2-411 of the Maryland General Corporation Law and Section 3.15 of the Company’s Bylaws. The Committee shall be authorized and empowered, subject to the limitations set forth below, to exercise, on behalf and in the place and stead of the Board of Directors, when it is not convened, all of the powers and authority of the Board of Directors of the Company in the management of the business and affairs of the Company, in the Company’s individual capacity or in its capacity as the general partner of FelCor Lodging Limited Partnership, as a partner of any other partnership or joint venture or as a member in any limited liability company.

#### **Limitations on Authority**

The Committee shall not have the power or authority to:

- (a) authorize dividends on any stock of the Company;
- (b) increase or decrease the number of directors comprising the Board of Directors or the Executive Committee of the Company;
- (c) recommend to the stockholders of the Company any action which requires stockholder approval;
- (d) approve any merger or share exchange involving the Company which does not require stockholder approval;
- (e) amend the Bylaws of the Company;
- (f) issue any stock of the Company; provided, however, that if the Board of Directors has given general authorization for the issuance of stock of the Company, providing for or establishing a method or procedure for determining the maximum number of shares to be issued, the Committee, in accordance with that general authorization, may authorize or fix the terms of stock subject to classification or reclassification and the terms on which any terms of stock subject to classification or reclassification and the terms on which any stock of the Company may be issued, including all terms and conditions required or permitted to be established or authorized by the Board of Directors under Sections 2-203 and 2-208 of the Maryland General Corporation Law; or

- (g) take or authorize any individual action or transaction involving the Company's commitment, expenditure, investment, receipt of sale proceeds or incurrence of indebtedness in any amount in excess of Fifty Million Dollars (\$50,000,000);
- (h) take or authorize any individual action or transaction that is within the authority and responsibilities of the Audit Committee, Compensation Committee or Corporate Governance and Nominating Committee of the Board of Directors or that is contemplated to be taken or authorized by the entire Board of Directors under the Company's Corporate Governance Guidelines;
- (i) nominate, appoint or elect any individual to serve as a director on the Company's Board of Directors or on any Board committee, make any determination of "independence" of a director, change any charter of any committee of the Board of Directors, amend or waive any provisions of the Company's Corporate Governance Guidelines, nominate or elect the officers or Chairman of the Board of the Company, determine or change the compensation of directors, amend or waive any provision of the Company's Code of Business Conduct and Ethics for an officer or director or adopt or amend any Company policies.

### **Composition and Qualifications**

The Committee shall consist of three or more members of the Board of Directors, and shall include the Chairman of the Board, the Chief Executive Officer if he or she is a director and at least one other director who is determined by the Board of Directors to be "independent" under the rules of the New York Stock Exchange ("NYSE") and the Securities and Exchange Commission ("SEC").

### **Appointment and Removal**

The members of the Committee shall be appointed by the Board of Directors upon the recommendation of the Corporate Governance and Nominating Committee, and each member shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board of Directors.

### **Chairperson**

The Chairman of the Board, if present, shall serve as the Chairperson of the Committee. In the absence of the Chairman of the Board, the Chief Executive Officer (if a member of the Committee) shall act as Chairperson of the Committee. The Chairperson will chair all sessions of the Committee and set or approve the agenda for all Committee meetings.

## **Meetings**

The Committee shall meet as frequently as circumstances dictate. The Chairman of the Board, the Chief Executive Officer (if a member of the Committee) or the Secretary of the Company may call meetings of the Committee. The Committee may invite to its meetings any director, member of management of the Company, and such other persons as it deems appropriate in order to carry out its responsibilities.

## **Reports and Performance Review**

The Committee shall report its actions and any recommendations to the Board of Directors at the next regularly scheduled meeting following each Committee meeting and, beginning with 2004, shall conduct and present to the Board of Directors an annual performance self-evaluation of the Committee. The Committee shall review at least annually the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.

## **Procedural Rules**

The Committee may establish its own rules for the conduct of its meetings and proceedings, subject to the provisions of Section 3.15 of the Bylaws of the Company and the following requirements:

1. Each member of the Committee shall have one vote;
2. A quorum of the Committee shall consist of a majority of its members;
3. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the members thereof present at any meeting at which a quorum of its members is present, or by the unanimous written consent of all of the members thereof;
4. Meetings of the Committee may be held in person or by means of conference telephone equipment; and
5. The Committee shall maintain and submit to the Board of Directors copies of the minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee since the preceding meeting of the Board of Directors.

**Disclosure of Charter**

This Charter will be disclosed as required by applicable rules of the NYSE and SEC.

*Adopted by Resolution of the Board of Directors*  
February 19, 2004