

FELCOR LODGING TRUST INCORPORATED

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Purpose and Responsibilities

The purpose and responsibilities of the Corporate Governance and Nominating Committee (the “Committee”) of FelCor Lodging Trust Incorporated (the “Company”) are to:

- (a) Identify individuals qualified to become members of the Board of Directors, consistent with criteria approved by the Board, and to recommend for selection by the Board of Directors the director nominees for the next annual meeting of stockholders or to fill any vacancy on the Board;
- (b) Develop and recommend to the Board of Directors the Company’s Corporate Governance Guidelines, including criteria for the selection of new directors to serve on the Board of Directors, taking into account at a minimum all applicable laws, rules, regulations and listing standards, desirable and diverse experience and areas of expertise and other factors relative to the overall composition of the Board of Directors; and
- (c) Oversee the evaluation of the Board of Directors and management.

Composition and Qualifications

The Committee shall consist of three or more members of the Board of Directors, each of whom is determined by the Board of Directors to be “independent” in accordance with 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, 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.

Chairman

The Chairman shall be elected by the full Board of Directors. The Chairman will chair all regular sessions of the Committee and set the agenda for Committee meetings.

Delegation to Subcommittees

In fulfilling its responsibilities, the Committee may delegate any or all of its responsibilities to a member of the Committee or to a subcommittee of members of the Committee.

Meetings

The Committee shall meet as frequently as circumstances dictate, but not less than twice annually. The Secretary of the Company, the Chairman of the Board or the Chairman of the Committee 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.

Additional Authority and Responsibilities

The Committee shall have the following additional authority and responsibilities:

- Review on an annual basis the Company's Code of Business Conduct and Ethics and recommend to the Board amendments thereto as the Committee deems appropriate, and consider and grant, if appropriate in its sole discretion, any requests for waivers from the Code of Business Conduct and Ethics. The Company must make disclosure of such waivers as required by the rules of the NYSE and SEC.
- Review the Board of Director's committee structure from time to time as the Committee deems appropriate, evaluate the size, composition, membership qualifications, scope of authority, responsibilities, and reporting obligations of each committee of the Board, and recommend to the Board of Directors particular members to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and when appropriate, make recommendations regarding the removal of any member of any committee.
- Oversee and approve the management succession planning process, including the annual review and evaluation of the succession plans relating to the Chief Executive Officer and make recommendations to the Board of Directors with respect to policies and principles for the selection, performance review and succession of the Chief Executive Officer.
- Develop and recommend to the Board of Directors for its approval an annual self-evaluation process of the Board of Directors and its committees. Based on the results of the annual evaluation, as well as on any other matters the Committee shall deem relevant, the Committee shall make such recommendations to the Board of Directors regarding Board processes and other items deemed appropriate

to improve or ensure the effective functioning of the Board of Directors as the Committee shall from time to time deem advisable or appropriate.

- In discharging its duties, investigate any matter brought to its attention with full access to all Company books, records, facilities, personnel, legal counsel and independent auditors, along with the power to retain, at the Company's expense, outside counsel or other experts for this purpose.
- Review the Corporate Governance Guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
- Perform any other activities consistent with this Charter, the Company's Bylaws and governing law as the Committee or the Board of Directors deems appropriate.

Search Firm

The Committee shall have the authority to retain a search firm to assist in identifying director candidates. The Committee shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall advise the Company's General Counsel when a search firm is engaged so that the General Counsel can ensure that the Company makes any disclosures required by applicable SEC rules.

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 shall be held at least annually and 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.

Policy and Procedures Regarding Shareholder Recommended Candidates

The Committee may consider any candidate for director recommended by any securityholder of the Company. However, the Committee must consider any candidate for director recommended by (i) any securityholder that beneficially owned more than 5% of the Company's outstanding common stock for at least one year as of the date the recommendation was made, or (ii) a group of securityholders that beneficially owned, in the aggregate, more than 5% of the Company's outstanding common stock, with each of the shares used to calculate that ownership held for at least one year as of the date the recommendation was made. Consideration of any securityholder recommended candidates by the Committee will be based on criteria established by the Board of Directors for selection of director nominees generally and otherwise in accordance with this Charter and the Corporate Governance Guidelines. There will not be automatic approval of candidates recommended by securityholders. The Committee reserves the right to reject any candidate that has a special interest agenda other than the best interests of the Company and its stockholders generally.

The procedures for a securityholder to recommend a candidate for nomination as a director are:

1. Submit the following information about the candidate in written correspondence mailed to the Corporate Governance and Nominating Committee c/o FelCor Lodging Trust Incorporated, 545 E. John Carpenter Freeway, Suite 1300, Irving, Texas 75062-3933, Attn. General Counsel: name, mailing address, telephone number, email address, resume, business history, listing of other past and present directorships and director committees, hotel industry experience and other relevant information;
2. Explain in the submission why the securityholder believes the candidate would be an appropriate director for the Company and the benefits and attributes that the candidate will to provide to the Company in serving as a director;
3. Provide evidence of ownership of the Company's securities along with the recommendation: and
4. Indicate whether the Company may identify the securityholder in any public disclosures that it makes regarding the consideration of the director candidate.

For a candidate to be considered for nomination at any annual meeting of the Company's stockholders, the foregoing submission must be received by the Company not later than the 120th calendar day before the first anniversary of the date of the Company's proxy statement for the previous year's annual meeting. The Company's General Counsel shall forward any submission received from a securityholder that complies with the foregoing

requirements to the Chairman of the Committee. The director candidate must make himself or herself available for interviews and must provide additional information upon request from the Company, including a director and officer questionnaire.

Disclosure of Director Nominating Process

In order for the Company to comply with the disclosure requirements of applicable SEC rules, the Committee, or its Chairman, shall, from time to time and upon request, advise the Company's General Counsel as to the following:

1. Who recommended to the Committee any new directors (who are not executive officers) that the Committee chooses to recommend for nomination as a director;
2. Any specific, minimum qualifications that the Committee believes must be met by a director nominee;
3. Any specific qualities or skills that the Committee believes are necessary for one or more of the Company's directors to possess; and
4. The Committee's process for identifying and evaluating nominees for director, including nominees recommended by securityholders, and any differences in the manner in which the Committee evaluates nominees for director based on whether the nominee is recommended by a securityholder.

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*