

LA QUINTA CORPORATION

Corporate Governance and Nominating Committee Charter

I. General Statement of Purpose

The Corporate Governance and Nominating Committee of the Board of Directors (the “Corporate Governance and Nominating Committee”) of La Quinta Corporation (the “Company”) on behalf of the Board of Directors (the “Board”) is responsible for identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and selecting or recommending that the Board select the director nominees for election at each annual meeting of stockholders. The Corporate Governance and Nominating Committee is also responsible for developing and recommending to the Board a set of corporate governance guidelines applicable to the Company, periodically reviewing such guidelines and recommending any changes thereto, and overseeing the evaluation of the Board and management.

II. Corporate Governance and Nominating Committee Composition

The number of individuals serving on the Corporate Governance and Nominating Committee shall be fixed by the Board from time to time but shall consist of no fewer than three members, each of whom shall satisfy the independence standards established pursuant to Section 303A of the New York Stock Exchange Listed Company Manual. In addition, if any of the Company’s executive officers serve on the compensation committee of another company, none of the executive officers of that company may serve on the Corporate Governance and Nominating Committee.

The members of the Corporate Governance and Nominating Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of the Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from this Committee. Vacancies occurring, for whatever reason, may be filled by the Board. The Board shall designate one member of the Corporate Governance and Nominating Committee to serve as Chairman of the Committee.

III. Meetings

The Corporate Governance and Nominating Committee generally is to meet at least two times per year in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, with any additional meetings as deemed necessary or appropriate by the Corporate Governance and Nominating Committee. A majority of the members of the Corporate Governance and Nominating Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Corporate Governance and Nominating Committee may act by unanimous written consent.

IV. Corporate Governance and Nominating Committee Activities

The Corporate Governance and Nominating Committee's purpose and responsibilities shall be to:

A. Review of Charter

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

B. Annual Performance Evaluation of the Corporate Governance and Nominating Committee

- Perform an annual performance evaluation of the Corporate Governance and Nominating Committee and report to the Board on the results of such evaluation.

C. Selection of New Directors

- Recommend to the Board criteria for Board membership, which shall include a description of any specific, minimum qualifications that the Corporate Governance and Nominating Committee believes must be met by a Corporate Governance and Nominating Committee-recommended nominee, and a description of any specific qualities or skills that the Corporate Governance and Nominating Committee believes are necessary for one or more of the Company's directors to possess, and annually reassess the adequacy of such criteria and submit any proposed changes to the Board for approval. The current criteria for Board membership are attached to this Charter as Exhibit A.
- Establish a policy with regard to the consideration of director candidates recommended by stockholders. The current policy is that the Corporate Governance and Nominating Committee will review and consider any director candidates who have been recommended by securityholders in compliance with the procedures established from time to time by the Corporate Governance and Nominating Committee and set forth in this Charter.
- Establish procedures to be followed by securityholders in submitting recommendations for director candidates to the Corporate Governance and Nominating Committee. The current procedures to be followed by securityholders are set forth below:
 1. All securityholder recommendations for director candidates must be submitted to the Secretary of the Company at 909 Hidden Ridge, Suite 600, Irving, Texas 75038, who will forward all recommendations to the Corporate Governance and Nominating Committee.
 2. All securityholder recommendations for director candidates must be submitted to the Company not less than 120 calendar days prior to the

anniversary of the date on which the Company's proxy statement was released to stockholders in connection with the previous year's annual meeting.

3. All securityholder recommendations for director candidates must include the following information:
 - a. The name and address of record of the securityholder.
 - b. A representation that the securityholder is a record holder of the Company's securities, or if the securityholder is not a record holder, evidence of ownership in accordance with Rule 14a-8(b)(2) of the Securities Exchange Act of 1934.
 - c. The amount and type of record and/or beneficial ownership of the Company's securities held by the securityholder making the recommendation.
 - d. The name, age, business and residential address, educational background, current principal occupation or employment, and principal occupation or employment for the preceding five (5) full fiscal years of the proposed director candidate.
 - e. A description of the qualifications and background of the proposed director candidate which addresses the minimum qualifications and other criteria for Board membership approved by the Board from time to time and set forth in this Charter.
 - f. The amount and type of record and/or beneficial ownership of the Company's securities held by the proposed director candidate.
 - g. A description of all arrangements or understandings between the securityholder and the proposed director candidate.
 - h. The consent of the proposed director candidate (i) to be named in the proxy statement relating to the Company's annual meeting of stockholders and (ii) to serve as a director if elected at such annual meeting.
 - i. Any other information regarding the proposed director candidate that is required to be included in a proxy statement filed pursuant to the rules of the Securities and Exchange Commission.

In accordance with the Company's bylaws, the Corporate Governance and Nominating Committee may request any additional information reasonably necessary to determine the eligibility of a proposed director candidate.

- Establish a process for identifying and evaluating nominees for the Board, including nominees recommended by securityholders. The current process for identifying and evaluating nominees for the Board is as follows:
 1. The Corporate Governance and Nominating Committee may solicit recommendations from any or all of the following sources: non-management directors, the Chief Executive Officer, other executive officers, third-party search firms, or any other source it deems appropriate.
 2. The Corporate Governance and Nominating Committee will review and evaluate the qualifications of any such proposed director candidate, and conduct inquiries as it deems appropriate.
 3. The Corporate Governance and Nominating Committee will evaluate all such proposed director candidates in the same manner, without regard to the source of the initial recommendation of such proposed director candidate.
 4. In identifying and evaluating proposed director candidates, the Corporate Governance and Nominating Committee may consider, in addition to the minimum qualifications and other criteria for Board membership approved by the Board from time to time, all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of the proposed director candidate, his or her depth and breadth of business experience or other background characteristics, his or her independence and the needs of the Board.
- Upon identifying individuals qualified to become members of the Board, consistent with the minimum qualifications and other criteria approved by the Board from time to time, select or recommend that the Board select the director nominees for election at each annual meeting of stockholders; provided that, if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate individuals for election as a member of the Board (pursuant, for example, to the rights of holders of preferred stock to elect directors upon a dividend default or in accordance with shareholder agreements or management agreements), the selection and nomination of such director nominees shall be governed by such contract or other arrangement and shall not be the responsibility of the Corporate Governance and Nominating Committee.
- Consider nominations in light of the requirement that a majority of the Board be comprised of directors who meet the independence requirements set forth in Section 303A of the New York Stock Exchange Listed Company Manual.

D. Corporate Governance Guidelines

- Develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company that satisfy the standards established pursuant to Subsection 9 of Section 303A of the New York Stock Exchange Listed Company Manual.
- Review and reassess the adequacy of the Corporate Governance Guidelines annually and recommend any proposed changes to the Board for approval.

E. Evaluation of Board of Directors and Management

- Oversee annual evaluation of the Board for the prior fiscal year and also oversee annual evaluation of the Company's management (either directly or through the Company's Compensation Committee) for the prior fiscal year.

F. Matters Relating to Retention and Termination of Search Firms to Identify Director Candidates

- Exercise sole authority to retain and terminate any search firm that is to be used by the Company to assist in identifying director candidates. The Corporate Governance and Nominating Committee shall also have sole authority to approve any such search firm's fees and other retention terms.

V. General

- The Corporate Governance and Nominating Committee may establish and delegate authority to subcommittees consisting of one or more of its members, when the Committee deems it appropriate to do so in order to carry out its responsibilities.
- The Corporate Governance and Nominating Committee shall make regular reports to the Board concerning areas of the Committee's responsibility.

- In carrying out its responsibilities, the Corporate Governance and Nominating Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Committee may consult. The Corporate Governance and Nominating Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Corporate Governance and Nominating Committee or meet with any members of or advisors to the Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee shall also have the authority to engage legal, search firms or other advisors to provide it with advice and information in connection with carrying out its responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms.
- The Corporate Governance and Nominating Committee may perform such other functions as may be requested by the Board from time to time.

ADOPTED: FEBRUARY 20, 2004

EXHIBIT A

Board Membership Criteria

The Corporate Governance and Nominating Committee believes that it is in the best interests of the Company and its stockholders to obtain highly qualified individuals to serve on the Board.

At a minimum, the Corporate Governance and Nominating Committee must be satisfied that each Committee-recommended nominee meets the following minimum qualifications:

- The nominee shall have the highest personal and professional integrity, shall have demonstrated exceptional ability and judgment, and shall be most effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the stockholders.

In addition to the minimum qualifications for each nominee set forth above, the Corporate Governance and Nominating Committee shall select or recommend that the Board select persons for nomination to help ensure that:

- A majority of the Board shall be “independent” in accordance with the standards established pursuant to Section 303A of the New York Stock Exchange Listed Company Manual.
- Each of its Audit, Compensation and Corporate Governance and Nominating Committees shall be comprised entirely of independent directors.
- At least one member of the Audit Committee shall have accounting or related financial management expertise, as such qualification is interpreted by the Board in its business judgment.

Finally, in addition to any other standards the Corporate Governance and Nominating Committee may deem appropriate from time to time for the overall structure and composition of the Board, the Committee may consider the following factors when selecting or recommending that the Board select persons for nomination:

- Whether the nominee has direct experience in any lodging or real estate related industries or in businesses with similar fundamentals.
- Whether the nominee, if elected, assists in achieving a mix of Board members that represents a diversity of background and experience.