

**STARWOOD HOTELS & RESORTS WORLDWIDE, INC.
AND
STARWOOD HOTELS & RESORTS**

**CHARTER OF THE
NOMINATING COMMITTEES
OF THE
BOARD OF DIRECTORS
AND
BOARD OF TRUSTEES**

The Board of Directors of Starwood Hotels & Resorts Worldwide, Inc. (the “Corporation”) and the Board of Trustees (together with the Board of Directors of the Corporation, the “Board”) of Starwood Hotels & Resorts (the “Trust”, and, together with the Corporation, “Starwood”) have each established a Nominating Committee. To define the responsibilities and operations of their respective Nominating Committees, the Board has adopted unanimously this Charter (this “Charter”), which sets forth the purposes, composition and governing policies and procedures of the Nominating Committees.

The purposes and procedures outlined in this Charter are meant to serve as guidelines rather than inflexible rules, and the Nominating Committees are encouraged to adopt such additional procedures and standards, as they deem necessary from time to time to fulfill their responsibilities. Nothing herein is intended to expand applicable standards of liability under state or federal law for directors of corporations or trustees of trusts.

Purpose

The purpose of the Nominating Committees is to consider and report periodically to the Board on all matters relating to the selection and qualification of members of the Board and identify, screen and recommend to the Board qualified candidates to serve as directors of the Corporation, trustees of the Trust, and to recommend the composition of Board committees.

The Nominating Committees shall perform such activities in a manner consistent with this Charter, the Corporation’s Bylaws and Articles of Incorporation, the Trust’s Bylaws and Declaration of Trust, governing law and the rules of any national securities exchange on which Starwood’s securities are listed.

Composition

The Nominating Committees shall be comprised of not less than three directors or trustees as determined by the Board. Each member of the Nominating Committees shall meet the independence requirements of The New York Stock Exchange, Inc. and any other securities exchange on which Starwood's securities are traded and shall be an "Outside Non-Management Director" or "Outside Non-Management Trustee", as applicable, as defined on the attached Exhibit A.

Meetings

The Nominating Committees shall meet at least once annually, and more frequently as circumstances dictate. The Secretary of Starwood or another person designated by the Nominating Committees shall take minutes at each meeting of the Nominating Committees. The minutes shall be included in the permanent minute books of Starwood.

Responsibilities and Duties

The Nominating Committees shall have the following responsibilities and duties:

1. Periodically review the Corporate Governance Guidelines as then in effect regarding Board size, composition, criteria for selecting nominees, term limits and retirement age, and recommend to the Board changes or additions to those guidelines, if applicable;
2. Evaluate and recommend for nomination by the Board candidates presented by directors, trustees, officers, employees or stockholders to serve on the Board;
3. Consider the performance of incumbent members of the Board, including the information provided by the Board's annual self-assessment, to determine whether to recommend that they be nominated for reelection;
4. Assist in attracting qualified candidates to serve on the Board;
5. Retain (and terminate), if desirable, search firms to identify director candidates for such fees and on such terms as are acceptable to the Committees.
6. Recommend for Board approval persons to fill vacancies on the Board;
7. If an incumbent director or trustee resigns upon retirement or a change in his or her principal occupation, the Committees shall consider the appropriateness of continued Board membership and make recommendations to the Board concerning the same;

8. Make recommendations to the Board concerning the size and composition of each standing committee;
9. Conduct an annual self-assessment of the Committees; and
10. Periodically review this Charter and recommend updates to this Charter to the Board, if applicable.

Guidelines and Procedures

The Nominating Committees shall follow the Corporate Governance Guidelines adopted by Starwood in April 2003, as Starwood may amend the same from time-to-time, in performing its responsibilities and duties under this Charter. A Director or Trustee will retire from the Board at the conclusion of the Director's or Trustee's term of office that includes the Director's or Trustee's 72nd birthday.

Updated as of February 27, 2004

Exhibit A

DEFINITION OF OUTSIDE NON-MANAGEMENT DIRECTOR AND OUTSIDE NON-MANAGEMENT TRUSTEE

- (a) Outside non-management directors and trustees shall neither be current members of senior management of either Starwood or any of its affiliates nor, within the five years preceding election to the Board, former members of the senior management of Starwood or any of its affiliates;
- (b) Outside non-management directors and trustees shall not have any business or professional relationship with Starwood either personally or through a company of which the director or trustee is an officer or controlling shareholder that is material to Starwood or to the director or trustee, unless the Corporate Governance Committee specifically determines that the relationship in question does not interfere with the director's or trustee's exercise of independent judgment;
- (c) Outside non-management directors and trustees shall not have any close family relationship (by blood or marriage) with a member of senior management of Starwood or one of its affiliates;
- (d) Outside non-management directors and trustees shall not be senior officers of a company upon the board of which Starwood's Chairman or Chief Executive Officer serves as a member of that board's executive or compensation committee;
- (e) Outside non-management directors and trustees shall not receive any compensation from Starwood, other than in such director's or trustee's capacity as a board member, that is material to that director or trustee unless the Corporate Governance Committee both approves the arrangement and determines that the compensation does not interfere with the director's or trustee's exercise of independent judgment;
- (f) Outside non-management directors and trustees shall not personally receive from or be an employee of a foundation, university, or other institution that receives grants or endowments from Starwood that are material either to Starwood, the director or trustee, or institution, unless the Corporate Governance Committee, on an annual basis, makes a determination that the grant or endowment has not interfered with that director's or trustee's exercise of independent judgment and Starwood disclosed the grant or endowment in its proxy materials.
- (g) With respect to (a) through (f) above, Starwood may implement these changes consistent with the grace period provided by the New York Stock Exchange Listing Company Manual (the "NYSE Rules") section 303.02(g);

- (h) With respect to (a) through (f) above, and as otherwise used below, a “non-management” director or trustee means a director or trustee who is not a current employee of Starwood;
- (i) With respect to (a) through (f) above, and as otherwise used below, an “affiliate” of Starwood shall have the same meaning as that set forth in NYSE Rule 303.02(B); and
- (j) With respect to 1(a) through (f) above, and as otherwise used herein, the term “senior management” refers to Starwood’s Executive Chairman, Chief Executive Officer; Chief Operating Officer, Chief Financial Officer, General Counsel, Chief Accounting Officer and Treasurer.