

CARRAMERICA REALTY CORPORATION
Amended and Restated Charter of the
Nominating and Corporate Governance Committee

I. Purpose

The Board of Directors has responsibility for the overall governance of CarrAmerica Realty Corporation (the “Company”). The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to (1) ensure that the Board of Directors is appropriately constituted to meet its fiduciary obligations to the shareholders and the Company and to periodically assess the size of the Board to ensure the Board can effectively carry out its obligations; (2) identify individuals qualified to become board members; (3) recommend such individuals to the Board of Directors, either to fill vacancies that occur on the Board from time to time or in connection with the selection of director nominees for each annual meeting of stockholders; (4) recommend to the Board of Directors the director nominees for each committee of the Board of Directors; (5) oversee the evaluation of the Board and management of the Company; and (6) develop and recommend a set of Corporate Governance Principles which will assist the entire Board of Directors in fulfilling its corporate governance responsibilities.

II. Composition

The Committee shall be comprised of not less than two (2) members of the Board of Directors. All members of the Committee shall meet the independence requirements of the New York Stock Exchange as in effect from time to time, one of whom shall serve as Chairperson of the Committee.

The Chairperson and other members of the Committee shall be appointed by the Board of Directors. Committee members may be removed by a majority vote of the Board of Directors at any meeting duly called, or by unanimous written consent of the Board of Directors. Any member of the Committee may resign at any time by giving written notice of his or her resignation to another member of the Committee.

III. Responsibilities and Duties

1. The Committee shall review, at least annually and more frequently as may be necessary, the composition of the Board of Directors in terms of experience, expertise, and special knowledge required for the effective discharge of the Board’s responsibilities.

2. The Committee shall review, at least annually and more frequently as may be necessary, the organization of the Board in terms of Board procedures, the size and membership of the Board, and the structure, membership and charters of the Board Committees, both standing and ad hoc, and to recommend to the Board of Directors the adoption of any changes the Committee believes necessary or desirable.

3. The Committee shall conduct evaluations of the performance of the Board of Directors at such times and in such manner as the Committee shall determine.

4. The Committee shall review the appropriateness and adequacy of information supplied to the directors prior to and during meetings of the Board of Directors.

5. The Committee shall develop, submit to the directors for their approval and thereafter monitor implementation of Corporate Governance Principles with respect to the operation of the Board of Directors and propose to the directors for their approval, from time to time, such revisions therein as the Committee deems to be appropriate.

6. The Committee shall actively seek out suitable candidates to fill vacancies on the Board of Directors, or to provide needed additional experience, expertise and special knowledge as may be required and who meet the qualification requirements for Directors as set forth in the Committee's Policy Regarding Qualification and Nomination of Director Candidates.

7. The Committee shall evaluate, in light of the criteria set forth in the Policy Regarding Qualification and Nomination of Director Candidates, the qualifications of potential candidates for director, including any nominees submitted by stockholders under and in accordance with the provisions of the Company's By-laws, and shall recommend to the Board those persons to be designated as the Board's nominees for election as directors at each annual meeting of the Company's stockholders. Final approval of a candidate shall be determined by the Board.

8. The Committee shall recommend to the Board of Directors those persons to be designated as the Board's nominees for election as directors at the next annual meeting of the Company's stockholders. The names of those persons so nominated by the Board shall be placed in nomination at the annual meeting of stockholders by the Chairperson of the Committee or, in his or her absence, another member of the Committee.

9. The Committee shall have the authority to form, and delegate to, subcommittees when appropriate.

10. The Committee shall have the sole authority, to the extent it deems necessary or appropriate, to retain any consultant to assist in the identification of director candidates or the development of a corporate governance framework or for other matters it deems necessary or appropriate and shall have the sole authority to approve the consultants' fees and other retention terms.

11. The Committee shall have such other authority and responsibilities as may be assigned from time to time by the Board.

12. The Committee shall review, at least annually and more frequently as it deems necessary or appropriate, the composition and operations of the Board to ensure that the Company is in compliance with all legal, regulatory and New York Stock Exchange listing requirements.

IV. Report to Board of Directors

The Committee shall regularly report to the full Board of Directors regarding the status and disposition of the above matters.

V. Annual Committee Review

The Committee shall conduct an annual review and self-evaluation to determine whether it is functioning effectively and report on such review and evaluation to the Board. The Committee shall annually review and reassess the adequacy of (i) its Policy Regarding Qualification and Nomination of Director Candidates and (ii) this Charter and recommend any proposed changes to the Board for approval.

VI. Disclosure

This Charter shall be posted on the Company's website.