



EXECUTIVE COMMITTEE CHARTER

General Authority

The Board of Directors (the “Board”) 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, when it is not convened, all of the powers and authority of the Board 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) increase or decrease the number of directors comprising the Board or the Executive Committee of the Board;
- (b) recommend to the stockholders of the Company any action that requires stockholder approval;
- (c) approve any merger or share exchange involving the Company that does not require stockholder approval;
- (d) amend the Bylaws of the Company;
- (e) issue any stock of the Company; provided, however, that if the Board 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 or the minimum aggregate offering price, 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 under Sections 2-203 and 2-208 of the Maryland General Corporation Law;

(f) 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), except to the extent otherwise authorized by the Board;

(g) 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 or that is required to be taken or authorized by the entire Board pursuant to the Maryland General Corporation Law; or

(h) nominate, appoint or elect any individual to serve as a director on the Board or appoint a director to serve on a Board committee or determine the "independence" of a director, nominate or elect the Company's officers or the Chairperson of the Board.

Composition and Qualifications

The Committee shall consist of three (four, if the Committee includes two management directors) 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 (or two other directors if both the Chairman of the Board and the Chief Executive Officer are management directors) who is (are) determined by the Board to be "independent" under the rules of the New York Stock Exchange ("NYSE").

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 (or such other member of the Committee as determined by the Committee), if present, shall serve as the Chairperson of the Committee. In the absence of the Chairman of the Board or such other member of the Committee, 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 Chairperson of the Committee, 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. The Committee shall report its actions and any recommendations to the Board at the next regularly scheduled meeting following each Committee meeting.

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 one-third of the members, but not less than two members, of the Committee;
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 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.

Disclosure of Charter

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

Adopted by the Board of Directors
October 28, 2010