

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
FELCOR LODGING TRUST INCORPORATED		75-2541756	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
ABI SALAMI	972-444-4900	ASALAMI@FELCOR.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and Zip code of contact	
545 E. JOHN CARPENTER FREEWAY, SUITE 1300		IRVING, TX 75062	
8 Date of action		9 Classification and description	
1/29/16, 4/29/16, 7/29/16, 10/31/16		SERIES A PREFERRED STOCK	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
31430F200		FCH-PA	

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **QUARTERLY CASH DISTRIBUTIONS ON SERIES A PREFERRED STOCK IN THE AMOUNT OF \$0.4875 FOR EACH OF JANUARY 29, 2016, APRIL 29, 2016, JULY 29, 2016, AND OCTOBER 31, 2016. TOTAL DISTRIBUTIONS FOR 2016 WERE \$1.95.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **FELCOR LODGING TRUST INCORPORATED DID NOT HAVE ANY ACCUMULATED EARNINGS AND PROFITS FOR 2016. FELCOR LODGING TRUST INCORPORATED DID HAVE CURRENT E&P WHICH IS REQUIRED TO FIRST BE ALLOCATED TO PREFERRED INTERESTS. HOWEVER, THE CURRENT E&P WAS LESS THAN THE TOTAL DISTRIBUTIONS TO SERIES A PREFERRED INTERESTS. AS A RESULT, \$0.229706 OF EACH QUARTERLY SERIES A PREFERRED DISTRIBUTION WAS A NON-DIVIDEND DISTRIBUTION.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **FELOR LODGING TRUST INCORPORATED DID NOT HAVE ANY ACCUMULATED EARNINGS AND PROFITS AT THE BEGINNING OF CALENDAR 2016. FELCOR LODGING TRUST INCORPORATED CONDUCTED A CALCULATION TO DETERMINE THE EXTENT TO WHICH ANY EARNINGS AND PROFITS HAD BEEN GENERATED DURING CALENDAR 2016. BASED UPON THIS ANALYSIS, FELCOR LODGING TRUST INCORPORATED DETERMINED THAT IT HAD CURRENT EARNINGS AND PROFITS. IRS GUIDANCE PROVIDES THAT E&P FIRST BE ALLOCATED TO DISTRIBUTIONS ON PREFERRED INTERESTS. FOR 2016, THE CURRENT E&P WAS NOT SUFFICIENT TO COVER ALL DISTRIBUTIONS TO THE SERIES A PREFERRED SHAREHOLDERS. AS SUCH, \$0.918824 OF THE 2016 TOTAL SERIES A PREFERRED DISTRIBUTIONS COULD AFFECT STOCK BASIS OF THE SHAREHOLDER.**

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ INTERNAL REVENUE CODE SECTIONS 312 AND 316, AND THE APPLICABLE REGULATIONS THEREUNDER.

Multiple horizontal lines for providing details for question 17.

18 Can any resulting loss be recognized? ▶ SINCE \$0.918824 OF THE 2016 SERIES A PREFERRED DISTRIBUTIONS ARE CLASSIFIED AS NON-DIVIDEND DISTRIBUTIONS, THE SHAREHOLDER WOULD TREAT THE DISTRIBUTIONS AS EITHER A RETURN OF CAPITAL OR AS CAPITAL GAINS, BASED UPON THE INDIVIDUAL SHAREHOLDERS PRE-DISTRIBUTION BASIS IN THE SERIES A PREFERRED SHARES.

Multiple horizontal lines for providing details for question 18.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ _____

Multiple horizontal lines for providing details for question 19.

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	Signature ▶ _____ Form 8937 with original signatures is available for review at the corporate offices.		Date ▶ <u>1/14/17</u>	
Paid Preparer Use Only	Print your name ▶ DAVID W. MCGIVNEY		Title ▶ VP INCOME TAX	
	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed PTIN
	Firm's name ▶			Firm's EIN ▶
	Firm's address ▶			Phone no.