

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	
STEPHEN SCHAFFER	972-444-4900	SSCHAFFER@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	
1/30/15, 4/30/15		SERIES C PREFERRED STOCK	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
31430F507		FCH-PC	

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 C PREFERRED STOCK IN THE AMOUNT OF \$0.500 FOR EACH OF JANUARY 30, 2015 AND APRIL 30, 2015. TOTAL DISTRIBUTIONS FOR 2015 WERE \$1.00.

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 2015. 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 C PREFERRED INTERESTS. AS A RESULT, \$0.00087 OF EACH QUARTERLY SERIES C 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 2015. FELCOR LODGING TRUST INCORPORATED CONDUCTED A CALCULATION TO DETERMINE THE EXTENT TO WHICH ANY EARNINGS AND PROFITS HAD BEEN GENERATED DURING CALENDAR 2015. 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 2015, THE CURRENT E&P WAS NOT SUFFICIENT TO COVER ALL DISTRIBUTIONS TO THE SERIES C PREFERRED SHAREHOLDERS. AS SUCH, \$0.00174 OF THE 2015 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.**

Blank lined area for providing details for question 17.

18 Can any resulting loss be recognized? ► **SINCE \$0.00174 OF THE 2015 SERIES C 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 C PREFERRED SHARES.**

Blank lined area for providing details for question 18.

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

Blank lined area 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.

Form 8937 with original signatures is available for review at the corporate offices.

Date ► 1/19/16

Print your name ► **DAVID W. MCGIVNEY**

Title ► **VP INCOME TAX**

Paid Preparer Use Only

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.	