

CAREY WATERMARK INVESTORS INCORPORATED
(the "Company")

**AUDIT COMMITTEE OF THE BOARD OF DIRECTORS (the "Audit Committee," and
the "Board," respectively)**

CHARTER

I. GENERAL

The Audit Committee is appointed by the Board to assist the Board in monitoring (1) the integrity of the financial statements of the Company, (2) the compliance by the Company with legal and regulatory requirements and (3) the independence, qualifications and performance of the Company's internal audit function and independent auditors.

The Audit Committee shall consist of no fewer than three members, comprised solely of independent directors meeting the independence and experience requirements of the New York Stock Exchange, the Securities Exchange Act of 1934, as amended, and the rules and regulations of the Securities and Exchange Commission; provided, however, that if, during temporary periods, there are not three members of the Board who satisfy such requirements due to vacancies, the Audit Committee shall consist of all such members who satisfy such requirements and in no event less than one person. The members of the Audit Committee shall be appointed by the Board. Each Audit Committee member shall be able to read and understand financial statements and be financially literate.

The Audit Committee shall have the authority to retain special legal, accounting or other consultants to advise the Audit Committee, and the Company shall provide appropriate funding therefor. The Audit Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee.

The Audit Committee shall make regular reports to the Board.

II. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties the Audit Committee shall:

Documents/Reports Review

1. Review and reassess the adequacy of this Charter periodically and submit it to the Board for approval.

2. Review the annual audited financial statements with management, including major issues regarding accounting and auditing principles and practices, the adequacy of internal controls that could significantly affect the Company's financial statements and the Company's disclosures under the "Management's Discussion and Analysis of Financial Condition and Results of Operations" section of the Company's Annual Report on Form 10-K. Recommend to

the Board that the audited financial statements be included in the Annual Report on Form 10-K filed with the Securities and Exchange Commission.

3. Review with financial management and the independent auditors the Quarterly Report on Form 10-Q prior to its filing or prior to the release of earnings. The Chair of the Audit Committee may represent the entire Audit Committee in finalizing this review.

4. Review the Advisory Agreement between the Company and the Advisor on an annual basis and recommend action to the Board.

Independent auditors

5. Appoint or replace the independent auditors, considering independence and effectiveness, and approve the fees and other compensation to be paid to the independent auditors. The independent auditors are ultimately accountable to the Audit Committee and the Board, and shall report directly to the Audit Committee. The Audit Committee may consult with management but may not delegate these responsibilities.

6. Review the performance of the independent auditors. Such review shall include a consideration of whether, in order to assure continuing auditor independence, the lead audit partner or the audit firm itself must be rotated.

7. Review with the independent auditors, out of the presence of management, internal controls, the fullness and accuracy of the Company's financial statements and any management letter provided by the auditor and the Company's response to that letter.

8. Obtain and review, at least annually, a report by the independent auditors describing (a) the independent auditors' internal quality-control procedures; (b) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditors or by any inquiry or investigation by governmental or professional authorities, within the last five years, respecting one or more independent audits carried out by the independent auditors and any steps taken to deal with any such issues; and (c) all relationships between the independent auditors and the Company in order to assess the independent auditors' independence.

9. Approve the fees paid to the independent auditors.

10. Preapprove all services to be performed by the independent auditors, including any non-audit services, and cause the Company to properly disclose any approvals of non-audit services by the Audit Committee. Such preapprovals may be delegated to a subcommittee of one or more Audit Committee members, provided that decisions of such subcommittee to grant preapprovals shall be presented to the full Audit Committee at its next scheduled meeting.

Financial Reporting Processes

11. In consultation with the independent auditors and those responsible for the internal audit function, review the integrity of the Company's financial reporting processes, both internal and external.

12. Consider the independent auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.

13. Consider and review, if appropriate, major changes to the Company's auditing and accounting principles and practices as suggested by the independent auditors, management, or those responsible for the internal audit function.

14. Meet periodically with management to review the Advisor's policies and practices with respect to risk assessment and management relating to the Company, including major financial risk exposures and the steps management has taken to monitor and control such exposures.

15. Review and discuss with management earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies, if any.

Internal Audit Oversight

16. Meet regularly and separately with management personnel responsible for the internal audit function and with the independent auditors to oversee the Company's internal audit functions and internal controls.

17. Review the appointment or dismissal, or seek dismissal, of the senior audit executive.

18. Review the internal audit charter, audit plan and the functions and performance of the internal audit department (which may include external consultants).

19. Review the regular internal reports to management prepared by those responsible for the internal audit function and management's response.

Process Improvement

20. Meet with the independent auditor prior to the audit to review the planning and staffing of the audit.

21. Establish regular and separate systems of reporting to the Audit Committee by each of management, the independent auditors and those responsible for the internal audit function regarding any significant judgments made in management's preparation of the financial statements and the view of each as to appropriateness of such judgments.

22. Following completion of the annual audit, review separately with each of management, the independent auditors and those responsible for the internal audit function any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information, and management's response.

23. Review any significant disagreement among management and the independent auditors or those responsible for the internal audit function in connection with the preparation of the financial statements.

24. Review with the independent auditors, those responsible for the internal audit function and management the extent to which changes or improvements in financial or accounting practices, as approved by the Audit Committee, have been implemented. (This review should be conducted at an appropriate time subsequent to implementation of changes or improvements, as decided by the Audit Committee.)

25. Discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 114 relating to the conduct of the audit.

26. Set clear hiring policies for the Company and the Advisor as to employees or former employees of the independent auditors.

Ethical and Legal Compliance

27. Review activities, organizational structure and qualifications of those responsible for the internal audit function.

28. Review, with the Company's counsel, legal compliance matters including corporate securities trading policies.

29. Review, with the Company's counsel, any legal matter that could have a significant impact on the Company's financial statements.

30. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Audit Committee or the Board deems necessary or appropriate.

31. Oversee the preparation of and approve the report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.

32. Evaluate the performance of the Audit Committee annually.

33. Establish procedures for:

- (a) the receipt, retention and treatment of complaints received by the Company or the Advisor regarding accounting, internal accounting controls or auditing matters; and
- (b) the confidential, anonymous submission by individuals that provide services to the Company of concerns regarding questionable accounting or auditing matters.