Adopted January 7, 2009

Marriott International, Inc.

FINANCE COMMITTEE CHARTER

I. Composition and Term of Office

A. The Finance Committee (the "Committee") will consist of a minimum of three members of the Board of Directors of Marriott International, Inc. (the "Company"). The members of the Committee and its Chair will be appointed by the Board of Directors upon recommendation by the Nominating and Corporate Governance Committee. At least two-thirds of the members of the Committee shall be independent directors and shall satisfy the New York Stock Exchange standard for independence for members of the audit committee**.**

B. Members of the Committee will serve until the next Annual Meeting of the Board of Directors or until their successors are appointed. The Secretary of the Company shall serve as Committee Secretary.

II. Meetings

The Committee will hold at least two regular meetings each year and such additional meetings as may be deemed necessary by the Committee Chair. Minutes of each Committee meeting will be submitted to the Board of Directors, and the Committee Chair will report verbally to the full Board of Directors on matters discussed at the most recent Committee meeting. One-half of the members of the Committee will constitute a quorum.

Matters brought before the Committee that cannot be resolved by a vote of the members will be submitted to the entire Board of Directors for consideration.

III. Purpose

The purpose of the Committee will be to assist the Board of Directors with its responsibilities relating to oversight of the Company's financial performance and capital management.

IV. **Duties and Responsibilities**

A. The Committee shall review and recommend for Board approval an Annual Consolidated Budget and review the Company's performance against such budget.

B. The Committee will review and provide guidance to the full Board and management on proposed mergers, acquisitions, divestitures and other significant transactions and investments that are required to be submitted for Board approval pursuant to Marriott International Policy #22 – Capital Investment Procedures and Controls.

C. The Committee will review and provide guidance to the full Board and management on the Company's capital adequacy, credit rating, borrowing needs and proposed debt and equity programs.

D. The Committee will review and provide guidance to the full Board and management on the Company's shareholder distribution activities including dividend payments, share repurchases and similar activities.

E. The Committee will review and provide guidance to the full Board and management on the Company's corporate insurance coverage.

F. The Committee will report its actions and recommendations to the Board after each committee meeting and present to the Board an annual performance evaluation of the Committee.

G. The Committee may, without further action of the Board of Directors, retain for its own account and service any external advisors and consultants (collectively, "Advisors") it deems necessary to carry out the Committee's purposes. The Company will adequately fund the costs and expenses of these Advisors under arrangements that assure the independence of those Advisors and their loyalty to the Committee.