

CNL Hotels & Resorts, Inc. Securities Litigation
c/o Complete Claim Solutions, Inc.
P.O. Box 24706
West Palm Beach, FL 33416
(877) 318-6652
CNLINFO@CompleteClaimSolutions.com

Response Due Date: Postmarked by November 3, 2006

CLAIM NO:

Correct the Record Name of Shareholder and
Address
(If different from information at left)

Proof of Claim

**To be filed with respect to shares included in the Transaction Group
as indicated on the Investment Data Form**

Line 11: **Transaction Group shares** ¹

Shares for which a Proof of Claim must be submitted
in order for the shares to be considered eligible to
receive a distribution from the Settlement Fund

Line 11 above is an entry from the Investment Data Form you received. It represents the total shares you acquired or disposed of between August 16, 2001 and August 16, 2004 through a purchase or sale with a Third Party or a Transfer from or to another person, entity, or account. Refer to the definitions at the end of the Investment Data Form.

You must file this Proof of Claim with the required documentation in order for any of the shares above to be considered eligible to receive a Settlement distribution.

Please refer to the Plan of Allocation, which is available at the following websites: www.chimicles.com or www.completeclaimsolutions.com. or by calling the Claims Administrator, Complete Claim Solutions, at the number above.

Third Party Transactions. Shares that were purchased or sold through a transaction with a Third Party for which a valid Proof of Claim with documentation is received will have the Settlement distribution calculated in accordance with a Weighting Formula, refer paragraph 14 of the Plan of Allocation. Purchases and sales made through the informal trading market known as the secondary market are considered a transaction with a Third Party.

Shares acquired by Transfer. Shares acquired by Transfer will not be subject to the Weighting Formula. If a transferee received shares during the Purchaser Class Period but the transferor acquired the shares before August 16, 2001 (the beginning of the Purchaser Class Period), then the transferee will not be entitled to receive a Settlement distribution because the shares transferred were not Eligible Purchaser Class Shares. The Claims Administrator will determine, based on the records of CHR, whether shares acquired by transfer during the Purchaser Class Period are Eligible Purchaser Class Shares.

Shares Transferred to another person, entity or account. The person, entity or account that transferred shares to another person, entity, or account is not entitled to receive a Settlement distribution. Thus no documentation is required to be submitted with this Proof of Claim with respect to shares transferred. However, please complete part 4 below.

A. Shares Acquired

List every transaction separately in which you acquired shares *except* for Subscription Purchases and Reinvestment Purchases, see definitions at endnote 1.

1. Shares acquired by purchasing from a Third Party

Date Acquired	# Shares	Price paid per share	Gross Purchase Price ¹	Name of 3 rd Part (if known)
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2. Shares acquired by a Transfer made to you.

Date Acquired	# Shares	Name of Transferor (mandatory) (person or entity that transferred shares to you)
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¹Gross purchase price means the price paid by the buyer including any mark-ups charged to the buyer by a firm acting as principal.

B. Shares Sold or Transferred

List every transaction separately in which you disposed of shares *except* for sales to the CHR Redemption Program.

1. Shares sold to a Third Party

Date Sold	# Shares	Price Received per share	Gross Sale Price ²	Name of 3 rd party (if known)
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2. Shares Transferred to another person or entity or account

Note, you, as transferor, are not eligible to receive a Settlement distribution with respect to shares you transferred to another person, entity, or account.

You do not have to include any documentation with respect to shares you transferred to another person or entity. Simply complete the chart below.

Date Transferred	# Shares	Name of Transferee (person or entity or account you transferred shares to)
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C. Documentation Required

You must include with the Proof of Claim documentation to support each transaction listed above, except shares you transferred (see section B. 2 above) to another person/entity/account. Documentation may be in the form of brokerage confirmations, month-end account statement(s), applicable year-end statement(s), Schedule D of your tax return (if shares are sold), a signed letter from your broker, or notarized statement showing trade date, quantity and price, and amount paid or received. Stock certificates are not acceptable as proof of purchase since they only reflect date of issue, not the actual date of purchase or the purchase price. Executors, administrators, guardians, conservators and trustees may complete and sign this claim with their title or capacity stated on behalf of persons represented by them and must include a copy of documents showing their authority (such as letters testamentary or a trust

² Gross sale price means the sale price per share received by the seller net of commissions, mark-ups and any other transaction fees paid by the seller.

agreement). The Social Security (or taxpayer identification) number and telephone number of the beneficial owner must also be provided.

D. Signature

You hereby certify under penalty of perjury that the above information is true and correct and to the best of your knowledge.

Date

Signature

Date

Signature of Joint Owner

If any of the shares for which you have provided information was purchased jointly with another person or entity, each person must sign this document.

If you are submitting this Proof of Claim other than in your own individual capacity (for example as trustee, executor, administrator, custodian or guardian) please indicate that capacity and identify the person or entity on whose behalf you are acting.

E. Mailing Instructions

Mail the complete Proof of Claim and the required documentation to Complete Claim Solutions, Inc. at the address on the first page. The materials must be postmarked no later than **November 3, 2006**.

¹ Definitions

Reinvestment Plan Purchases. Shares purchased through the CHR Reinvestment Plan are eligible to be included in the Purchaser Class only if the records of CHR confirm that such shares were allocated to the shareholder's account between August 16, 2001 and August 16, 2004, inclusive.

Subscription Agreement means the Subscription Agreement disseminated by CHR. If you purchased CHR shares with the assistance of a broker, an investment advisor or other financial advisor and executed a Subscription Agreement then such shares are considered purchased directly from CHR and will be reflected on Line 3.

Subscription Purchases. Shares where the subscription purchase is confirmed by the records of CHR with an admission date between August 16, 2001 and August 16, 2004, inclusive, are eligible to be included in the Purchaser Class.

Third Party means a person or entity other than CHR, including transactions through the informal trading market known as the secondary market. In a Third Party transaction the seller receives payment for the shares from the buyer. A Third Party does not include a broker, an investment advisor or other financial advisor who assisted you in purchasing shares by way of a Subscription Agreement, see Subscription Agreement.

Transfer means a transaction by which shares changed ownership with no money changing hands such as gifts, bequests, change in the type of account such as individual to IRA, and change in ownership due to marriage and divorce.