

ROCKWELL COLLINS, INC.
EXECUTIVE COMMITTEE CHARTER

The Executive Committee has been constituted by the Board of Directors to discharge certain of the Board's responsibilities between meetings of the Board of Directors. This Committee shall consist of at least three members and not more than four members of the Board of Directors. The members of this Committee shall be appointed on the recommendation of the Board Nominating and Governance Committee and may be replaced by the Board of Directors.

The Executive Committee, between meetings of the Board of Directors and while the Board is not in session, shall have and may exercise all of the power of the Board of Directors in the management of the business and affairs of the Corporation, provided, however, that the Executive Committee shall have no power or authority to:

1. Adopt, amend or repeal any sections or articles of the By-Laws or the Certificate of Incorporation;
2. Elect or remove officers, or fill vacancies in the Board or in committees of the Board, including the Executive Committee, or fix compensation for officers, directors or committee members;
3. Fix the number of directors of the Corporation;
4. Declare dividends;
5. Form committees of the Board;
6. Amend or rescind prior resolutions of the Board;
7. Approve or recommend to the shareowners approval of a merger or consolidation of the Corporation, the sale, lease or exchange of all or substantially all of the property or assets of the Corporation or a dissolution (or a revocation of a dissolution) of the Corporation;
8. Make any recommendations to shareowners which require shareowner approval;
9. Assign any part of its duties to any other committee appointed by the Board;
or
10. Issue additional stock of the Corporation or fix or determine the designations and any of the rights and preferences of any series of stock.

The Executive Committee shall:

1. Report to the Board on its activities at the next Board meeting.
2. Review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board of Directors for approval.

Last Amended: September 8, 2004