

**QUIXOTE CORPORATION
AMENDED AND RESTATED
GOVERNANCE COMMITTEE CHARTER
FEBRUARY 17, 2004**

Mission Statement

The Governance Committee (the “Committee”) of the Board of Directors of Quixote Corporation (the “Company”), at the direction of the Board, shall develop and recommend to the Board corporate governance guidelines applicable to the Company.

Organization

- The Committee shall consist of a minimum of three independent members of the Board, each of whom shall satisfy the definition of “independent” under the listing standards of The Nasdaq Stock Market
- Each member shall be free of any relationship that, in the opinion of the Board, would interfere with his or her individual exercise of independent judgment.
- One member of the Committee shall be appointed a Chairman by majority vote of the Committee.
- The Committee shall meet at its own discretion or as requested by the Board or senior management.

Roles and Responsibilities

The Committee’s primary responsibilities shall include:

- Review and reassess at least annually the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
- Regularly review issues and developments relating to corporate governance issues and make recommendations to the Board.
- Review the Committee’s charter at least annually and, with the Board’s approval, update as deemed necessary.