

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE
OF THE
BOARD OF DIRECTORS
OF
LSI LOGIC CORPORATION**

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of the
Board of Directors
of
LSI Logic Corporation

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**CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
OF
LSI LOGIC CORPORATION**

(as adopted by the Board of Directors on April 10, 2003)

PURPOSE

The purpose of the Nominating and Corporate Governance Committee (“Committee”) of the Board of Directors of LSI Logic Corporation (the “Company”) is to ensure that the Board of Directors is properly constituted to meet its fiduciary obligations to stockholders and the Company and that the Company has and follows appropriate governance standards. To carry out this purpose, the Committee shall:

- Assist the Board in identifying and recommend to the Board individuals qualified to serve as directors of the Company and on committees of the Board;
- Recommend to the Board the director nominees for the next annual meeting of stockholders;
- Advise the Board with respect to Board composition, procedures and whether to form or dissolve committees;
- Advise the Board with respect to the corporate governance principles applicable to the Company; and
- Oversee and develop criteria for oversight of the evaluation of the Board and management.

COMMITTEE MEMBERSHIP AND ORGANIZATION

The members of the Committee shall be nominated by the Committee and appointed annually by the Board at the first regular meeting of the Board following each annual meeting of stockholders. Committee members shall serve at the discretion of the Board. The Committee shall be comprised of no fewer than three (3) members who qualify as independent directors (“Independent Directors”) in accordance with the Corporate Governance Standards of the New York Stock Exchange, Inc. (“NYSE”), the rules of the SEC and applicable law, as in effect from time to time.

COMMITTEE RESPONSIBILITIES AND AUTHORITY

- (a) Board Candidates and Nominees

The Committee shall:

- Establish procedures and criteria for evaluating the suitability of nominees to the Board to ensure nominees possess those characteristics that are expected to contribute to an effective Board. Each nominee should be considered on the basis of his or her likelihood to enhance the Board's ability to manage and direct the affairs and business of the Company, including when applicable, to enhance the ability of committees of the Board to fulfill their duties and/or to satisfy any independence requirements imposed by law, regulation or NYSE listing requirements.
- Evaluate and recommend nominees to the Board, and consider stockholder nominees for election to the Board.
- Conduct searches for potential board members who satisfy the criteria established by the Committee.

(b) Board Composition and Procedures

The Committee shall:

- Review with the Board, at least annually, the composition of the Board. If appropriate, the Committee shall recommend measures to be taken so that the Board as a whole reflects the appropriate balance of the criteria for directors established by the Committee;
- Ensure that the Board contains at least the minimum number of Independent Directors required by the NYSE; and
- Coordinate with the Board and approve the Board meeting schedule.

(c) Board Committees

The Committee shall:

- Review with the Board, at least annually, the size and composition of each of the Board's standing committees and recommend individuals qualified to serve as members of each committee and as chairman of each committee, including the Committee, and recommend individuals to fill any vacancy that might occur on a committee, including the Committee.
- Recommend that the Board establish such special committees as may be desirable or necessary to address ethical, legal or other matters that may arise from time to time.
- Review annually committee assignments and make any appropriate recommendations to the Board.
- Review the functioning of the committees of the Board and make recommendations to the Board for any changes, including the creation or elimination of committees.

(d) Corporate Governance

The Committee shall:

- Develop and review, at least annually, the corporate governance principles adopted by the Board to assure that they are appropriate for the Company and comply with the requirements of the NYSE and applicable law, and make recommendations to the Board of any desirable changes.
- Consider any other corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board.

(e) Evaluation of the Board and Management

The Committee shall:

- Evaluate the performance of the Board and individual directors, and, if necessary, recommend termination of membership of individual directors in accordance with the board's governance principles, for cause or for other appropriate reasons.
- Review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a significant change in status, including but not limited to an employment change, and to recommend whether or not the director should be re-nominated.
- The Committee shall evaluate the performance of the Company's management. The Committee shall conduct an annual review on succession planning, report its findings and recommendations to the Board, and work with the Board in evaluating potential successors to executive management positions.

INVESTIGATIONS, STUDIES AND OUTSIDE ADVISORS

- The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities.
- The Committee shall have the sole authority to retain, at the Company's expense, and terminate any personnel search consultant to be used by the Committee to assist the Committee in identifying qualified Board candidates, and shall have the sole authority to approve the consultant's fees and other retention terms.
- The Committee shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

EVALUATION OF THE COMMITTEE

On an annual basis, the Committee shall evaluate its performance.

The Committee shall review and reassess the adequacy and scope of this Charter at least annually and recommend any proposed changes to the Board for approval.

The Committee shall deliver to the Board a report setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

MEETINGS

The Committee shall meet at least twice each year and shall establish its own schedule and rules of procedure, consistent with the Bylaws of the Company and this Charter. The Board shall designate one member of the Committee as its Chairperson. The Chairperson or a majority of the members of the Committee may also call a special meeting of the Committee. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear and be heard shall constitute a quorum. The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

MINUTES

The Committee shall maintain written minutes of its meetings, which minutes shall be filed and maintained with the books and records of the Company at the Company's headquarters.

REPORTS

The Committee shall deliver a report to the Board following each of its meetings summarizing its examinations and recommendations and describing all of the actions taken by the Committee at the meeting. Such reports may be furnished orally or in writing.

VOTING

Each member of the Committee shall have one vote on any matter requiring action by the Committee.

COMPENSATION

Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion. Such fees may include retainers, per meeting fees and special fees for service as Chair of the Committee. Fees may be paid in such form of consideration as is determined by the Board of Directors.

Members of the Committee may not receive any other compensation from the Company except the fees that they receive for service as a member of the Board of Directors or any committee thereof.