

Nominating and Governance Committee Members:
David Ross, Chairman C. Baker Cunningham Bruce W. Wilkinson

**CHARTER
OF THE
NOMINATING AND GOVERNANCE COMMITTEE
OF THE
BOARD OF DIRECTORS OF COOPER CAMERON CORPORATION**

Statement of Purpose

The Board of Directors of Cooper Cameron Corporation has created the Nominating and Governance Committee (the “Committee”) to assist it in the discharge of its responsibilities both with respect to succession and effective governance, particularly with regard to:

- Identifying and recommending to the Board qualified individuals to become Board members and CEO;
- Developing and providing guidance and recommendations to the Board on corporate governance principles for the Company;
- Leading the annual evaluation of the Board; and
- Overseeing the executive development and succession planning of the Company.

Composition and Structure

The Committee shall be comprised of at least three directors, each of whom shall be “independent” directors as defined by the New York Stock Exchange Listing Standards.

The Board shall appoint the Chairman and other members and shall have the power to fill vacancies on the Committee. Additionally, the Board shall have the power to remove any member at any time with or without cause.

Duties and Powers

In carrying out its purpose, the Committee will have the following duties and powers:

Director Selection:

- Recommend to the Board for approval the criteria and the qualifications both necessary and desirable for future Board members;

- Seek, identify and evaluate qualified individuals for Board membership consistent with the Board's criteria;
- Prior to each annual meeting of stockholders, recommend to the Board the individuals to be the nominees of the Board;
- Recommend to the Board the individuals to be elected by the Board to fill vacancies on the Board or newly created directorships between annual meetings.
- Consider the size and composition of the Board on an annual basis and report to the full Board the results of its review and any recommendations for change;
- Monitor the orientation process for new directors and advise directors on suggestions for their continuing education;
- Review the continued appropriateness of Board membership when a director changes jobs.

Committee Assignments

- Recommend to the Board committee assignments for directors as openings occur on committees, or as rotations of committee assignments are deemed advisable by the Board upon recommendation from the Committee.

Executive Succession and Development

- Identify and evaluate potential individuals for the position of CEO;
- Annually review and make recommendations regarding the executive development and succession planning of the Company.

Governance

- Review, at least annually, the Company's corporate governance principles and refer any recommended changes to the Board;
- Oversee the annual self-evaluations of the Board and each of its committees of the performance and compliance by each with the Company's corporate governance principles;
- Monitor the independence requirements for membership on, and the independence of members of, the Board;
- Consider questions of possible conflicts of interest of Board members and management;
- Review and assess the adequacy of the Company's codes of conduct and ethics that are applicable to directors, at least annually, and recommend proposed material changes to the Board for approval;
- Review and make recommendations regarding the Company's policies, programs, positions and strategies in relation to public issues deemed significant by the Committee or which may be referred to the Committee by the Board or by management;
- Review and make recommendations regarding the Company's general policy relating to the support of business, charitable, educational and political organizations;

- Make an annual performance evaluation of the Committee; and
- Review the Committee's charter periodically and refer any recommended changes to the Board.

Miscellaneous

- Fulfill such other duties and responsibilities as are consistent with the purposes of the Committee enumerated in this Charter or as may be delegated by the Board from time to time.

Authority

The Committee shall have the authority to obtain advice and recommendations from independent advisors, consultants and search firms, and to retain and terminate them and approve their fee and retention terms.

The Committee shall have the authority to act by unanimous written consent and by telephonic meetings and to create and delegate to subcommittees.

Process and Procedures

The Committee shall conduct no less than three regularly scheduled meetings each year. Other meetings may be held at the discretion of the Committee Chairman or the CEO. Each meeting of the Committee will have an "Executive Session" as an agenda item. The Corporate Secretary is responsible for preparing the meeting agenda, backup and other meeting materials and the preparation of the minutes.

Any member of the Board of Directors who is not a member of the Committee may attend any Committee meeting with the concurrence of the Committee Chair or a majority of the members of the Committee.

Committee Accountability

The Committee Chairman will report to the Board at the next regularly scheduled Board meeting all actions it has taken since its previous report.

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