

ROCKWELL COLLINS, INC.
BOARD NOMINATING AND GOVERNANCE COMMITTEE CHARTER

The Board Nominating and Governance Committee has been constituted by the Board of Directors:

To assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and to select, or to recommend that the Board select, the Director nominees to fill vacancies in membership of the Board as they occur and, prior to each Annual Meeting of Shareowners, a slate of nominees for election as Directors at such meeting;

To recommend to the Board the Guidelines on Corporate Governance applicable to the Corporation and any changes to those guidelines;

To oversee the evaluation of the Board and lead the Board in its annual review of Board performance; and

To recommend to the Board the Director nominees for each committee of the Board.

The Committee shall consist of at least two members, each of whom shall meet the criteria for independence required by the New York Stock Exchange. The members of the Committee shall be appointed and may be replaced by the Board of Directors.

The Committee structure and operations shall be governed by Article IV of the Corporation's By-Laws.

The Board Nominating and Governance Committee shall:

1. Seek out candidates qualified to become Board members, who may be submitted by Directors, officers, employees, shareowners and others, for consideration as a potential nominee to be recommended to the Board of Directors.
2. Prepare, not less frequently than every three years, and submit to the Board of Directors for adoption by the Board, a list of selection criteria to be used by the Committee for Board membership (the "Board Membership Criteria", a current copy of which is attached hereto).
3. Periodically review matters involving general operation of the Board of Directors and corporate governance for the Corporation, and make recommendations to the Board of Directors as appropriate on such matters.
4. After considering the recommendation of the Chairman of the Board, recommend annually to the Board of Directors the Directors for appointment to committees of the Board.

5. Receive comments from all Directors and report annually to the Board of Directors with an assessment of Board performance. This assessment should be of the Board's contribution as a whole as well as the contribution of each Director.
6. Review and reassess the adequacy of the Board's Guidelines on Corporate Governance and recommend any proposed changes to the Board of Directors for approval.
7. Have the sole authority to retain and terminate any search firm to be used to identify director candidates and have sole authority to approve the search firm's fees and other retention terms. Have authority to obtain advice and assistance from internal or external legal, financial or other advisors.
8. Make regular reports to the Board of Directors.
9. Review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board of Directors for approval.
10. Annually review its own performance.

Last Amended: November 17, 2005