

**Adopted May 6, 2005**  
**Amended January 17, 2006**

**AMERICAN COMMERCIAL LINES INC.**  
**NOMINATING AND GOVERNANCE**  
**COMMITTEE CHARTER**

**Purpose**

The Nominating and Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") of American Commercial Lines Inc. (the "Company") for the following purposes: (1) to assist the Board by identifying individuals qualified to become members of the Board of Directors, and to recommend to the Board the director nominees for the next annual meeting of stockholders; (2) to identify individuals to fill vacancies on the Board; (3) to recommend to the Board changes to the Corporation's Corporate Governance Guidelines; (4) to lead the Board in the annual review of both the Committee's performance and the Board's performance; (5) to recommend to the Board nominees for each committee of the Board and chairmanships thereof; and to oversee the Company's public policy committee and public policy activities.

**Committee Membership**

The Committee shall consist of at least two directors. The members of the Committee shall meet the independence requirements of the Nasdaq Stock Market and Securities and Exchange Commission rules and regulations.

The members and chair of the Committee shall be appointed, removed or replaced by the Board.

**Committee Authority and Responsibilities**

The Committee:

1. Shall have sole authority to retain and terminate any search firm to be used to identify director candidates and to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. Shall assess the need for new directors of the Company on an ongoing basis, including identifying any specific needs in terms of industry or professional background, or independence standards, for nominees. The Committee shall identify possible nominees who meet specified objectives in terms of composition of the Board, taking into account such factors as geographic, occupational, gender, race and age diversity, along with breadth of industry experience, soundness of judgment, analytical skills, time availability, and other criteria the Committee deems appropriate. The Committee shall, when deemed

appropriate, actively seek individuals qualified to become board members for recommendation to the Board.

3. Shall approve and recommend to the Board the director nominees for each annual meeting of stockholders and the director to serve as Chairman of the Board. The Committee shall also recommend to the Board director nominees and the Chair for each committee of the Board.
4. Shall receive comments from all directors and report annually to the Board an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year. The Committee shall receive comments and requests for charter amendments from each committee, and report annually to the Board an assessment of each Committee's performance, to be discussed with the full Board following the end of each fiscal year.
5. Shall receive comments from all directors and report to the Board any recommendations for additional committees and for any additions, deletions or modifications to duties and responsibilities of any or all of the committees of the Board.
6. Shall review and reassess the adequacy of the Company's Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
7. Shall meet at least twice annually, or more frequently as circumstances dictate as determined by the Chair in consultation with Committee members and management. The Committee shall meet at least once prior to when nominees for the Board are to be determined for inclusion in the proxy statement for the Company's annual meeting of stockholders.
8. May form and delegate authority to subcommittees when appropriate.
9. Shall make regular reports to the Board.
10. Shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
11. Shall annually review its own performance, and share that assessment with the Board.
12. Shall oversee the Company's Public Policy Committee and public policy activities.
13. Shall review and assess the adequacy of the Company's Investor Communications program annually and recommend any proposed changes to Senior Management and the Board, if required, for approval.

This Committee Charter will be made available on the Corporation's website at [www.acbl.net](http://www.acbl.net).