

QUIXOTE CORPORATION
AMENDED AND RESTATED
NOMINATING COMMITTEE CHARTER
FEBRUARY 17, 2004

Mission Statement

The Nominating Committee (the “Committee”) of the Board of Directors of Quixote Corporation (the “Company”), at the direction of the Board, shall identify and recommend potential candidates for election to the Board and, in particular, recommend directors for election at the Annual Meeting of Stockholders, as well as such other duties as directed by the Board. At the Board’s direction, the Committee also shall review and make recommendations to the Board on its size, composition and committees.

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 the discretion of the Committee, the Board or senior management.

Roles and Responsibilities

The Committee’s primary responsibilities shall include:

- Consistent with criteria approved by the Board, to identify, review, consider, and recommend to the Board for selection the director nominees to be presented for election at the Annual Meeting of Stockholders..
- Consistent with criteria approved by the Board, to identify, review, consider and recommend to the Board for selection candidates to fill vacancies on the Board of Directors.
- At the request of the Board, review and recommend any changes in the size, composition, organization and operational structure of the Board and its committees.
- At the request of the Board, review and make recommendations on the range of skills and expertise which should be represented on the Board and the eligibility criteria for individual Board membership; identify and recommend potential candidates for election to the Board.
- At the request of the Board, make recommendations on committee assignments.